

SECRETARIAT

Randall Wallace Revisions
Of a Mike Rich Original

February 3, 2009

FADE IN:

EXT. ESTABLISHING SUBURBAN DENVER NEIGHBORHOOD - DAY

A manicured, upper-middle-class neighborhood in the late 1960's. A paperboy tosses the morning edition onto a porch where a pottery dog holds a nameplate: TWEEDY.

INT. CHENERY HOME, DENVER, COLORADO - DAY

PENNY CHENERY TWEEDY, 40's, intelligent, elegant, beautiful, walks down the staircase of her precisely arranged home.

Though it's early morning, she's perfectly dressed, every hair in place. She checks her watch and calls out--

PENNY

Breakfast in ten minutes!

She opens the front door and lifts the morning newspaper.

CLOSE ON A NEWSPAPER--THE DENVER STAR--WITH THE HEADLINE:

NOVEMBER 12, 1969

Nixon Vows End to War

It's now lying beside a plate at a perfectly set table; JACK TWEEDY (Penny's married name is Tweedy), mid-40's, sits down and tucks a napkin above the knot of his necktie to cover his white shirt. Penny is finishing making his omelet. They are

INT. PENNY'S KITCHEN, DENVER - DAY

With the expertise of long practice she slides the omelet into Jack's plate, places orange slices beside it, and begins mixing pancakes. Jack doesn't look up from the paper.

PENNY

Court today?

JACK

It's Tuesday, isn't it?

PENNY

(calling out)

Sarah! Kate! You have--

SARAH

(entering)

Six minutes.

SARAH is 18; she hurries in and sits on one side of Jack; her sister KATE, 16, bounces in too, both girls kissing their father and automatically taking their places, as Penny quickly divides a skillet of eggs and kisses the girls on their heads. Chris and John, younger boys, come in soon after and sit at the table.

JACK

Penny, I have three shirts to pick up at the cleaners and two more to go, in the hamper.

PENNY

I got them yesterday, I'll take the others this afternoon.

He takes a list from his pocket and amends it.

JACK

Then you could also go by the wine shop and pick up some Riesling, I've got a client coming in and that's all he drinks.

KATE

Mom, more juice please.

Penny grabs the juice from the fridge without breaking flow.

SARAH

I need to pick up a gown.

JACK

A gown? For a prom?

SARAH

No, it's a party.

JACK

And you want a gown? When you earn your own money you can buy gowns for every party.

PENNY

I'm sure we can find something reasonable. We'll look this weekend.

Penny writes this on a list she has going on the refrigerator, next to "shirts" and "wine."

JACK

Not Gewurtzraminer. Only Riesling, they'll try to fool you.

PENNY
I've got it, Jack.

KATE
I'm singing in the Christmas
pageant.

JACK
Christmas pageant? In June?

KATE
It's experimental.

PENNY
That's great, honey! What part?

KATE
The War Protestor.

PENNY
We can get-- I'm sorry, the what?

Just then the phone rings, surprising everybody this early. Penny has lifted a bowl of pancake batter; she shoves it under one arm, tucks the phone between her shoulder and ear, and continues to stir as she talks.

PENNY
(into phone)
Tweedy residence... This is she...

JACK
War protestor? In a Christmas
pageant?

KATE
It's cutting edge, Dad.

Penny drops the bowl; it crashes to the floor and she remains very still; steadying herself, she says into the phone--

PENNY
Thank you. I'll be there this
afternoon.

Her family is staring, no one moving as Penny hangs up.

PENNY
My mother...

For a moment they are all as still as she is. Then the girls, then Jack and the boys, move to Penny and hug her; and we PUSH IN on Penny's eyes, knowing there is so much she must do, and not knowing where to begin.

EXT. "THE MEADOW," A VIRGINIA HORSE FARM - DAY

It's a cold bleak day, and Penny rides in the passenger seat of the rental car as Jack drives their family toward the home Penny grew up in--the main house of a horse breeding farm. Penny has a handwritten list.

PENNY

I've called the schools. Sarah, I couldn't reach your volleyball coach but I'll reach him sometime today. John, your teacher said you can make up the math test Monday.

KATE

I'm gonna miss rehearsals. They said you'd lose your role if you miss rehearsals.

JACK

War Protestors are inherently irresponsible. Tell them you were just getting into character.

PENNY

You're not going to lose the role. I'll speak to them this afternoon.

JACK

Don't forget to call the Johnsons and tell them we'll miss dinner tomorrow night.

Penny adds to her list. Jack turns the car into a lane marked by a sign: MEADOWS STABLES. The lane leads past weed-choked rail fences, to a stately house that needs paint. A dozen cars are parked outside.

INT. MAIN HOUSE - THE MEADOWS - DAY

Penny leads her family inside; old friends of her parents are gathered in groups throughout the main rooms, there to pay their respects. MISS HAM, mid-60's, with Old Virginia manners, moves immediately to greet her with a genteel hug.

MISS HAM

Penny, Darlin', I'm so so sorry.

PENNY

Miss Ham. Jack, kids, you remember Miss Ham, Granddaddy's secretary?

Penny's children nod politely; Jack has things on his mind.

JACK

Nice to see you. Could I find a phone, I need to make some calls.

MISS HAM

Of course, please use my office.

Jack hurries off without a word. Miss Ham's eyes, full of wisdom and sympathy, drift back to Penny.

PENNY

Thank you so much. For everything. Hollis said you found her... in the kitchen.

MISS HAM

She was making your father his sandwich, and just fell over. The doctor said she didn't suffer. She looked peaceful, even there.

PENNY

How is Daddy?

Daddy seems a childlike term for a grown woman to use about her father, but it's what Southerners say til their own dying day. Miss Ham's eyes tell Penny the situation is grim.

MISS HAM

He keeps asking, Where is she? I'm not sure if he means your Mother, or you.

Miss Ham looks down a long hallway, where none of the guests have gone. Penny turns to her daughters, and speaks quietly. (The boys have already approached the food table.)

PENNY

I'm gonna go see your Granddaddy, and then I'll bring you in. I know all this isn't easy for you; it's frightening, it's a terrible time. But Grandma is with the angels. And today you become women.

MISS HAM

Come on, Girls, let's get you something to eat.

As Miss Ham ushers the girls away, she glances back once more to Penny.

We FOLLOW PENNY, as she moves down the long hallway, lined with pictures of racehorses, toward the door at the end.

As she walks, MEMORIES OF HORSERACING--wild, vibrant, colorful--bang into her spirit, colliding and contrasting with the somber gray of her life in general and this moment in particular. We see WHAT SHE SEES IN HER MEMORY:

--A little girl--Penny, at 6--standing at the rail of a racetrack, beside her tall, handsome father--CHRISTOPHER CHENERY--in the prime of his life, as the crowd thunders around them...

--A pack of racehorses rounding a turn and heading into the home stretch, hooves pounding, muscles rippling, colors flashing, the horses thundering toward the wire. Her father's horse wins, and BULL HANCOCK (a friend we'll come to know) claps him on the back in celebration.

Young Penny looks up at her Dad; he smiles down at her, and takes her hand.

CHRIS CHENERY

We let 'em run, Penny! We always
let 'em run!

And ADULT PENNY walks toward his office door. Pausing for the slightest moment to steel herself, she opens the door.

INT. CHRISTOPHER CHENERY'S OFFICE - DAY

This is the office of a man who has achieved a great deal, having started from the humblest beginnings. On the walls are pictures of Christopher Chenery with President Kennedy; another with President Johnson. In one photo Chris is cutting a ribbon at the dedication of a massive power station. But most of the shots are of him with horses.

We PAN ACROSS the pictures to find Chris Chenery now: he's dressed, his hair is combed; but he's late 70's now, and thinner, his mind drifting into dementia. As Penny enters--

CHRISTOPHER

Helen. Where's my sandwich?

There is already a sandwich on the table beside him. Penny leans and kisses him tenderly on the cheek.

PENNY

Hi, Daddy. It's Penny.

She sits on the ottoman in front of him and takes his hands in hers. He doesn't respond, except to frown slightly, like a man who is troubled by a memory, no more than a hunch.

CHRISTOPHER

Helen...?

Penny struggles to say the words; when she does, it's firmly.

PENNY

Mother's gone, Daddy. It's Penny.

CHRISTOPHER

No. No... Penny's gone. She got married.

Penny is doing everything she can to be strong, to see the situation clearly. But it's hard to see clearly when tears are dripping from your eyes.

INT. MAIN HOUSE - THE MEADOWS - MAIN ROOM - DAY

More people are gathered in small knots of mumbling mourners in the house's expansive main room. Jack has returned from his phone calls and is talking with HOLLIS CHENERY, 50, Penny's brother. He's a tall man, soft from a life of desk work, sorting through investments.

HOLLIS

The farm won't bring much. I'd rather be liquid and have the money in stocks. When this Vietnam thing ends I see a bull market.

Penny spots him and moves up; they hug.

PENNY

Hollis.

HOLLIS

You just saw Father?

She can only nod. Her eyes find her children, standing at the window and looking out at the horses in the fields and wishing they could be anyplace but here.

HOLLIS

I hadn't realized how quickly he was losing it. When I'd call, it would always be Mother on the phone.

PENNY

Yes. We've got a lot to deal with.

HOLLIS
You know the Estate Tax is seventy percent?

PENNY
Jack's told me about the taxes, I meant--

HOLLIS
Seventy percent, Penny. If he dies before we can restructure assets into shelters, we could lose almost everything.

JACK
I can help you with all of that.

PENNY
Excuse me, I need to see to the children.

JACK
(to Hollis)
So how's business in New York?

As her husband and brother talk shop, Penny moves to her children at the window. She kneels and whispers to them--

PENNY
I'll take you in to see Granddaddy.
I just need a minute.

The girls squeeze her waist, understanding, as women instinctively do, that grief means love.

Penny looks outside; standing out by the paddock fence is EDDIE SWEAT, 33, black, the farm's horse-groom; he's in his work clothes. At that moment CARL HATTON, 40's, the horse-trainer, comes up and begins to berate him because no training is going on; Eddie gestures sadly toward the house.

Penny closes her eyes... When she opens them, she is--

EXT. VIRGINIA CEMETERY - DAY

...and Penny is standing at the grave side between her father and Jack, with their children next to him. Gathered around the grave are fifty friends and neighbors, as the family's PASTOR is praying over the grave.

PASTOR (O.S.)
...and so we return to You the
spirit of your faithful servant,
Helen Chenery. Loving mother,
devoted wife, who lived each moment
to the fullest, cherishing the life
she had with her beloved husband
Christopher.

As they lower her mother's casket into the ground, Penny
squeezes her father's hand...and he squeezes back.

EXT. CEMETERY - LATER

As the mourners are making their way to their cars, Penny
sees the groom, Eddie Sweat, and moves up to him. (Miss Ham
is helping Chris Chenery to the car.)

PENNY
Eddie. Thank you for coming.

EDDIE
Miss Penny. Your Mama was a fine
woman. I feel real bad for Mister
Chenery.

PENNY
He always admired you. Said you
were the best groom in the world.

Eddie nods gratefully and steps away as BULL HANCOCK, now 60,
moves up with his son SETH, 21.

BULL HANCOCK
Mrs. Tweedy? Arthur Hancock. Your
Daddy called me--

PENNY
Bull. And so did everybody else,
as I recall.

BULL
And this is my son, Seth.

She shakes hands with both of them.

BULL HANCOCK
Your mother was a fine woman. It
was a privilege knowing her. Your
father and me... Well, even if he's
half the man he was, he's still a
better man than most. I know
you'll be making some changes;

(MORE)

BULL HANCOCK (cont'd)
if you or your family have any
questions, Miss Ham has my number.

He starts away, then turns back.

BULL HANCOCK
Your father's eyes always lit up,
whenever he talked about you. How
smart you are. And how much you
loved the horses.

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - DAY

Christopher sits in his favorite chair, oblivious to the post-
funeral crowd milling around the house. Penny moves to him.

PENNY
How you doing, Daddy?

CHRISTOPHER CHENERY
Helen?

PENNY
No, Daddy, it's Penny. We came out
from Denver to... to see you.

Silence for a moment. He points at a photograph, showing him
and a horse and jockey in a winner's circle.

PENNY
The day Hill Prince won in
Maryland.

CHRISTOPHER CHENERY
We let him run that day, didn't we?
Always let 'em run. Always let 'em
run.

Penny gives her father a gentle kiss on the forehead.

INT. MAIN HOUSE AT "THE MEADOW" - GREAT ROOM - NIGHT

Hollis pours himself a drink; Penny's staring out the window.
The funeral visitors have gone, it's now just family.

HOLLIS
Doctor says there may be some brief
moments when he's aware of things,
but we shouldn't expect much.
Especially after this.

He takes a drink; he needs it.

HOLLIS

Practical thing would be to put him
in a nursing home.

PENNY

This is home to him, he knows he's
here. As long as he does I think
we should hire nurses and let him
stay at home.

HOLLIS

The farm needs to go. I just
checked the books, it's been losing
money for years.

No reply. Hollis knows his younger sister can be stubborn.

HOLLIS

Look, I know you loved this place,
we all did, okay? But he made it
work, he once made lots of things
work. He's not that man anymore,
and we have to face facts. To run
a racehorse business you need a
certain touch. I'm a stockbroker
and you're a housewife.

He takes another drink, and Penny's eyes move from him to
Jack and their children, visible through the door into the
next room. Jack is on the phone, while the kids look through
old photo albums. Jack hangs up and moves in to join them.

JACK

I've moved up our flight to first
thing tomorrow, we gotta get back.

PENNY

I need to stay a few days longer.
Find the right nurse for Daddy,
sort through Mother's things.

JACK

But I just changed your ticket.

PENNY

This place is a mess. And somebody
needs to make sure Daddy is all
right.

JACK

He's got Miss Ham, she's like
family.

PENNY
Maybe I need to be here. For me.

JACK
What about the kids?

PENNY
They'll be all right, Sarah can do
with a little responsibility.
It'll only be a few days.

HOLLIS
We need to file right away to get
his power of attorney. Miss Ham
says he tried to sell four of his
best horses last month, for half of
what they're worth. Mom had to
step in and stop him. Now...

JACK
I suppose someone will have to
clean up for the liquidation.

PENNY
It'll only be a few days. I
promise.

INT. MAIN HOUSE AT "THE MEADOW" - GUEST BEDROOM - NIGHT

Penny can't sleep. Jack's next to her, no such problems.
She pushes back the covers and drifts out of bed...

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - MOMENTS LATER

Penny approaches the wall of photographs and trophies. The
office is dark, lit only by the Virginia moonlight. She
touches the ball of yarn with the half-finished scarf her
mother had been knitting. It's in a checkerboard pattern,
blue and white.

On the table beside the chair is a framed photograph; Penny
lifts it and sees: a photo of Chris and Penny (she looks 13
or so), standing next to a majestic horse, father and
daughter smiling broadly.

EXT. "THE MEADOW" - DAWN

...and we see the farm in its natural beauty, a lazy mist
hanging tight to the rolling fields where horses graze.

EXT. MAIN HOUSE AT "THE MEADOW" - SAME

Penny stands beside the car that contains Jack and their children; she's smiling broadly.

PENNY
This'll be fun for you! Sarah
makes great pancakes!

JOHNNY
They're toxic! We won't survive!

Their laughter tells Penny the children will be fine. Jack is different, all business as he starts the engine.

JACK
Make sure Hollis has that Power of
Attorney order. The estate's
vulnerable.

PENNY
I'll stay on him.

No kiss, no smile from Jack. Penny pats the car, then waves goodbye and smiles cheerfully as the car pulls away.

KATE
(calling back)
Give Granddaddy a hug for us when
he wakes up!

PENNY
I will! Be good! I love you!

As the car disappears onto the main road, Penny is left in quiet isolation. It's as if the farm has become a cemetery, and the grazing horses markers of the graves of what once was thriving, and alive.

INT. "THE MEADOW" - MAIN BARN - MOMENTS LATER

A barn for race horses and brood mares is a beautiful place, especially when the sun has just lit the damp morning air. Penny appears in the broad doorway and makes her way along the long row of horse stalls, reacquainting herself with a place and a life she'd largely forgotten. She stops at a stall that holds a beautiful mare, whose stall plate tells her is SomethingRoyal.

PENNY
Hey girl... You-- you're expecting!

14.

Penny scratches the mare's nose, then drifts to the end of the barn, finds a bale of hay, and she sits. There it hits her: the loss of her mother, the decline of her father, the distance in her marriage, the sense that somehow, somewhere, she's made a wrong turn.

She hears a footstep and looks up quickly; Miss Ham has entered the barn holding two cups of steaming coffee.

PENNY

Miss Ham! Good morning.

MISS HAM

Thought you'd like a pick-me-up.
Two sugars and a cream?

PENNY

How'd you know?

MISS HAM

It's how your Daddy likes it. You
doin' all right, Honey?

PENNY

Yes. No. I'll be all right.

MISS HAM

I have something else for you.
When the doctor sent back her
effects, I brought them in to your
father. He took this out and
handed it to me.

She hands Penny a small decorative pin of a horse and jockey.

PENNY

Mother's good luck pin. So he
wanted you to have it.

MISS HAM

No. He didn't believe it was me he
was giving it to.

PENNY

He thought you were Mother.

MISS HAM

He thought I was you. All he said
was, "Penny."

(beat)

I'll see you back at the house.

Miss Ham is starting away, to leave her in solitude, when--
 DOWN THE BREEZEWAY: a commotion as the farm's trainer, Carl Hatton, yells to Eddie Sweat, the groom, who has led up a horse to saddle it for morning exercise.

CARL HATTON

Eddie! Who the hell told you to bring this one out?!

EDDIE

Well, I figured--

CARL HATTON

--you figure nothing! Put him back and bring out that yearling in 18!

EDDIE

Yes sir, Mister Hatton.

Hatton sees Miss Ham and doesn't mind a bit that she's heard his tirade; then he notices Penny.

CARL HATTON

Who the hell are you?

PENNY

I'm Penny Tweedy. Penny Chenery.

CARL HATTON

Oh. Well. I'm sorry about your Mother.... I got work to do.

PENNY

(standing)

Excuse me; Eddie, hold off for a minute on that yearling in 18. Could I speak with you, Mr. Hatton? In private?

CARL HATTON

About what?

Penny looks at Miss Ham and Eddie, who quickly leave.

CARL HATTON

I know you and your brother aren't horse people, Missy, and you've had a loss and all, but you don't come into a barn and interrupt a trainer's work. Not if you want to keep him.

PENNY

I understand. I just wanted to ask you about the sale of those brood mares that my mother stopped a few weeks ago.

CARL HATTON

What about it?

PENNY

They were worth twice what we were going to sell them for. I couldn't sleep last night, so I checked the books, and made some calls this morning to be sure.

CARL HATTON

I don't own the horses, your father has to sell 'em!

PENNY

But as trainer you'd know their worth, and that they were about to be sold. What I was wondering is why it had to be my Mother who stopped the sale, and not you.

OUTSIDE THE BARN, EAVESDROPPING, are Miss Ham and Eddie, hanging on every word.

INSIDE THE BARN, Hatton is looking at Penny as he might watch a copperhead he just walked up on.

CARL HATTON

The old man, your father. Ask him.

PENNY

I'm asking you. My father's been sick a long time, and you've been paid to look out for his interests.

CARL HATTON

I do! Just cause this place is going downhill, it ain't my fault!

PENNY

The sale was going to be to Old Dominion Farms. I learned this morning that the owners of Old Dominion were already talking about selling our horses at twice the price they were paying us. And you train for them too, don't you?

CARL HATTON
 ...Sometimes. So what?

PENNY
 So if you arranged a deal that gave them four race horses for half their market value, and they paid you back with an extra share of everything they made, that wouldn't just be disloyal. It would be conspiracy to commit a felony.

OUTSIDE, Miss Ham and Eddie are wide-eyed. INSIDE...

CARL HATTON
 Who the hell do you think you are?!
 Accusing me!?

PENNY
 My husband's a lawyer and my father's Christopher Chenery. And I'm not Missy anything. Get your things and get off my farm.

CARL HATTON
 I have a contract! I'll sue you.

PENNY
 If I ever even hear your name again
 I'll see you go to prison.

OUTSIDE, Miss Ham and Eddie are going crazy in silent jubilation! Carl Hatton stalks by them, beet red, beaten. Miss Ham and Eddie are stunned; as Penny appears they try to look casual. Penny seems distant, as if surprised at what she just did. But she's focused too, acting on instinct.

PENNY
 Miss Ham, I'd better look at the farm's business calendar and anything else you think I need to see. Eddie, Mr. Hatton won't be training our horses anymore, so please keep them healthy til we figure out what to do.

EDDIE
 Yes ma'am.

Penny walks to the house.

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - DAY

Penny sits at her father's desk, looking out the window. Miss Ham places a stack of books in front of her. Eddie appears, hat in hand.

EDDIE
Miz Chenery?...

PENNY
Yes, Eddie?

EDDIE
I'm a good groom, ma'am--

PENNY
The best, I hear.

EDDIE
I'm good. I know the horses, I can feel 'em through the brush the way a jockey feels 'em through the reins. But I'm not a trainer. I don't know how hard to run 'em or how long to rest 'em. Mr. Hatton, he's been saying all these horses would be sold. And if you want to fetch a good price they need to be fit to run. You need a real trainer.

PENNY
Thank you, Eddie.

Eddie leaves; Penny looks at Miss Ham.

PENNY
Where does Bull Hancock eat lunch?

INT. ARLINGTON CLUB - DAY

Penny's high heels click-clack up the marble steps toward the reception desk, where a stodgy RECEPTIONIST is on the phone.

RECEPTIONIST
Arlington Club, may I help you?
...Yes sir, I'll put you through.
(to Penny)
How can I help you?

PENNY
Good afternoon, I was told Bull Hancock might be here.

RECEPTIONIST
Could be. Would you like to leave
a message for him?

PENNY
I'd like to see him, please.

RECEPTIONIST
You're not from around here, are
you, sweetheart?

PENNY
I'm sorry?

RECEPTIONIST
This is a gentlemen's club. Would
you like to leave a message?

Penny stares at the woman, who looks back at her like a queen
at a peasant. Then, suddenly, Penny walks past her.

INT. ARLINGTON CLUB - MAIN DINING ROOM - CONTINUOUS

Penny walks purposefully, looking for Bull; some of the other
men recognize her and begin to whisper; it's a tight circle
and they've already heard about Carl Hatton. Bull sees Penny
and stands to welcome her, as the Receptionist catches up.

RECEPTIONIST
I'm sorry, she just--

PENNY
Would you please tell Mr. Hancock
that Penny Tweedy would like a word
with him?

Bull waves the receptionist away and pulls out a chair for
Penny.

PENNY
Forgive me for disturbing you.

BULL
On the contrary, it's my pleasure.

A WAITER pours a tumbler of the best bourbon money can buy.

PENNY
I just fired Carl Hatton.

BULL
Do tell. So does that mean you're
selling the horses, or keepin' 'em?

PENNY

The farm's in bad shape, like my father is. But I'm not gonna sell it for less than it's worth.

BULL

A horse farm needs a strong hand on the reins. The hand that threw Carl Hatton out the door looks pretty strong to me.

PENNY

My life's back in Denver. I need a good trainer, just to get things stabilized.

BULL HANCOCK

(writing on his napkin)

Talk to Lucien Laurin. He's up in New York right now. French Canadian trainer. Fat white guy, dresses like Superfly. He's sort of retired.

PENNY

What do you mean he's sort of retired?

INT. NEW YORK RACING PARK - BETTING WINDOW - DAY

LUCIEN LAURIN, 50's, with a taste for garish clothes and especially for fedora hats, stands at a pay phone beside the betting windows and calls to the teller...

LUCIEN

Three on the top with 1, 4, 6 and 8 on the bottom. I'll take the same on a trifecta three and one.

As the teller hands him the tickets, Lucien says into the phone--

LUCIEN

Okay, what?

SPLIT SCREEN, WITH PENNY IN HER OFFICE - DAY

PENNY

Mr. Laurin, if you could just hear me out for a few minutes--

LUCIEN

Mrs. Tweedy, I'm flattered Bull told ya to call, but I'm tired of baby-sitting half-ton animals that are stubborn or stupid. Or both.

PENNY

I understand that, sir, but I'm in a bit of a tight spot. Could you try it for a few months to see how things go?

LUCIEN

Trainers go where they can find a good horse, not to pick up a few months work.

PENNY

We've got plenty of good horses.

LUCIEN

No you don't. You've got one or two that might be worth the time. And please don't take this wrong, but you're a little short on people who know what they're doing.

PENNY

That's why I'm talking to you.

LUCIEN

Lady, you're not hearing me. A trainer gets rich off commissions-- 10 percent off winners, 10 on sales. To get a top trainer you need a top horse. Go back to Bull and see if he's got any other ideas.

PENNY

But Mr. Laurin-- two of my mares are pregnant by Bold Ruler and he's the best stallion in the whole--

The "Call To Post" sounds behind him.

LUCIEN

Sorry, I gotta go.

He hangs up. And Penny, in her father's office, looks up to see Hollis storming in, wearing golf clothes.

HOLLIS

You fired our trainer?!

PENNY

Hollis. You didn't fly home?

HOLLIS

I stayed for a meeting and it's a good thing I did! We need a trainer in place! How could you fire him?

PENNY

He was worse than incompetent. He was dishonest. He had to go.

Hollis tries to rub away a headache--and reality.

HOLLIS

I don't know any more about horses than you do! But I know we need a trainer to keep the horses fit enough to unload them.

PENNY

I'm working on it, Hollis. I've got a line on one, recommended by Bull Hancock.

HOLLIS

Well... at least Bull Hancock knows what he's doing and our father trusted him. The estate tax will kill us, Penny-- do you realize that? When Dad dies, we're out of time and it's a fire sale.

Penny is silent, trying not to show her anger in being lectured on what she already knows.

HOLLIS

Look, I know this is a strain for you, being away from home. Just find a nurse for Dad and you can get back to Jack and the kids. I gotta go.

And he's off again, leaving Penny with the whole mess.

EXT. NEW YORK RACING PARK - BY THE TRACK - DAY

As horse race past the finish line, Lucien watches in defeat and tears up the last of his worthless betting tickets for the day. He's at bottom, with nowhere to go.

EXT. NEW YORK RACING PARK - PARKING LOT - DAY

Lucien owns an old Cadillac, from the days when he trained winners. He opens the trunk, and finds a stack of breeding books there; he finds a book and opens it to BOLD RULER. He tracks down to two entries, Hasty Matelda and SomethingRoyal, mares at The Meadows, owner: Christopher Chenery.

INT. THE MEADOW - CHRIS CHENERY'S BEDROOM - NIGHT

Penny moves to the door and watches her father sleeping, peacefully.

INT. THE MEADOW - PENNY'S ROOM - NIGHT

She's leafing through the mail when a formal envelope catches her eye; it bears the return address of Ogden Phipps. She pulls it out and looks at it for a beat.

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - NIGHT

Penny sets down three of her father's handwritten journals. The top one is titled: *Hasty Matelda*. She opens it, and the second one: *SomethingRoyal*. Then she opens the third book, *Bold Ruler*, and places them so that she can compare all three together. And she begins to study, absorbing everything.

CLOSE on a steaming CUP OF COFFEE. Penny draws a line from one generation to the next, now scribbling notes.

INT. TWEEDY HOME - DENVER, COLORADO - NIGHT

Jack is on the phone with Penny--SPLIT SCREEN AT THE MEADOW OFFICE. In Denver, Chris and John are cleaning the plates from the dinner table; the house is noisy and chaotic; Penny, in her quiet office, savors the distant sounds of home.

PENNY

So how's Kate's play?

JACK

(covering receiver)

Kate! Want to talk with your Mom?

KATE (O.S.)

I'm on the other line with Trent!

JACK

She's on the other line with somebody.

PENNY
Probably Trent.

JACK
Who's Trent?

PENNY
Her new boyfriend.

JACK
She has a boyfriend? When are you
coming back?

PENNY
Soon. I just want to tell you
about the coin toss!

The kids are playing behind him, yelling.

JACK
What?! Kids, quiet! Coin toss?

PENNY
Stallions cost more than mares,
they're more glamorous, but since a
great horse comes from the mare as
much as the stallion, Daddy
invested in mares. That's the
first smart thing he does. The
second is, he makes a deal with
Ogden Phipps.

JACK
Phipps. Richest man in America?

PENNY
Instead of paying a stud fee, Daddy
makes a deal to breed Phipps' best
stallion to our best two mares.
When the mares are near term they
flip a coin to choose who gets
which foal. The coin flip's in two
weeks.

JACK
So what? I don't have any idea
which horse to choose.

For only a moment it registers with Penny that Jack assumes
she wants him to make a decision, rather than support hers.

PENNY

I've been into the breeding books. The sire, Bold Ruler, was fast but couldn't last over distances. The dams are Hasty Matelda and SomethingRoyal. Hasty Matelda had lots of speed, so she's the obvious choice. But SomethingRoyal's grandsire was Princequillo. He had great stamina and--

JACK

Penny? Penny!

PENNY

--What?

JACK

Sire and dam and Sam-I-Am? What is this?

He's laughing at her.

JACK

Come on. We need you. Your children need you. Come home.

There is a long, deflating silence.

PENNY

Right after the coin toss.

She hangs up the phone.

EXT. ARLINGTON CLUB - DAY

ESTABLISHING the Arlington Club, reeking of wealth.

INT. ARLINGTON CLUB - DAY

The club is crowded with genteel horsemen and club members.

OGDEN PHIPPS, (70), the richest man in this or any other room, takes a glass of champagne, then waits for Penny to take one, served her by the stodgy receptionist. Phipps' fellow multi-millionaires listen in as...

OGDEN PHIPPS

Please don't take offense to this, Mrs. Tweedy, but your father never won our coin tosses and I do hope you've inherited his luck.

PENNY

If I were in your shoes, Mister Phipps, I'd hope the same thing.

OGDEN PHIPPS

The President of the Racing League makes the toss. It'll be in five minutes.

He steps away, leaving Penny alone. Bull Hancock sees her and moves over. He clicks his glass to hers.

BULL

Good luck.

Hollis arrives and moves to Penny.

PENNY

Hollis... Back from New York?

HOLLIS

This is a big call, the foal could be worth a great deal. I checked with some of Phipps's people, they think he wants Hasty Matelda's foal. So that's who we'll choose.

PENNY

I think that's wrong, Hollis. SomethingRoyal's colt could have an unusual mix of speed and stamina.

HOLLIS

Don't be ridiculous. You think you know more than Ogden Phipps' people?

PENNY

I'm just saying I've studied the breeding books. Have you?

HOLLIS

What would you do, Mr. Hancock?

BULL

I'd mind my own business.

HOLLIS

I'm asking you as my father's best friend for your best opinion.

BULL

The conventional wisdom is Hasty Matelda.

PHIPPS
 (calling over)
 We're ready!

INT. ARLINGTON CLUB - MOMENTS LATER

CLOSE on the SHINY COIN in Bull's big hand. Penny and Ogden stand across from each other, surrounded by rich onlookers.

BULL HANCOCK
 Mister Phipps has the call. Winner has the choice between the offspring of Mr. Chenery's mares Hasty Matelda or SomethingRoyal. Are we in agreement?

Phipps and Penny nod. Bull tosses the coin.

BULL HANCOCK
 Call it in the air!

OGDEN PHIPPS
 Heads!

...and it hits the floor and settles on: HEADS. Penny's eyes close in disappointment. Phipps smiles, supremely confident.

OGDEN PHIPPS
 I'll go with Hasty Matelda.

Phipps turns toward his cadre of supporters and they lift their glasses to him.

PHIPPS
 Miz Chenery, you have your father's luck. Please give him my best.

Phipps moves to celebrate with his entourage.

HOLLIS
 Well, that's that.

PENNY
 But... I got what I wanted!

HOLLIS
 You got what nobody else wanted.
 Time to go home.

Hollis leaves.

BULL
 Can I give you a lift home?

PENNY
I brought my car.

BULL
I didn't mean to take sides.

PENNY
You didn't, you told the truth.

Bull moves to congratulate Phipps. Penny, alone again, turns and wanders toward the door, walking slowly, trying to come to terms with the fact that she felt so sure of something everyone else saw another way.

AT THE DOOR Penny collides with Lucien Laurin, rushing in.

LUCIEN
'Scuse me! ...You Miz Chenery?

PENNY
Mr. Laurin?

LUCIEN
Yeah, how'd you know?

His clothes are strikingly tasteless.

PENNY
Lucky guess.

LUCIEN
My plane was late, who won the toss?

PENNY
Phipps. He took Hasty Matelda.

LUCIEN
He did? Hmm.

PENNY
That surprise you?

LUCIEN
No. But I would'a taken
SomethingRoyal.

And in that moment, their partnership is born.

LUCIEN
When she drops her colt, call me.

INT. TWEEDY HOME, DENVER - DAY

Penny is cleaning up in the kitchen after dinner when the phone rings. Jack, reading in the adjacent den, answers.

JACK
Tweedy Residence.

EDDIE'S VOICE
Miz Chenery there?

JACK
Penny. It's for Miz Chenery.

She moves in and takes the phone.

PENNY
(into phone)
This is Penny.

EDDIE
The colt's on its way.

Penny looks up at Jack.

INT. "THE MEADOW" - MAIN BARN - NIGHT

SomethingRoyal is on her side, ready to deliver. Eddie is on his knees beside the mare. As is Lucien. And Penny.

EDDIE
Water broke just past midnight.
Any minute now.

Everyone's tense. Penny rubs a hand along the mare's neck.

PENNY
Doin' fine, girl. Doin' fine.

EDDIE
Okay, here we go. Mr. Laurin, make
sure--

LUCIEN
--I've got it.

Penny soothes SomethingRoyal the whole time...

PENNY
I've done this four times, girl.

EDDIE
She's done it fourteen.

They wait, and in a rush...the COLT tumbles onto the ground. Eddie and Lucien are right there to help him. The colt is RED, with THREE WHITE SOCKS and a STAGGERED BLAZE on his face. Eddie laughs and shakes his head. The colt staggers to its feet.

LUCIEN
You ever see that before?

EDDIE
Not me.

PENNY
See what?

EDDIE
Colt stand up that fast.

LUCIEN
Mon dieu...

PENNY
What? What?

EDDIE
That boy's a whopper.

They stare at the COLT, a miracle of birth, and life...

Our music rises (we will have a grand SECRETARIAT theme) into A MONTAGE of Penny's life and the colt's growth, intertwined:

--The colt in a dew-soaked field, suckling from SomethingRoyal, as Penny watches...

--Penny at home in Denver, caring for her own children, feeding them, helping them with homework, silently cringing as Jack ridicules Kate's hippie attire; Penny soothes Kate by braiding her hair and weaving in a flower; Kate loves it.

--Penny, back in Virginia, touches the growing mane of the growing colt, and he surprises Penny and Eddie by nuzzling his head against Penny's chest. She smiles, moved...

--Penny in an airplane seat, going through ledgers as she flies home; DISSOLVE THROUGH to Penny at home, doing dishes, picking up her children's clothes, laughing with them as they play after dinner and the girls talk on the phone; Penny doing laundry... then sitting at her desk late into the night in her office at home. The MONTAGE ENDS as Jack walks in, rumpled and sleepless in his pajamas; Penny looks up from her ledgers and glances at the clock: it's past midnight.

PENNY
I'm almost done.

JACK
How long do you think you can live
two lives at once?

PENNY
The colts are looking good and the
new trainer's working hard; we've
cut expenses; we're breaking even.

She feels good about this; Jack doesn't.

JACK
I thought the point was to sell the
farm, not to break even.

She glances at a picture on the desk: she and Jack, young
lovers in college, happy, optimistic. Beside it is a picture
of the growing red colt.

PENNY
When I went off to college, I felt
like... that colt. Full of promise
and adventure. Like I could make
something work. Now I want to see
him run. I just want to see him
run.

Jack sighs, and without another word he leaves her. Now
Penny feels no hurry to get to bed.

What neither she nor Jack knows is that DOWN THE HALLWAY,
Kate has been watching and hearing everything. Kate closes
the door to her room... switches on the light of her own
desk, and starts doing her homework.

Penny, alone at her desk, looks at the picture of the red
colt. Rising in the background: the sound of THUNDERING
HOOVES... WE SMASH INTO:

EXT. THE MEADOW FARMS - TRAINING TRACK - DAY

CLOSE on the pounding chestnut legs of the same colt, now two
years old. We move up the sprinting animal...and reveal
what's happened over the past couple of years with
SomethingRoyal's baby boy.

The BRILLIANT COPPERY COLT rolls straight toward us, right
down the backstretch of The Meadow's old training track.

Penny, Miss Ham and Lucien--wearing a new eyesore of a hat--
watch from the rail as he plows by.

PENNY

Well, what do you think?

LUCIEN

He's eleven hundred pounds of baby
fat, that's what I think. Lazy,
eats too much, doesn't have a clue
how to run. Any other questions?

MISS HAM

I have one. How much did you spend
on that hat?

The colt and rider (JIMMY GAFFNEY, a lanky, tough exercise
rider in his early 30's) ride up toward the trio.

LUCIEN

How's he look, Jimmy?

JIMMY GAFFNEY

He's just a big ol' kid havin' fun
out there. He'll figure it out.
(pats the colt)
Ain't that right, Red?

The horse tosses his head. Penny rubs his nose, then watches
him with affection as Jimmy walks him away.

PENNY

Red. I wish we could race him
under that name.

MISS HAM

The Jockey Club insists on unique
names; I keep sending 'em and they
keep rejecting 'em. I've tried
Something Special, Royal Line, Deo
Volente...

LUCIEN

Deo Volente? "God Willing"?

MISS HAM

Yeah. And God may have been
willing but the Jockey Club wasn't.
I'll keep going through the
dictionary til something clears.

LUCIEN

There's a race in two weeks up at
Aqueduct.

(MORE)

LUCIEN (cont'd)
 Sets up nice for his first time
 out...not that I'm expecting much.

PENNY
 Let's enter him then.

He jots down a note, before jabbing Miss Ham one last time.

LUCIEN
 Deo Volente.

MISS HAM
 Mon dieu.

EXT. "THE MEADOW" - MAIN BARN - DAY

Eddie Sweat is washing down the big horse. Penny walks up.

PENNY
 Hey Eddie.

EDDIE
 Ma'am.

She gives the big horse a rub on his nose. He likes it.

PENNY
 Lucien says he couldn't beat a fat
 man running down a hill.

EDDIE
 Well, he should know, ma'am.

Penny smiles; then Eddie takes the chance to share something
 he's seen, with a woman he admires.

EDDIE
 He could be a fine one. Right now
 he's all sleep and eat. But he's
 got fire inside him. And you see
 those ears? There's plenty in
 between 'em.

Red turns his head and snorts, as if to say, "darn right."

PENNY
 I'm heading home for a few days.
 Do me a favor though before I go?

EXT. MAIN HOUSE AT "THE MEADOW" - DAY

Eddie and Penny hold Red's twin leads as they walk him up to-

Christopher Chenery, sitting in a chair outside of the main house; an impeccable nurse is just tucking a flannel blanket over his legs as Penny guides the big horse closer...

PENNY

Hey Daddy, brought you some company.

The dull expression on Christopher Chenery's face flickers just a bit. He may not remember much, but he knows a good looking horse when he sees one.

He struggles to stand, and succeeds. Penny takes his hand as he uses the other to reach for the horse and pet his nose. And then Penny calmly explains, hoping that a part of him will hear...

PENNY

He's the Bold Ruler colt, Daddy. From SomethingRoyal. We call him Big Red. He's a nice one, isn't he?

A touch of a smile on Christopher's face.

EXT. TWEEDY HOME - DENVER - DAY

ESTABLISHING of Penny's home in Denver. It's early summer.

INT. TWEEDY HOME - DENVER - DINING ROOM - SAME

CLOSE on the DENVER POST NEWSPAPER that Jack's reading at the dining room table. HEADLINE: "*Hanoi and Vietcong Ask Renewal of Paris Talks*"

He folds it up as Penny brings dinner in, a COCKTAIL already near his table-setting. The entire family is there.

JACK TWEEDY

Well, it's good you're home. Your daughters have something they want to talk to you about.

PENNY

Oh? What's that?

SARAH

Kate and I are thinking of going to South America. Just for a couple of months.

PENNY
South America. What for?

KATE
To teach English. It's part of a
peace mission.

CHRIS
A mission to protest the war is
what they mean.

JACK TWEEDY
Thank you.

KATE
That's not why we're going.
Alright? Although, if an
opportunity did present itself...

JACK TWEEDY
(to Penny)
See? This is what you're missing.
Our teenage daughters growing up to
become hippies.

He reaches for his cocktail.

SARAH
Hippies are free spirits.

JACK TWEEDY
Hippies are walking garbage--

PENNY
...alright, let's just enjoy our
dinner, okay?

Quiet for a beat. Penny asks the girls...

PENNY
When do you need to let them know?

KATE
There's a meeting for parents on
the fifth, the day after my new
play.

SARAH
Both of you can make it, right?

PENNY
The new colt runs his first race on
the fourth. It's in New York.
I'll catch the first flight back.

Jack is silent, disapproving. He barely shows it.

JACK TWEEDY
By the way, Miss Ham called.
Something about a name for the
horse.

EXT. AQUEDUCT RACE TRACK - DAY

A small BAND blasts out a JOHN PHILIP SOUSA tune. TITLE:

AQUEDUCT RACE TRACK JULY 4TH, 1972

AQUEDUCT P-A ANNOUNCER (V.O.)
...rounding out the field for the
second race...Knightly Dawn and
Secretariat. Five and a half
furlongs...

EXT. AQUEDUCT RACE TRACK - PADDOCK AREA - SAME

The sound of the band can still be heard as Lucien (wearing a red, white and blue plaid HAT), Penny, Miss Ham and a young jockey, PAUL FELICIANO, 18, talk before the race.

The big red horse (not wearing any head-gear) stands in their midst; nervous, fidgety. Eddie works to keep him calm while Lucien spills all his worry onto the jockey.

LUCIEN
Alright, it's a short race, so
watch for the number six, he's got
the speed. Number three'll hold
back, but five and eight might do
the same. And keep an eye on
number one, he might be the best
horse in the field.

PENNY
Are there any horses he doesn't
have to worry about?

LUCIEN
Did I say number two?

FELICIANO
We're number two.

LUCIEN
Right.
(beat)
Watch out for number two.

A distant trumpet blasts out the call to post. The jockey nods to Penny and mounts Secretariat. As he's led away--

PENNY
Our jockey's mighty young.

LUCIEN
He's not my first choice, but he's good, he'll do.

Miss Ham stares at Lucien for a beat.

LUCIEN
What? You don't like my hat?
(looks to Penny)
Do you like my hat?

For a moment, Penny is a deer in headlights, desperate not to embarrass Lucien, she can't look away from the hat and can't escape the moment; she turns red, then bursts out laughing.

PENNY
I'm sorry, Lucien, I-- But I do like the hat, I actually...
(choking laughter) I actually DO, I-

Laughing, she hugs Lucien; then she turns reflective.

MISS HAM
What's wrong?

PENNY
Nothing, it's just that... That's the first time I've laughed, really laughed, since... since I don't remember when.

Penny walks toward the grandstands. Lucien watches her go.

LUCIEN
She scares me.

Miss Ham gives him a steely look.

MISS HAM
Good.

She heads off to join Penny. Lucien, baffled, follows.

EXT. AQUEDUCT RACE TRACK - RAIL ON THE STRETCH - DAY

A young sportswriter, BILL NACK (early 30's), studies the racing form as he leans against the rail.

ANDY BEYER (late 20's, racing analysis whiz kid from New York) settles in on the rail next to him.

BEYER

So what are you thinkin', Nack?

NACK

You're the best handicapper I know, Andy. You tell me.

BEYER

Lotta horses that haven't run a race yet. I'm curious about this Bold Ruler colt--Secretariat.

EXT. AQUEDUCT - RAIL NEAR THE FINISH LINE - DAY

Penny, Lucien and Miss Ham stand by the rail to watch as...

AT THE STARTING GATE, the last horse is loaded in. The young jockey, Feliciano, tries to calm the big horse.

FELICIANO

Settle down, boy...

All around: the GATE CREW MEMBERS are shouting...

GATE CREW

Hold still! Everybody set?
...Alright, we're good!

We play the DETAILS and the building tension of the moment: the Big Red horse's twitching muscles, his wild eyes, his big hooves, flaring nostrils...

...And PENNY, hands on the railing in front of her, the human equivalent of the horse; at that moment utterly alone.

The starting gates burst open, the bell screams:

AND IN THE VERY FIRST SECOND, SECRETARIAT'S MAIDEN RACE GOES TO HELL IN A HANDBASKET.

QUEBEC, the horse just to the right of Secretariat, emerges from the gate - and in a panic - veers directly into Big Red's shoulder...

...knocking him off balance and straight into the horse to his left. Almost dropping him to the ground.

PENNY looks as if someone drove an icepick into her spine.

Feliciano jerks back on Secretariat, pulling him out of harm's way...and into last place as they roll past Penny, Miss Ham and Lucien (growing angry already) on the rail.

The horses settle into a rhythm as they approach the turn, all except for Secretariat...

...who turns too sharply and nudges a gray roan named ROVE just to his left...

ROVE JOCKEY
Back him off, kid!

Feliciano eases Red to the right, but he's reacting too much to every command; like a car that's over-steering.

FELICIANO
Eassssy boy.

ON THE RAIL: Penny, Lucien and Miss Ham watch... Nack and Beyer do the same.

NACK
Horse is all over the place.

EXT. AQUEDUCT RACE TRACK - DAY

The horses head into the stretch...and suddenly Secretariat finds himself jammed in on the rail with nothing but horses all around him. Nowhere to run.

A tight opening emerges directly on the rail and Feliciano chirps to his horse...

...and Red instantly begins to pick up speed. He knocks off one horse, then another, and another...

But the big horse is too far back. Secretariat hits the finish line. Fourth.

AQUEDUCT P-A ANNOUNCER (V.O.)
Results from the second race, still
unofficial: Herbull, finishing
first, followed by Master Achiever,
Fleet N'Royal, and Secretariat.

Lucien angrily thumps the rail with his folded-up form and storms away. Penny stands alone at the rail, deflated.

EXT. AQUEDUCT RACE TRACK - DISMOUNT AREA - MOMENTS LATER

Feliciano hops off Secretariat, handing the horse to Eddie. A hopping-mad Lucien approaches, crumpling up a PIECE OF PAPER and tossing it to the ground as he does so. Penny's right with him, while Miss Ham is a couple of steps behind...

LUCIEN
(cussing in French, and then:)
You sure as hell messed that up!

FELICIANO
He got hit coming right out--

LUCIEN
Don't even try kid, you're off him!

FELICIANO
What?!

LUCIEN
I said you're done with him!

Penny tries to step in...

PENNY
Lucien, stop. We need to talk
about this...

LUCIEN
Stay out of this! This is none of
your business!

PENNY
Go on, Paul.

...and Feliciano walks away. Lucien, so pissed he forgets for a second what language he's speaking (a recurring problem for him), glares in Feliciano's direction...

LUCIEN
...l'enfant ne savait pas ce qu'il
faisait, le cheval n'aurait jamais
dû perdre...

PENNY
Excuse me?

LUCIEN
That horse should never have lost
that race!

...and he storms off. Eddie gently pulls Red away as Penny, angry as well, stares after Lucien.

Miss Ham approaches with the PIECE OF PAPER Lucien had tossed on the ground.

MISS HAM
Well this explains a couple things.

INT. AQUEDUCT RACE TRACK - STABLES - A FEW MINUTES LATER

Lucien leans against the stall, running the race through his mind. Penny walks up and hands him the losing ticket.

PENNY
Lot of money to bet on a fat, lazy horse. Must see something in him.
(beat)
Was it really Paul's fault?

LUCIEN
Probably not.
(beat)
This horse needs a jock with a lot more experience though. I want to go with Ronnie Turcotte. I would've put him up today, but he had another ride.

PENNY
I want to meet with him, when I'm back in a couple weeks. But call him now, let's make the change. One more thing. I'm still new to all this...and you know a lot more about it than I do. But don't ever say this is none of my business. Every bit of this is my business. You understand?

LUCIEN
Yes ma'am. I'll call him tomorrow.

Miss Ham comes up.

MISS HAM
I just called to confirm your flight out. They've cancelled it due to weather.

Penny winces; Kate's play is tonight.

INT. JOCKEY'S ROOM - NEW YORK RACE TRACK - DAY

RONNIE TURCOTTE, 30ish, a tough-as-nails Canadian jockey, is prepping for his next race, like a football player readying for kickoff. A JOCKEY'S ATTENDANT answers a ringing phone...

JOCKEY'S ATTENDANT

Yeah. Hang on.

(yells to...)

Turcotte! You got a call from Lucien Laurin!

RONNIE

Tell him my race is in ten minutes, I'll call him back!

...he grabs his helmet and whip...

EXT. NEW YORK RACE TRACK - DAY

...and he's on top of a horse named OVERPROOF as the tightly packed field heads down the backstretch. Everything is a bit more drab, non-descript: Turcotte's clothing, the horse's silks, etc.

And we get a first-hand look - much as we did in Red's race at Aqueduct - of the hand-to-hand combat that exists in the trenches of thoroughbred horse-racing. Banging. Jostling. Dirt everywhere. Turcotte reaches up with his hand and quickly flips up one of the FIVE SETS OF GOGGLE LENSES that protect his eyes from the dirt. He still can't see much.

The horses enter the homestretch, Overproof boxed in on the rail. Turcotte gives him the whip... Overproof responds, surging forward, eyes wide, nostrils flared...

Then it happens in an instant. Overproof lurches to his right and collapses, slamming Ronnie to the ground with him. And a heartbeat later every horse that was behind them is thundering by, one of them stepping on Turcotte.

A FEW MINUTES LATER, track medics are loading Turcotte into an ambulance. He's badly banged up. A couple of jockeys and the attendant are there to see if Turcotte's still alive.

TURCOTTE

My horse?...

JOCKEY ATTENDANT

Vet said his heart burst. Dead before he hit the ground.

TURCOTTE

(beat)

Tell Lucien I can ride in a week.

INT. PENNY'S HOTEL ROOM - NIGHT

She's by herself, a room-service dinner barely touched beside her. She dials a number...

INTERCUT WITH A RINGING PAY PHONE, inside A High School auditorium in Denver. Student-made posters announce: "Peace On Earth? A Counter-Culture Pageant." The phone rings only once before young Chris Tweedy picks it up and answers--

CHRIS TWEEDY

Mom?

PENNY

Is she on?

CHRIS TWEEDY

You just made it!

He stretches the phone toward the auditorium entrance, where Sarah and John are holding the doors open; Kate is on stage, dressed as a Vietnamese soldier, singing--

KATE

Silent night... Holy Night...

She's singing at the top of her lungs, projecting to the phone, as her classmates, dressed as airplanes, hurl plastic bombs at her.

Penny listens from far away, rapt, both laughing and crying at the same time. Chris whispers to her, into the receiver--

CHRIS TWEEDY

Dad says it's Commie Crap!

PENNY

It's art, Honey. It's art.

And as Penny, alone in her hotel room, listens to her daughter singing, so far away, a tear slides down her cheek.

INT. MANHATTAN HOTEL LOBBY - CAFE - NIGHT

A quiet, reserved hotel cafe. Penny sips from a cup of coffee as she looks across the table toward Turcotte, still banged up, ribs wrapped, hand bandaged.

PENNY

Lucien and I were hoping you might be ready for our next race, but--

RONNIE

I'll be ready, why wouldn't I be?

Penny likes this answer.

PENNY

I talked to a few owners. They say you're one of the best, got a great touch, great with young horses. They also say you'll put a horse into traffic, get him caught where he can't run. Or drive him too hard.

RONNIE

Lucien dit c'vrais. Lucien told the truth.

PENNY

What'd he say?

RONNIE

That you're hard as nails. Miz Chenery, I risk my life every time I climb on a horse. I'm not afraid, neither are they; I want to win just like they do. My last horse wanted to win so much his heart burst. It's who they are. It's who I am. You want somebody else, get somebody else.

PENNY

I don't want somebody else.

EXT. SARATOGA - DAY

The splendor of Saratoga in upstate New York. The old seats are filled with OWNERS AND PATRONS whose families have been there for generations. We SUPERIMPOSE:

SARATOGA, JULY, 1972

EXT. SARATOGA - DAY

Penny and Miss Ham arrive in the owners' area of the grandstand, and find themselves next to a TRIO OF OWNERS, former frat boys drunk since college twenty years ago. Penny exhales, nervous.

The nearest of the owners says, too loudly..

OWNER #1
So which of you ladies owns
Secretary?

His buddies laugh.

PENNY
His name's Secretariat. And he's
gonna make your horse take
dictation.

OWNER #2
You don't know which horses we own!

PENNY
Doesn't matter. He's gonna beat
'em all.

Lucien enters and stands next to Miss Ham, so tense he can barely breathe. She looks at his clothes, mortified.

EXT. SARATOGA - TRACK - DAY

The starting gates tremble in anticipation; the bell RINGS... and Secretariat, now wearing blinkers, blasts out...

The Saratoga crowd - the bleachers packed - cheers in unison as the horses blister down the track.

But Big Red settles toward the back of the pack once more.

PENNY, MISS HAM AND LUCIEN watch from the stands, already losing hope. They watch the horses moving into the back stretch.

SARATOGA ANNOUNCER (V.O.)
...The quarter mile time, a brisk
23 and four tenths.

Turcotte is content to let Red roll along in last place, dirt and mud splattering his white silks.

IN THE STANDS, PENNY WATCHES as Big Red fails to challenge once more; she's worried he'll never make a move.

Turcotte guides him along, the horses easing toward the rail as they plow down the backstretch.

They're all bunched in... no place for Red to move...

PENNY

Red doesn't have anywhere to go! I thought Turcotte was aggressive!

LUCIEN

Make your move, Ronnie! Make your move!

...and as they pass the half-mile mark, Ronnie - surveying everything in front of him - notices a tiny gap widening between a pair of horses just in front of him.

RONNIE

Okay, Red...go get 'em.

Ronnie chirps, and there is a SUDDEN SURGE as Red's shoulders begin to pump and he bulls his way through the gap, knocking the two horses aside with ease.

LUCIEN

That's it!

Quickly, one by one, Secretariat overtakes the field, while a steady roar grows from the stands.

PENNY

Come on Red!

And Secretariat is absolutely rolling; a breathtaking surge.

SARATOGA ANNOUNCER (V.O.)

...Secretariat surging past Court Ruling and now Blackthorn!

The assault on the frontrunners is shockingly fast; he blows by the other horses like they were nags.

SARATOGA ANNOUNCER (V.O.)

Secretariat pulling away!

The big horse pounds toward the finish line, crossing it two lengths in front of the challengers...

SARATOGA ANNOUNCER (V.O.)

Secretariat with an impressive win!

And as Lucien and Miss Ham applaud, Penny glances at the other owners; they toast her, and she smiles.

EXT. SARATOGA - WINNER'S CIRCLE - A FEW MINUTES LATER

And now the WINNER'S PHOTOGRAPH is being taken: Penny and the entire team (Lucien, Ronnie, Miss Ham, Eddie) surrounding the victorious horse as the flashbulbs pop. FROM PENNY'S POV, it's all harsh light and noise. Lucien is happy; he notices Ronnie's silks are covered in dirt.

LUCIEN

You look like you finished last!

RONNIE

I was there long enough!

Secretariat, full of pride and the fire of victory, is actually turning his head toward each photographer. Nack and Beyer are among the reporters.

BEYER

Is it just me, or is that horse posing?

NACK

What are you talking about? Horses don't--

He stops scribbling as he sees: Snap. Pose. Snap. Pose. Nack loves it, and starts scribbling again, furiously.

NACK

(mumbling as he writes)
 "...the owner hates attention; the horse loves it..."

And then Secretariat does something even more surprising: this dominating beast of a racehorse, fresh from humiliating a herd of hot-blooded rivals, turns his huge, filthy head and places it like a baby against Penny's chest. She cradles him with exquisite tenderness; the photographers go crazy. Penny closes her eyes, shutting them out.

But as the reporters leave and the grooms lead Secretariat away, Penny and her group watch with surging excitement.

LUCIEN

He knocked those other horses out of the way like they were sparrows! I never saw a two-year-old do that!

PENNY

You see the way he struts? He looks at the competition like, "Is this all you've got?"

MISS HAM

I think he walks like... like a woman with big boobs!

They all gawk at her...howl with laughter. We launch into--

MONTAGE OF VICTORIES: Secretariat blasts past one finish line after another (always starting dead last), and Penny's back in the winner's circle, receiving a different set of flowers every time; and each time Secretariat poses, then nuzzles Penny and ruins another new dress. Ronnie's white silks are covered in mud after every victory.

TRACK ANNOUNCER

Secretariat wins by five lengths!
 ...Secretariat by three lengths!
 ...Secretariat by seven!
 ...Secretariat wins!
 ...Secretariat!

We smash out from the string of wins as...

EXT. BELMONT PARK - STABLES - LATE AFTERNOON

Penny walks alongside Secretariat, holding one of the leads along with Eddie, as the horse heads back to the barn. Beyer and Nack walk with her; she's stiff, struggling to be natural with two of the best reporters in all of racing.

BEYER

Seven wins in four months. There's talk he could be Horse of the Year.

PENNY

Well... He's... done everything we've asked of him.

BEYER

But the sons of Bold Ruler have all faded as 3-year-olds. And the Triple Crown races are much longer.

Penny smiles, volunteering nothing.

BEYER

I mean, it's extremely rare for a 2-year-old to be considered for Horse of the Year, but they're still big kids at that age, they haven't proven their full potential.

PENNY

That's true.

NACK

What've you learned about the horse?

It's easier for her to talk about the horse; she softens.

PENNY

...He loves to run. Likes to come from behind--nerve wracking for me, but his fans love it. And... he's a ham. You've seen him show off.

NACK

You really think he knows what he's doing?

Secretariat looks directly at him; it's spooky.

NACK

Don't look at me--Beyer's the one who says you can't run distances.

They laugh, but Beyer presses the point to Penny.

BEYER

You do acknowledge the issue, right? That speed and endurance don't go togeth--

A splattering sound, like a hose squirting on concrete, interrupts; Beyer looks at his shoes, then at the horse.

BEYER

No way...

Nack laughs and starts scribbling again, loving this.

INT. BURGER JOINT - NIGHT

Celebration time. Penny, Lucien and Ronnie are wrapping up a dinner of cheeseburgers. Penny lifts her coke in the air.

PENNY

To Secretariat. Horse of the Year!

RONNIE

And to Red's owner, who took on the old boys.

LUCIEN

You're gonna have to take 'em on harder next year, you know that, right?

PENNY
The races are longer.

LUCIEN
Much longer.

PENNY
The horses are faster.

LUCIEN
Much faster. And every owner,
every trainer out there will be
trying to bring us down.

Penny looks toward Turcotte.

RONNIE
I'll be ready.

A WAITRESS comes by and drops off the check to Penny. Lucien and Ronnie make a half-hearted effort to reach for their wallets.

LUCIEN
Here, let me help out with--

PENNY
Sit down.

She heads for the register, then sees Miss Ham entering.

MISS HAM
It's your father, Honey. He's had
a stroke. I'll get Lucien and
Ronnie.

INT. HOSPITAL ROOM - NIGHT

Penny is alone at her father's bedside. He's comatose, monitors beeping, a ventilator softly sucking. Penny kneels beside him; maybe she's praying, or maybe the weight of life has bent her over. She lifts her head, looks at her father, strokes his limp gray hair.

PENNY
I don't think we've left much
unsaid, Daddy. I always knew where
you stood. And I'm grateful for
the way you showed me what it was
to stand up in the world and live
the way you believe.

Tears choke her for a moment, but Penny Chenery won't let tears stop her.

PENNY

The big red colt won Horse of the Year, Daddy. I think he can go all the way. If he does, I hope you can see it.

She kisses his head, and then realizes the heart monitors have ceased to beep. Penny lowers her head beside her father's, and weeps.

INT. THE MEADOW - OFFICE - NIGHT

Penny is sitting alone at her father's desk, trying to collect her strength; she looks up to see Jack entering. Then Hollis walks in just behind him; Penny stands and hugs them both.

Miss Ham has been at her desk, weeping with her own grief; she moves to the door between her office and Penny's, closing it so they all can have privacy.

PENNY

I hadn't had a chance to call.
How'd you get here so fast?

JACK

I was already on my way.

PENNY

Are-- Are the children all right?

JACK

Yes, sure, they're great. Or as great as they can be, without their mother around.

He quickly softens his words, as if this is all about taking care of Penny and the children.

JACK

This is a terrible time, Penny...
and we're all here for you. I just hope you'll come home now.

Penny looks from Jack to Hollis to Jack.

PENNY

And you were already coming here to tell me that--before you heard about Daddy.

JACK

Our children need a full-time mother. And I want a full-time wife. When your horse people call the house, they don't ask for Mrs. Tweedy, they ask for Miz Chenery. Is that who you've become?

PENNY

So you two have teamed up?

HOLLIS

It's family business. And last time I checked Jack and your children were still part of the family.

PENNY

Hollis, you're my brother and I love you. But if you presume to judge my fitness as a wife or mother I'll count you a stranger for the rest of my life.

JACK

Penny! Hollis is only trying to talk sense.

PENNY

Sense?! My father just died and you want to talk sense?

JACK

Your anger is exactly why we need this... intervention.

HOLLIS

We're in a crisis, Penny! What better time is there to talk sense?

The word makes Penny's eyes flame. Jack tries to sound reasonable.

JACK

Hollis asked me to study the tax issues that would arise immediately upon your father's death, and now they've hit us. At the current value of his estate, the inheritance tax will be at least six million.

HOLLIS
Six millions dollars, Penny. And
neither of us has a fraction of
that money.

PENNY
So we sell the mares and yearlings.

HOLLIS
I had an appraisal done, and that
won't get us close to what we need.
...But there is another option.

PENNY
I'm not selling him.

Hollis looks at Jack for help.

JACK
Due to his outstanding two year old
season, if he were sold today,
Secretariat would bring a price of
seven million dollars. Enough to
cover the tax bill by himself.
(beat)

Now I'm assuming the plan was to
run him in the Triple Crown races.
But if he were to lose just one of
those three races his value would
drop to two million. With no way
to recover it.

HOLLIS
So we sell the horse. We'll talk
about the farm later.

PENNY
Hollis, you try to sell that horse--

HOLLIS
You just heard how much money we
need!

JACK
Please, let's settle down...

HOLLIS
Look, we all respect what you did,
but we're out of time! Business
hasn't been great for me lately.
The farm and the horses, they're
our father's legacy. We play this
wrong it could amount to nothing!
(MORE)

HOLLIS (cont'd)
It's time we get smart. Put the
money into some good safe stocks.

PENNY
Our father came from nothing. You
know the story--his best Christmas
was when he got a tangerine. He
made every penny himself. And his
legacy to me isn't money, it's the
will to win if you can and live
with it if you don't! And I will
not dishonor him or myself by
quitting now!

HOLLIS
If I have to challenge you in
court, I will. And my lawyer tells
me I'm likely to prevail.

Jack can't look Penny in the eye. She moves to the door.

PENNY
Miss Ham! Would you step in here a
moment, please?

Miss Ham enters, with a clear sense of the situation.

PENNY
Please tell Hollis and Jack about
the provision Daddy left you.

MISS HAM
Last year Mr. Chenery had me
witness him signing a provision
that while both of you are
beneficiaries, dispersal of the
farm would be left to Hollis.
Decisions regarding the horses
would be left to Penny.

HOLLIS
Last year he already had dementia!

MISS HAM
He was of sound mind when he signed
it. I'd swear to it. In court.

PENNY
Thank you, Miss Ham.

Miss Ham, with the hint of a sad but steely smile, leaves
them alone. Hollis is beaten, for now.

HOLLIS

Well Penny... you better find six million dollars before you race him again. And if he loses one of those races? You won't see a cent. None of us will.

PENNY

Then I'll live with it.

HOLLIS

Why?! Why do you need to?! For a past that no longer exists? Our father was a great man, but we can't bring him back!

PENNY

No, we can't. And this isn't about going back, it's about life being ahead of you. And you run at it like a racehorse, as fast and as far as you can, because you never know how much life is there, unless you run.

HOLLIS

Okay, Penny. Fair enough. But if you stumble and fall, you don't just make us fools, you make us beggars.

He leaves. Now only Jack and Penny remain, in hard silence

PENNY

I always thought Miz Chenery and Mrs. Tweedy were the same person. Now Miz Chenery wonders why Mr. Tweedy believes he has to join my brother in an intervention.

Jack walks out, leaving Penny alone again.

INT. "THE MEADOW" - MAIN BARN - NIGHT

Eddie walks Red out of his open stall and approaches Penny, who needs to see the big horse for a few minutes.

PENNY

Thanks, Eddie. How we doin' tonight, Red?

He's the only one she can talk to right now. She rubs his nose, and the horse dips his head to her as if he understands her grief, and that she has bet everything, placed all her hopes, on him. (NOTE: We will sometimes use POV's of the horse, to see the world and experience the story from his eyes.) Eddie stands back, watching them both.

EDDIE
Reckon you heard about Bull
Hancock, Ma'am?

PENNY
What about him?

EDDIE
Came home from your father's
funeral, and fell dead.

Another dagger into Penny's soul; she doesn't know how much more she can take. Both Eddie and Red seem to sense this.

EDDIE
I can't speak for the ways of God,
Ma'am... But your Daddy and Mr.
Bull, they lifted each other up.
The way you lift me up. And lift
Red up. Everything living lives
from its heart. I wish I could
give you something that would lift
yours up.

PENNY
You just did, Eddie. Thank you.

He leaves her alone: just Penny and Big Red.

She looks at him; he looks back. His eyes are huge and bottomless, like windows into eternity.

And there's no way in the world she's going to give up on him, or on herself.

EXT. "THE MEADOW" - TRAINING TRACK - MORNING

Penny and Seth walk, both holding steaming cups of coffee in the early morning chill. Manhood has come early for Seth Hancock; he's only 21, a tough time to lose a father.

SETH
Thank you for calling, Miz Chenery.
And for coming to the funeral. My
father admired you tremendously.

PENNY

It was mutual. ...I have a proposition for you, Seth. I want to sell Secretariat's breeding rights.

SETH

When he's done with racing, and I've got a little more experience--

PENNY

Before he retires. I want to syndicate his breeding rights now.

SETH

All due respect, ma'am, but it doesn't work that way.

PENNY

It's never been done, but that doesn't mean it can't work. We offer 32 shareholders exclusive breeding rights. We call it "a select opportunity."

SETH HANCOCK

My father would've loved that phrase. How much per?

PENNY

Two-hundred-thousand.

SETH HANCOCK

Two-- That's more than anybody's ever paid for a breeding share. A lot more.

PENNY

That makes it exciting, Seth. And horse racing's all about excitement.

She stops and leans against the fence. Giving him time.

SETH HANCOCK

He's been a great colt but he's completely untried as a three-year-old, and the sons of Bold Ruler have never shown stamina.

PENNY

And that's exactly what Ogden Phipps thought when he could've chosen my colt.

(MORE)

PENNY (cont'd)
 Now I've got Secretariat. And he's
 got a horse named Missed
 Opportunity.

SETH HANCOCK
 These people are smart with their
 money, they'll insist on a
 performance clause, and no son of
 Bold Ruler has ever won a single
 Triple Crown race. We're talking a
 mile and a half, distances
 Secretariat hasn't come close to
 running. He loses, you'll lose the
 money, the farm, the horse,
 everything.

Penny surprises him: she looks right at him, and smiles.

SETH HANCOCK
 This is a big deal. I've never
 attempted anything like it. Nobody
 has. You mind if I ask why you
 called me?

PENNY
 Your father helped me. And work is
 good for grief.

SETH HANCOCK
 You know, I told you he admired
 you; it was more than that. He
 told me he wished he was more like
 you. I think what he meant was, he
 wanted me to be like you. I'm in.

They shake hands.

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - DAY

A rapid-fire sequence as Miss Ham presses the "hold" button
 on a five-line phone. Two other PHONES have been set up on
 the desk: one for Penny, one for Seth.

MISS HAM
 I've got Howard Keck on line one,
 Bunker Hunt on line two. Ladies
 and gentlemen, start your engines.

CLOSE as they push the buttons on each phone. Penny,
 standing, cradles the receiver to her ear...

PENNY
 Mister Hunt, this is Penny Chenery.

EXT. "THE MEADOW" - MAIN BARN - SAME

Eddie grooms Big Red, impressive in the morning sun...

SETH HANCOCK (V.O.)
Mister Keck? Seth Hancock. I'm
calling about a select opportunity
on Secretariat. --No sir, he's not
for sale.

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - CONTINUOUS

SETH HANCOCK
Well sir, we're moving to syndicate
his breeding rights.
(beat)
Yes sir, right now. Before he
retires. ...Yes sir, I know that.

EXT. "THE MEADOW" - GRAZING AREA - DAY

Secretariat grazes in the pasture, beautiful, magnificent.

PENNY (V.O.)
Yes, Mrs. Dupont, it is a lot of
money, but I wouldn't be calling if
I didn't think he was worth it.
(beat)
Thirty two shares. A select
opportunity.

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - SAME

PENNY
I understand. If you change your
mind, I'd be happy to talk again.

INT. OLD MONEY OFFICE - DAY

We crawl across an ornate old desk to find JOHN W. GALBREATH,
an old Kentucky gentleman who hasn't worried about paying a
bill in his entire life.

GALBREATH (ON PHONE)
Seth, I been part'a lotsa deals but
I ain't never been asked to pay 200
grand for a breedin' share. Nobody
has. Tell Mr. Chenery's little
girl she's pricin' this colt like
he already won the Triple Crown.

EXT. "THE MEADOW" - MAIN BARN - DAY

Eddie squeezes a rubbing SPONGE (filled with HOT WATER) on Red's shoulder blades. Steam rises to the sky.

PENNY (V.O.)
Mr. Benjamin, you were there in
Saratoga, you saw how good he
looked.

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - CONTINUOUS

PENNY
All due respect, sir, but if he
gets any better, you'll want to be
in on this.

INT. ARLINGTON CLUB - SAME

E.V. BENJAMIN takes a sip from a tumbler...

E.V. BENJAMIN
All due respect, little lady, but
I've got a pretty good handle on
where I want to be.

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - DAY

SETH HANCOCK
Yes Mr. Kleberg, it's lotsa money.
But my father used to tell me you
gotta spend money to make it.

ROBERT KLEBURG
I'll give it some thought, alright?

SETH HANCOCK
Thank you, sir. You know where to
reach me.

ON MISS HAM:

MISS HAM
Jock Whitney called. He's a no.
Paul Mellon's on line three.

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - DAY

Penny, phone to her ear, glances at the sheet of paper that holds the tally.

The "yes" column doesn't have a single mark in it yet. The "no" and "maybe" columns are filling up.

PENNY

Well sir, I'll hold a share for you
in case you reconsider. Thank you
for calling me back.

Penny exchanges a glance with Seth and Miss Ham. No luck.

EXT. MAIN HOUSE - FRONT PORCH - NIGHT

Penny sits on the steps, discouraged. Miss Ham comes out and sits down next to her.

MISS HAM

So how many times were you called
little lady today?

A tired smile from Penny.

PENNY

They want to do it, I can feel it.
But it's outside what they're used
to, and they're afraid.

MISS HAM

So I've been thinking. Maybe all
we need to do is find one man
willing to do this, somebody the
others would feel safe in
following. A big, big name.

Penny looks at Miss Ham.

INT. SHABBY OLD BREAKFAST DINER - DAY

Ogden Phipps is staring across the booth table at Penny, like two gunslingers playing poker, ready for a shoot-out.

OGDEN PHIPPS

You're asking me to spend 200 grand
for a share in a horse that should
be in my barn right now.

PENNY

That's right, Mr. Phipps, I am.

OGDEN PHIPPS

No one's buying yet, are they.

...as the waitress walks up.

62.

WAITRESS

You two ready to order?

OGDEN PHIPPS

(staring at Penny)

We're still thinking about it.

The waitress pours more coffee before she heads off.

OGDEN PHIPPS

You know that horse, the day we flipped that coin? She's the nicest, best-tempered horse I've ever owned. Can't run a lick. Now you've got the Horse of the Year, and I look foolish.

PENNY

It's not foolish to be unlucky.

OGDEN PHIPPS

Mrs. Tweedy, I don't buy shares in untested three-year-olds. But... I know you're in a rough spot. I'll buy him right now. Seven million dollars. All cash.

Penny wasn't expecting this.

PENNY

I can't do that, sir. I'm here to offer you a share in your horse's finest son. Most men, if they'd chosen wrong and lost this horse, wouldn't even think of investing in him again, but you're bigger than that. And you know that if he does what I think he'll do, his value will double, if not triple. And instead of being the man who lost Secretariat in the past, you'll be the one who had the vision to lead investors in his future.

OGDEN PHIPPS

You do know what you're saying. You're guaranteeing that this horse will win the Triple Crown. The Derby, the Preakness and the Belmont. Three races, three states, in just five weeks. Hasn't been done in twenty five years.

(MORE)

OGDEN PHIPPS (cont'd)
 Lot of good horsemen think it can't
 be done anymore. Just understand,
 that is what you're saying.

PENNY
 Yes sir. That's exactly what I'm
 saying.

OGDEN PHIPPS
 Eight million.

PENNY
 No sir.

OGDEN PHIPPS
 You're that stubborn?

PENNY
 I'm that right.

The waitress walks up again.

WAITRESS
 You folks need some more time?

OGDEN PHIPPS
 I think we're ready.

INT. KITCHEN - HOLLIS'S PLACE - MORNING

Hollis, decked out in his morning bathrobe, pours coffee and
 opens the morning paper; a headline catches his eye:

RECORD BREEDING DEAL FOR SECRETARIAT NABS SIX MILLION

OGDEN PHIPPS LEADS WAY

INT. MAIN HOUSE AT "THE MEADOW" - OFFICE - DAY

Penny, Seth and Miss Ham are celebrating; Seth's reading from
 a newspaper.

SETH
 "The record setting deal means
 Secretariat is now literally worth
 three times his weight in gold, and
 creates expectations for horse and
 owner unrivaled since Citation's
 Triple Crown run in 1948."

PENNY

Please tell me that's a small,
local paper.

Seth hands her the paper; it's the NEW YORK TIMES.

PENNY

So now we have to deliver.

Lucien enters, in a hurry, turning on the television set.

LUCIEN

You gotta see this.

ON THE TELEVISION is a Sports Report, with footage of a brilliant black horse in the Winner's Circle of the Santa Anita Derby.

TV ANNOUNCER (V.O.)

...and while Secretariat is drawing attention on the east coast, a similar story is unfolding out west. Sham, unbeaten since last year, was an easy winner in today's Santa Anita Derby, setting a new track record. Trainer Pancho Martin...

On the set comes PANCHO MARTIN (45), a charismatic Cuban.

PANCHO MARTIN

All this talk about Secretariat, he has never faced a horse as good as Sham. My horse is stronger, my horse is faster, and we won't wait for the Derby to prove it. We're going to the Wood Memorial. When Secretariat has to run as far as my horse did today, he'll fade like the sunset. I guarantee it.

Penny glances at Lucien; he looks away, deeply worried. The television shows Sham running away with the race.

PENNY

How good is his horse, Lucien?

LUCIEN

The further he goes, the faster he goes. He's long and slender, a perfect distance horse. And Red just keeps getting bigger. We'll find out at the Wood. ...I've got work to do.

Lucien leaves; Seth gives Penny a brave smile and goes with him.

PENNY
Thank you, Seth.

MISS HAM
The Wood is in New York. You're gonna need a new dress.

The phone rings; Penny answers, as Miss Ham studies the TIMES article.

PENNY
(into phone)
Penny Tweedy.

INTERCUT AS NECESSARY, Jack in his law office, with a copy of the New York Times Sports Section open to the article.

JACK
I saw the paper.

PENNY
Yes, Seth did a great job.

JACK
I'd like to say congratulations. But I'm a lawyer, and I know what performance guarantees mean.

PENNY
Jack, I don't know how to earn a reward without taking a risk--

JACK
Is it true Ogden Phipps offered you eight million dollars?

PENNY
Horse people are worse gossips than the hens in a chicken coop.

JACK
Then it's true.

PENNY
It's true. And if Secretariat wins he'll be worth twice that.

In Penny's office, Miss Ham looks up from the paper, hearing only Penny's side of the conversation; she's frozen by it.

JACK

I've thought long and hard about this, Penny. You're risking everything. Fair enough, it's between you and Hollis I guess, though I would hope you'd consider the children.

PENNY

Jack, I consider the children every day of my life--

JACK

I just mean, do what you want with your own money. But I won't spend a cent of my money on what seems to me a crisis of identity that... that...

PENNY

Don't worry. Not a cent of your money. I understand.

JACK

I didn't mean it like that, I meant--

PENNY

I understood exactly what you meant. We'll talk later.

Penny hangs up. She glances at Miss Ham, then looks away.

MISS HAM

There are some words of wisdom that have sustained me through my darkest times... If you wouldn't mind I'd like to share them with you.

PENNY

Oh Miss Ham, I'm all ears.

MISS HAM

They are: "Good evening, K-Mart Shoppers."

As Penny's face brightens from Miss Ham's spirit--

CLOSE ON NEW HIGH HEELS, and great legs walking confidently, as we pan up on Penny, looking stunning in a new dress--from a discount store. And we see that it's the glow inside a woman, not the dress, that makes her beautiful. Miss Ham walks confidently beside her; they are

INT. AQUEDUCT RACE TRACK - PADDOCK AREA - DAY

Penny and Miss Ham are walking up to where Lucien (wearing yet another garish hat), Eddie and the other handlers are working to get ready. Penny rubs Secretariat's nose.

AQUEDUCT P-A ANNOUNCER (V.O.)
 ...fifteen minutes to post, fifteen
 minutes.

But Eddie's having trouble with the saddle girth.

EDDIE
 This saddle girth don't fit.

LUCIEN
 It's big enough for a Clydesdale!

EDDIE
 Well, it ain't big enough for Red.
 Maybe he's still hiding some fat
 from the winter.

LUCIEN
 Horse look fat to you?

Secretariat's ripped. Lucien has already pulled out his POCKET KNIFE and is making a new hole, muttering...

LUCIEN (IN FRENCH)
 Dix minutes pour écrire et je suis
 poinçonnage un trou dans une
 circonférence.

PENNY
 What are you doing?

LUCIEN
 Same thing I've done with every
 belt I've ever owned.

And the sound of the Call to Post anticipates--

EXT. AQUEDUCT RACE TRACK - STARTING GATE - DAY

Secretariat and Turcotte move into the starting gate. TITLE:

THE WOOD MEMORIAL, APRIL 21, 1973

AQUEDUCT TRACK ANNOUNCER (V.O.)
 The horses now being loaded in for
 the big race of the day, the match-
 up between Secretariat and Sham...

IN THE STANDS: Penny, Lucien, Seth and Miss Ham wait. Penny turns to see a final-minute arrival: Ogden Phipps.

He nods toward Penny. And just next to him, in the adjacent box...is Pancho Martin and his colleagues. He gives her a nod, complete with a confident smile.

AT THE STARTING GATE, the handlers load Secretariat, then Sham. Sham is beautiful, sleek, a natural distance runner. His jockey, LAFITTE PINCAY, looks at Turcotte.

PINCAY

You gonna eat some dirt today,
Ronnie.

AQUEDUCT TRACK ANNOUNCER (V.O.)

The final test before the campaign
for the Triple Crown...the first
test of whether the big horse from
Virginia can cover this distance.

IN THE PRESS AREA: Nack and Beyer watch through binoculars...

NACK

Time to see who's got the real
horse.

IN THE STANDS: Penny glances again toward Ogden, and sees that he's now been joined by two more investors: E.V. Benjamin and John Galbreath. They nod her way as well.

DOWN IN THE STARTING GATE: Red shakes his head as if trying to rid himself of something. Ronnie's never seen this.

RONNIE

Settle down boy.

AQUEDUCT TRACK ANNOUNCER (V.O.)

The horses are in the gate...

They hold for a beat, until the starting bell RINGS...

AQUEDUCT TRACK ANNOUNCER (V.O.)

(CONT'D)

...and it is a clean start with
Angle Light moving from the
outside...

ANGLE LIGHT bolts ahead and slowly cuts over from the outside to take the lead at the rail.

AQUEDUCT TRACK ANNOUNCER (V.O.)
 ...heading toward the rail. Step
 Nicely in second, Sham in good
 position, running third.

Turcotte lets the big horse settle in - as he has so often in
 the past - allowing him to fade back...

AQUEDUCT TRACK ANNOUNCER (V.O.)
 Secretariat fading back to last.

IN THE STANDS, Penny is reassuring Lucien, and herself...

PENNY
 He always does this. It's okay...

The field plows into the first turn. Angle Light in first,
 Sham just off his shoulder, Step Nicely in third.

Penny, Lucien and Miss Ham watch...

...Seth, Ogden and Pancho Martin do the same.

AQUEDUCT TRACK ANNOUNCER (V.O.)
 Angle Light holds the lead into the
 turn. Sham in perfect position...

The horses move into the backstretch, Sham moving to the
 outside of him, waiting for Angle Light to burn out.

Sham's jockey, Pincay, sneaks a quick glance over his
 shoulder; Secretariat remains far behind; Ronnie flips down
 one of the dirt-shields on his goggles. Dirt everywhere.

IN THE PRESS AREA:

BEYER
 He's waiting for Turcotte to move.

ON THE TRACK, Turcotte and Red are covered in dirt.

AQUEDUCT TRACK ANNOUNCER (V.O.)
 The pace now deadly slow into the
 final turn. Secretariat still
 holding back.

Turcotte sees the opening in front of him, and finally urges
 him to run... and Secretariat has nothing.

IN THE STANDS, we PUSH IN ON PENNY, her dreams crumbling.

PENNY
 C'mon Red!

AQUEDUCT TRACK ANNOUNCER (V.O.)
 Sham moves up! Secretariat is
 fading!

ON THE TRACK, Secretariat labors, his breathing thin. Pincay gives one more look over his shoulder at Secretariat, then chirps to Sham...and Sham surges ahead.

AQUEDUCT TRACK ANNOUNCER (V.O.)
 It's Angle Light and Sham!

Penny, Jack and Lucien; Seth, Miss Ham and Ogden...all they can do is watch helplessly as Secretariat fades back.

AQUEDUCT TRACK ANNOUNCER (V.O.)
 Angle Light and Sham at the wire!
 Secretariat a stunning and distant
 third!

And the aura of magic and invincibility that moments before had surrounded both owner and horse has drained to disappointment, even anger. Phipps, Benjamin and Galbreath all turn and look toward Penny, before departing with...

OGDEN PHIPPS
 We'll talk later.

IN THE PRESS AREA: Beyer shrugs to Nack--

BEYER
 Just like his father after all.

EXT. BREEZEWAY LEADING TO THE PADDOCK - ENTRANCE - DAY

Pincay trots Sham - who looks perfect - toward the awaiting Pancho Martin. Spectators and reporters throng them.

PANCHO MARTIN
 Magnificent! Magnificent! Next
 time we bury him even worse!

Secretariat comes in on the other side, lathered, exhausted. Eddie reaches for him as Ronnie dismounts, and the fans within shouting distance don't hesitate to let Turcotte know how they feel...

FAN #1
 Nice ride Turcotte! You do that
 with all your million dollar
 horses?

FAN #2

You're a bum! You don't deserve
him!

Turcotte, covered with dirt and mud, ignores them all; Penny,
Lucien, Seth and Miss Ham arrive. Penny moves to the horse.

RONNIE

He just didn't fire. And he didn't
sound right.

LUCIEN

What the hell you mean, he didn't
sound right?!

RONNIE

In his other races he breathed like
a freight train--whoom, whoom!
This time he sounded...thin.

Penny pats Red on the neck, genuinely worried about him.

PENNY

Make sure he's okay, Eddie.
(to Lucien and Ronnie)
You two come with me.

INT. SECLUDED CORNER OF AQUEDUCT - A FEW MINUTES LATER

Penny unleashes on her trainer and jockey...

PENNY

Do you have any idea what this does
to us?

LUCIEN

Yes ma'am...

PENNY

...we just lost a race we could not
afford to lose, we finished third!
Third! In front of Mr. Phipps, Mr.
Benjamin, Mr. Galbreath. What am I
supposed to tell them?!

LUCIEN

Tell them the truth. Tell them the
horse had a bad day.

PENNY

We're blaming the horse now?
(to Ronnie)
(MORE)

PENNY (cont'd)
And what about you? How could you
hold him back that long?

RONNIE
I rode him the same way I always
do.

PENNY
Then how does he finish the way he
did? The only reason Sham didn't
beat us even worse is that his
jockey didn't believe what was
happening, he was waiting for you!

As if in tune with Penny's fury, thunder rumbles overhead.

PENNY
If we weren't leaving for Kentucky
tomorrow, I'd fire both of you
right now.

RONNIE
Do what you think's right, ma'am,
but there isn't a jockey out there
who knows this horse better than I
do.

LUCIEN
Ronnie had him in the right place.
This wasn't his fault.

PENNY
Well if it wasn't the horse or
Ronnie, whose fault was it? You
better find out what happened
today, and you better fix it.
Because if that's the best he can
do at this distance, we're all
finished!

As Lucien and Ronnie watch Penny go, it begins to rain. Jack
is waiting for her, at her car; he's been watching.

INT. CAR - LATE AFTERNOON

Penny opens the door and gets in. Jack's sitting behind the
wheel. Silence for a beat, until...

JACK TWEEDY
Few days at home, get some rest,
things'll be better.

PENNY

I can't. I have to go to Kentucky.
Tomorrow.

JACK TWEEDY

You said you were coming home for a
few days, and the Derby isn't for
another--

PENNY

I know when the race is, Jack. I
can't do it. Not after today.
I've got to find the problem with
the horse and fix it. Or I've lost
everything.

The rainfall on the windshield is the only sound.

PENNY

I don't mean everything, I mean...

JACK

Penny...I know you love the kids.
When you're at home you're a fine-
a great mother. And you can only
be as good a wife as I can be a
husband, and maybe I haven't given
you that much to come home to.

PENNY

Jack--

JACK

It is what it is. If we don't make
it, the failure is at least as much
mine as yours. But I just saw you
go off on your jockey and your
trainer. You've proven you know a
lot more about horses than I do,
but I have to ask you-- who are you
mad at, really? Because if it's
me, I need to tell you something.

Jack pauses, and Penny steels herself for a terrible
moment...

JACK

I want you to win. And win or
lose, you've taught our children
what a real woman is, and what it
is to believe in yourself. I could
never have taught them either of
those things. I may have lost you.

(MORE)

JACK (cont'd)
 But I'm proud of you...for
 becoming, once again, the woman I
 first fell in love with.

He gets out of her car and walks away, into the rain. Penny sits alone in the car.

EXT. AQUEDUCT RACE TRACK - STABLES - NIGHT

Rain falls outside the stable area.

INT. AQUEDUCT RACE TRACK - STABLES - NIGHT

Most of the lights have been turned off for the night, the horses sleeping. But light spills from one stall.

INT. AQUEDUCT RACE TRACK - STABLES - RED'S STALL - NIGHT

CLOSE on Lucien's hands as he runs them over Secretariat's ankles, knees...trying to find any clue as to whether he's hurt. Eddie and DOCTOR MANUEL GILMAN are doing the same on the other legs.

DOCTOR GILMAN
 Has he eaten anything?

LUCIEN
 Nothing. Horse has never missed a meal in his life.

DOCTOR GILMAN
 How much oats you usually give him?

LUCIEN
 Sixteen quarts. Twenty-five pounds of hay.

DOCTOR GILMAN
 A day? That's more than a couple of pregnant mares would put away.

They all stand. The vet tries to get Red to open his mouth.

DOCTOR GILMAN
 Come on, I'm not gonna hurt you.

EDDIE
 He's not the one gonna get hurt, Doc.

Secretariat rolls his head from side-to-side. Uncooperative.

DOCTOR GILMAN
Settle down. Lucien, you want to
give me a hand here?

LUCIEN
He'll be okay, just give him a
minute.

EDDIE
You afraid of him?

LUCIEN
Horse is smart enough, he's
probably been waiting two years for
me to get my hand near his mouth.

Red finally holds steady as the vet runs his fingers along
the inside of Red's mouth...until the horse flinches in pain.

INT. BAR - NIGHT

The lowest moment for Turcotte, who sits at a bar and takes a
sip of a beer. He's running the race through his mind over
and over again. Unable to figure it out.

INT. NEW YORK HOTEL - RESTAURANT - LATE NIGHT

The same applies for Penny. She's alone at the bar, a cup of
coffee and THREE SHEETS OF PAPER in front of her.

Exhausted and stressed, she looks at the first sheet:

The 1973 Kentucky Derby - Formal Entry - One and 1/4 miles

She pulls it aside to see the second, and the third...

The 1973 Preakness Stakes - Formal Entry - One and 3/16 miles

The 1973 Belmont Stakes - Formal Entry - One and 1/2 Miles

The BARTENDER is answering the phone behind the bar; he moves
up to Penny.

BARTENDER
Miz Chenery? A call for you...

Penny moves to take it, already anticipating who it is.

PENNY
(into phone)
This is Penny.

INTERCUT OGDEN PHIPPS, from his home office.

OGDEN PHIPPS
You know I speak for everybody.
One loss can happen. Two is non-
performance.

PENNY
I understand.

OGDEN PHIPPS
I'm sure you do.

Penny hangs up the phone, and hangs her head, at her lowest. She needs to reach out to someone; after a moment, she lifts the phone again and dials a number.

INT. COLLEGE TOWN - AN APARTMENT - NIGHT

A group of students, all aspiring to be Che Guevara, and dressed as counter-culture warriors, are preparing signs for an anti-war march, when someone shouts--

HIPPIE STUDENT (O.S.)
Kate! Your Mother's on the phone!

He says Mother as if it's a joke that anybody has one; Kate's friends laugh. Kate moves to the phone and answers.

KATE
Mom?

PENNY
Hi, Honey. I just... wanted to see
how you're doing.

KATE
Kinda busy right now, we're getting
ready for a march. ...You okay
with that?

PENNY
Kate, I-- Our politics can change
but the need to speak up for what
we believe, that doesn't. I'm
proud of you.

KATE
Hey, I gotta go, can we talk later?

PENNY
Sure, Honey.

77.

KATE
...You alright?

PENNY
Sure, Honey. We'll talk later.

Penny hangs up. And Kate does too, troubled by the tone in her mother's voice. Kate rummages through the apartment mess for a newspaper, and finds the Sports section and a racing headline: SECRETARIAT LOSES, with the sub-banner: A Not-So-Super Horse?

A Che wannabe moves up behind her, sees the horse racing article, and snickers.

CHE WANNABE
How bourgeois.

The look Kate gives him is not unlike Penny's stare.

KATE
Up yours, Pig!

BACK AT THE HOTEL BAR, Penny turns to see Lucien and Eddie.

EDDIE
Doc found a big abscess in Red's lip. Probably hurting him all the way around the track. Nobody else saw it cause Red won't soften his mouth up for anybody but you.

PENNY
Lucien...

LUCIEN
Forget it. We've got the Derby to get ready for.

CUT TO BLACK:

...and light spills in as the doors open on The Meadow Stables' HORSE TRAILER, revealing a large cluster of REPORTERS, DERBY OFFICIALS and SPECTATORS.

DERBY OFFICIAL (V.O.)
Ladies and gentlemen, from the Meadow Stables in Virginia...

EXT. CHURCHILL DOWNS, KENTUCKY - DAY

DERBY OFFICIAL (V.O.)
 ...please welcome to the 99th
 running of the Kentucky Derby,
 Secretariat!

Applause. Secretariat, wearing brilliant white ANKLE WRAPS,
 emerges from the horse trailer upon his arrival at...

CHURCHILL DOWNS, KENTUCKY

TWO WEEKS BEFORE DERBY DAY

...and we move up to take in the full sight of the big horse;
 his demeanor and look somewhat dull and depressed...the
 abscess obviously bothering him.

The amount of spectators and gawkers has now moved to a new,
 much larger level...

Eddie guides the horse down. Lucien, Penny, Seth, Ronnie and
 Miss Ham meet Red at the bottom of the ramp and they tolerate
 a flurry of obligatory photographs... But the horse doesn't
 raise his head to pose as he has so many times before. Nack,
 in the crowd, notices it. Penny rubs Red on the neck,
 quietly concerned. Eddie takes him away, and the foursome
 huddle for a moment...

LUCIEN

We'll take care of the horse, you
 take care of the reporters.

PENNY

What? Me--?

LUCIEN

I can't think straight with those
 guys all over me.

PENNY

But I'm not...

LUCIEN

You're as big a story as the horse.
 And if you want him fit you gotta
 keep those reporters away.

And Penny starts to feel sick.

The sound of hooves rises quickly, and...

EXT. CHURCHILL DOWNS - TRACK - TRAINING RUNS - DAY

...Sham thunders along, alone, with blazing speed.

NEWS ANNOUNCER (V.O.)

Another blistering workout for Sham today, while rumors continue to swirl about Secretariat's lackluster performance at The Wood Memorial...

The trackside watchers (Nack and Beyer among them) click their stopwatches and compare times, impressed.

BEYER

Sham's burning up the track and Secretariat's missing. So's his owner.

NACK

She'll be at the press conference. The only thing she hates worse than talking about herself is backing down.

INT. LADIES' ROOM - DAY

Penny, nearly hyperventilating, splashes cold water on her face, dries, and pinches her pale cheeks. She takes a deep breath and steps out, into--

INT. CHURCHILL DOWNS - BILLIONAIRE'S BALLROOM - DAY

The big room where billionaires will dine before the Derby is now arranged for a press conference, and she moves into the crowd; from PENNY'S POV, they all seem to be watching her. She takes her seat at a long table, near Pancho Martin.

DERBY ANNOUNCER

Mrs. Tweedy and Mr. Martin are both here, so let's open for questions!

REPORTER #1

How are you two feeling?

PANCHO MARTIN

Fantastic! You've all seen Sham's workouts, he's never looked better.

The reporters wait; Penny says nothing.

NACK

Penny, Sham is turning in awesome workouts. When will Lucien work Secretariat?

PENNY

Soon.

BEYER

Any concern Secretariat will run the same way he did in New York?

Penny stares at Beyer as if dismayed by his stupidity.

PENNY

Yes.

The reporters wait again; a few of them chuckle.

REPORTER #1

Pancho, some people think Secretariat looked a little off at the Wood Memorial race.

PANCHO MARTIN

"Looked a little off?" Racing is unforgiving, for trainers, horses or housewives.

He glances at Penny; everybody in the room knows he's baiting her, but he draws just a flicker of a glance in return.

PANCHO MARTIN

Let me tell you what you'll hear from the Secretariat people. Excuses. Excuses about The Wood. Excuses about their horse. More excuses than China's got rice...and China's got a lot of rice.

The reporters scribble; Pancho's bluster makes good copy.

PANCHO MARTIN

There's only one thing you'll hear from me. We beat Big Red at The Wood. We'll beat him again here.

REPORTER #2

Any comment, Mrs. Tweedy?

Penny shakes her head, feeling no need to respond.

BEYER

Penny, how much pressure are you feeling from your investors right now?

PENNY

It's like every other all-or-nothing, multi-million-dollar gamble we housewives make every day.

The reporters crack up, loving her; Penny glances at Pancho.

PANCHO MARTIN

Miz Tweedy didn't hear, so I'll make myself clear. Secretariat is going down. I guarantee it.

Everyone's looking at Penny. Waiting. They don't wait long.

PENNY

Pancho's starting to brag like a boxer. Maybe he plans to take up prize fighting after he finishes horse racing. ...But Sham's got as much chance of beating Secretariat as Pancho has of beating Muhammad Ali.

The reporters nearly levitate with excitement.

INT. CHURCHILL DOWNS - STABLE 21 - NIGHT

Eddie works a HOT, DAMP TOWEL under Secretariat's tender lip, as Lucien and Charlie watch...

LUCIEN

How's it look?

EDDIE

Same. Still hasn't eaten.

LUCIEN

I'm gonna have Ronnie take him out in the morning. See how he does.

EXT. CHURCHILL DOWNS - TRACK - DAY

Ronnie lets Red roll...but he's not rolling. And the sound of his breathing is noticeably thin.

He passes the same trackside watchers (Beyer and Nack among them) and the stopwatches click again.

KENTUCKY HORSEMAN (V.O.)
I've been training horses for
thirty years and I guarantee you...

EXT. CHURCHILL DOWNS - DAY

A montage of "INSIDERS" giving their opinion to reporters...

KENTUCKY HORSEMAN
...there's something wrong with
that horse. Something serious.

INSIDER #1
He's walking wide in front. You
ask me, that's a sign of bad knees.

INSIDER #2
Bone chips in his knees, no
question about it.

INSIDER #3
Ankles. Has to be. I've talked to
a half dozen trainers and they say
the same thing.

EXT. CHURCHILL DOWNS - TRACK - DAY

Pancho poses with Sham. PHOTOGRAPHERS snap away...

NEWS ANNOUNCER (V.O.)
And while Pancho Martin is brimming
with confidence, the pressure
continues to build on the
Secretariat camp. The latest to
express doubts? Vegas oddsmaker
Jimmy "The Greek" Snyder.

INT. CHURCHILL DOWNS, KENTUCKY - BAR - DAY

JIMMY "THE GREEK" holds court at a local bar...

JIMMY "THE GREEK" SNYDER
I just don't like Secretariat's
chances. I said before The Wood he
had no right to be favored over
Sham. Now I'm hearing the horse
might be lame.
(MORE)

JIMMY "THE GREEK" SNYDER (cont'd)
 I'll bet if you looked in that
 stall right now you'd see ice packs
 on his knees.

EXT. CHURCHILL DOWNS - BACKSTRETCH RAIL - DAY

Even more reporters follow Penny now; she's a great story.
 She'll never enjoy interviews, but she's acclimating.

REPORTERS
 (trying to get the next
 question in...)
 Penny! Penny!

DERBY REPORTER #1
 So where's the name Penny come
 from?

PENNY
 Well, it's actually Helen, but that
 was my mother's name, so we needed
 something different. I guess that
 kind of nickname was popular then:
 Penny, Buffy, Gigi--they ought'a
 shoot us all.

Big laughs; the reporters are falling in love with her.

EXT. CHURCHILL DOWNS, KENTUCKY - NIGHT

The twin spires are silhouetted against the moonlight. All
 is suddenly quiet.

EXT. CHURCHILL DOWNS - BACKSTRETCH RAIL - NIGHT

Lucien nurses a cup of coffee as he leans on the rail,
 staring at the ground in front of him. Worried.

INT. CHURCHILL DOWNS - STABLE 21 - NIGHT

Penny walks up to Red's stall. Eddie's asleep on a cot just
 outside the door. Red comes over to see her. She rubs his
 neck and pulls a PIECE OF CARROT from her pocket. He sniffs,
 but doesn't take it. Penny exhales, concerned.

PENNY
 I don't know what it says about
 either of us, but I'd rather talk
 to you right now than to anybody
 else. So here's the deal.

(MORE)

PENNY (cont'd)
 I've never asked you to run this far. But you're the fastest and the smartest horse in this race. Don't look away from me, you know what I'm talking about.

Which is exactly what he was doing, till he stops and looks at her again.

PENNY
 There's no second chance here, and it's time to step up, you hear me?

He's staring right at her. No kidding.

PENNY
 All right, then. See you in the morning.

EXT. CHURCHILL DOWNS, KENTUCKY - DAWN

Brilliant sunrise. Another day to hope...

INT. CHURCHILL DOWNS - STABLE 21 - DAY

Eddie walks toward Red's stall, optimistically carrying a PAIL OF FEED. Eddie slides open the door and walks in. Red's standing up as he puts the pail down and pats the big horse...

EDDIE
 Morning Red. How we feeling today?

...then wanders over to the feed bin. And that's when Eddie notices that the feed bin is now completely empty.

He turns and sees Red's nose is buried deep in the pail.

EDDIE
 Watch out, Kentucky! Big Red has arrived!

RISING IN THE BACKGROUND: the strains of "MY OLD KENTUCKY HOME," accompanied by the more than a hundred thousand fans.

EXT. CHURCHILL DOWNS - DAY

CLOSE on Secretariat's checkerboard blinkers as he stops at the end of the breezeway, the last moment before he emerges into Derby Day pandemonium. The horse looks out over the track, the crowd, as if surveying the situation.

Eddie holds him by the shank lead. Charlie sits on a SILVER PONY that will accompany them onto the track.

RONNIE

Let him sit for a minute, Eddie.
He likes to take it all in.

Ronnie rubs the big horse's neck as Secretariat looks one way and then the other, adjusting to the setting.

The sound is palpable as Turcotte and Charlie exchange a quick, nervous glance. Red gives a toss of his head. And Ronnie nods toward Eddie...

EDDIE

Safe trip, boys.

...he unclips the lead, sending them out onto...

EXT. CHURCHILL DOWNS - DAY

The biggest stage they've yet seen. Everything is big today: big HATS, big MINT JULEPS. Crowds packed in the stands and in the infield.

TITLE: THE 1973 KENTUCKY DERBY

IN THE STANDS, nervously waiting...

Penny, Lucien, Miss Ham, Seth and Ogden Phipps. John W. Galbreath and E.V. Benjamin stand right behind him. Ogden leans forward to tell Penny...

OGDEN PHIPPS

Big day, Mrs. Tweedy.

IN A NEARBY BOX: Pancho Martin stands (with a HALF DOZEN or so of his COLLEAGUES), awaiting the race as well.

IN THE PRESS BOX:

Nack and Beyer, scribbling notes, trying to maintain the outer calm that fails most reporters on this day.

EXT. CHURCHILL DOWNS - TRACK - DAY

The GATE HANDLERS reach out for Red as he draws near...

...but a horse already in the gate, TWICE A PRINCE, rears up and causes a commotion. Instead of allowing Secretariat to be drawn into the gate, Turcotte turns him away (back toward Charlie); waiting for the other horses to settle down.

A couple of seconds later, Turcotte turns Red back toward the gate and tells the GATE HANDLER--

RONNIE
Take it easy with him. Little
anxious today.

GATE HANDLER
You got it, Ronnie.

And the starter, amidst the chaos, reaches for the extension to the bit and soothes the big horse. Bam!--the gates slam behind him, causing Red to toss his head slightly...just as he did before The Wood.

RONNIE
Settle down...

The announcer, CHIC ANDERSON (pronounced "Chick")...

CHIC ANDERSON (V.O.)
They're at the post. Secretariat
throws his head just a bit.

...as Ronnie reaches down and takes a handful of mane (still holding the rein) to steady himself at the furious start.

The spectators anticipate...

RIIIIIINNNNNGGGGG!

...and the gates fly open. Fifteen horses surge onto the track; the roar from the spectators lusty and immediate. Overwhelming.

CHIC ANDERSON (V.O.)
And they're off in the 99th running
of the Kentucky Derby! Shecky
Greene, as expected, sprinting to
the front of the pack. Royal and
Regal just behind, Gold Bag quickly
moving into third.

Secretariat, as he's done in all of his races, drops to the rear of the field.

CHIC ANDERSON (V.O.)
Sham and a dozen others moving into
striking position. Secretariat is
at the back of the pack.

Penny and Lucien watch, dreading a repeat performance of the Wood.

Turcotte rides the big horse as calmly as ever, studying the dirt-clod-tossing brigade ahead of him...

...seeing nothing but trouble on the rail, seeing zero openings in front of him...

He lumbers along...

CHIC ANDERSON (V.O.)
Fast first quarter in 23 and two...

Turcotte eases Secretariat to the outside, still in last.

Sham, with Pincay onboard, slices into third place with a brilliant surge.

CHIC ANDERSON (V.O.)
Sham moving up into third, Gold Bag
just in front of him as they clear
the half mile...

Red starts moving up..and it looks, even though it's early in the race, that he's running better; he's now in ninth place.

PENNY
(to herself)
Come on Red...

Nack and Beyer raise their binoculars to watch...

...as Pincay moves Sham into second place.

CHIC ANDERSON (V.O.)
On the outside now is Sham, running
easy as he moves into second, the
three quarter time a speedy 1:11
and four...

PANCHO MARTIN
That's my boy.

...and as they sail into the far turn... the horses leaning toward the rail...

Turcotte notices something: Red's breathing sounds like a FREIGHT TRAIN--deep, resonant. Whoosh. Whoosh.

CHIC ANDERSON (V.O.)
Secretariat still well back of the
leaders.

Penny rises on her tip-toes in hopes of seeing better. The sound of the crowd escalates...

CHIC ANDERSON (V.O.)
Sham has taken the lead!

LUCIEN
Gotta move him, Ronnie. Gotta move
him now!

But Secretariat lags far back of the leaders. Pancho nods,
sure of victory. Penny and Lucien are dying.

LUCIEN
I'm getting out of here.

He starts to go, unable to watch; Penny grabs his arm.

PENNY
You're gonna stay here and take
this with me.

Penny can barely watch, but she has to...

ON THE TRACK, Turcotte chirps to Secretariat, and the
whooshing sound gets even deeper and more powerful.

RONNIE
Come on, boy. Go!

Turcotte moves Red into fourth place, into third (on the
outside). But he still trails SHAM, LEADING THE FIELD and
running beautifully as they head into the stretch.

CHIC ANDERSON (V.O.)
Final quarter mile!

Laffit Pincay, in perfect position, chirps to Sham...

LAFFIT PINCAY
Go! Go!

And for a brief second, Pincay is sure he is riding the Derby
winner. Until...he glances to the ground on his right...

...and sees a shadow approaching. Then he hears breathing:
Whoom! Whoom! Pincay glances over his shoulder...

...and the big horse is right there. For a hundred yards
they run right next to each other...

CHIC ANDERSON (V.O.)
It's Sham and Secretariat! Neck
and neck!

Churchill Downs shakes with the realization that each fan is seeing exactly what they came to see: the two greatest thoroughbreds in racing, locked in a dead-heat.

PENNY

Come on, Red...Come on, Red... COME ON!

Secretariat now pulls away from Sham. One length. Two.

The spectators go crazy as Red sprints down the stretch, opening an even greater lead. Even Nack and Beyer fall victim to the sight...

NACK

C'mon!

...Secretariat CROSSES THE FINISH LINE. And there is a celebration like none other in the stands and the infield. Penny reaches out for Lucien, Miss Ham, Seth...

Phipps looks at Penny and gives her a smile. It's a joyous moment for all. And then, the icing...

DERBY P-A ANNOUNCER (V.O.)

Ladies and gentlemen, Secretariat with an unofficial time of one minute, 59 and two-fifths seconds! A new Kentucky Derby record!

EXT. CHURCHILL DOWNS - WINNER'S CIRCLE - A FEW MINUTES LATER

CLOSE on the ceremonial BLANKET OF ROSES being draped on the dirt-covered horse. Penny cradles the TROPHY...Secretariat standing tall just behind her shoulder; a terrific-looking pair. The team surrounds them.

The buzz of the crowd still provides an electric backdrop. The CBS ANCHOR OF THE BROADCAST interviews Penny (which Churchill Downs can hear as well)...

CBS ANCHOR

Penny, it's been twenty five years since horse-racing's had a Triple Crown winner. Is this the horse that finally breaks that streak?

PENNY

We still have a lot of work to do. But at least we've given ourselves a chance.

And it's in that moment that Secretariat turns his mud and dirt-covered head and brushes up against Penny, who was decked out in spring colors a second ago...

...and she doesn't mind a bit, rubbing his neck.

CBS ANCHOR
 Congratulations, Penny. The
 fastest Derby ever. Here's hoping
 we see the same thing two weeks
 from now at the Preakness!

A roar from the crowd as Penny, smiling from ear-to-ear, rubs her hand over Red's dirt-covered nose.

SMASH INTO:

EXT. PIMLICO - TRACK - DAY

The race is already underway. A HALF-DOZEN HORSES thunder their way toward the CAMERA as they head down the stretch toward the first turn...

TITLE: THE 1973 PREAKNESS STAKES

CHIC ANDERSON (V.O.)
 Ecole Etage in first, Torsion now
 second, followed closely by Sham.
 Secretariat is last once again as
 they head toward the first turn.

The smile is gone as Penny is forced once again to endure watching Red run along in last place. She's surrounded by the same group that attended the Derby.

Turcotte guides Secretariat into familiar position: slightly outside of the pack, content to wait...

CHIC ANDERSON (V.O.)
 Sham now making a steady bid as he
 moves into second.

Pincay eases closer to Ecole Etage, Sham running with his typical combination of grace and power.

Turcotte moves Red closer to OUR NATIVE.

CHIC ANDERSON (V.O.)
 A sluggish pace as the field now
 heads through the first turn.

IN THE STANDS, Penny and the group watch...

...as the horses roll along. But Ronnie sees that he has a risky opportunity--a narrow gap between horses.

LUCIEN
Careful...

The horses lean into the turn, and that's when Ronnie calls on Red to...

RONNIE
Okay, Red...go!

CUT TO:

INT. PIMLICO - STABLES - NIGHT (HOURS AFTER THE RACE)

And we see the big horse, on his side, snoring in his stall. All is fairly dark as we move along the slumbering mass, and arrive upon...

...Penny, Lucien and Ronnie sitting at a table (illuminated by a dim light up above), each with a STYROFOAM CUP OF COFFEE.

PENNY
...so that's when it happened.

RONNIE
That's when it happened, yes ma'am. Every one of those horses was holding back, I mean really holding back, afraid to take the lead. All packed in, right on the rail.

EXT. PIMLICO - TRACK - DAY

...and the next ten seconds are jaw-dropping. Big Red moves to the outside...

CHIC ANDERSON (V.O.)
Here comes Secretariat! Moving fast, swinging to the outside. He's going for the lead!

...and Red passes every horse in the field in a matter of seconds. Blowing right past Sham.

RONNIE (V.O.)
All my years of riding, I've never moved past that many horses that fast. Dead last to first in 200 yards.

INT. PIMLICO - STABLES - NIGHT (HOURS AFTER THE RACE)

LUCIEN
 ...with more than half the race
 left, don't forget.

EXT. PIMLICO - TRACK - DAY

Secretariat pounds along the backstretch, thundering ahead of the field. Two lengths ahead of Sham.

RONNIE (V.O.)
 Any other race we'd have been home
 free, but I knew Sham was still
 back there. I wasn't worried about
 anyone else.

The two horses storm ahead, Secretariat still holding a steady lead over his powerful rival.

INT. PIMLICO - STABLES - NIGHT (HOURS AFTER THE RACE)

PENNY
 What was Red telling you?

RONNIE
 Just let me run, boss, don't worry.

EXT. PIMLICO - TRACK - DAY

Red drags Sham into the final turn, another classic duel between these magnificent beasts.

RONNIE (V.O.)
 The one thing you can never give a
 horse is a killer instinct.
 They've either got it or they
 don't. And with Red, I've never
 once had to use the whip.

FROM THE STANDS: Penny watches as Red heads for home.

INT. PIMLICO - STABLES - NIGHT (HOURS AFTER THE RACE)

RONNIE
 So we're in the stretch and that's
 when I hear it...

EXT. PIMLICO - TRACK - DAY

Pincay lashing his whip...

RONNIE (V.O.)
...Pincay going to the whip, trying
to get one last burst out of Sham.

...and Sham is moving. But Red pins his ears back and surges...

RONNIE (V.O.)
But Red? He just starts moving on
his own. Two lengths ahead, then
three. Everything in control, not
a worry in the world.

...and the crowd roars as Secretariat cruises toward the finish line. Winning.

INT. PIMLICO - STABLES - NIGHT (HOURS AFTER THE RACE)

PENNY
What about you? You ever turn your
head back to see? Just even a
little?

RONNIE
No. Never look back.

A hint of a smile from Penny.

PENNY
So one more win. How do we get it?

LUCIEN
Well, ma'am, that'll require one
more decision from you.

RONNIE
(to Lucien, in French)
*You sure you want to talk about
this now?*

LUCIEN (IN FRENCH)
*When else should we talk about it?
The race is in three weeks.*

RONNIE (IN FRENCH)
*Let her celebrate. There's no
hurry to...*

PENNY (IN ENGLISH)

I know the race is in three weeks.
But we need to make a decision now.

Lucien glances at Ronnie, then asks Penny...

LUCIEN

So all this time you understood...?

PENNY

Oui.

...they all smile. Lucien has grown to really like her.

LUCIEN

So in the last twenty five years,
seven horses have won the Derby and
the Preakness, but nobody's won the
Triple Crown. That's because of
the Belmont. Mile and a half, the
longest race these horses will ever
run. Red won the Derby and the
Preakness in record time, coming
from behind in both. You gotta
figure he knows he'll burn out if
he goes too fast and too early.

PENNY

So what do we do?

LUCIEN

Conventional wisdom is to rest him.
Let him recover from the last two
and store up energy for the
Belmont.

PENNY

I never believed conventional
wisdom is any such thing.

LUCIEN

Then I say we work him. Run him
hard. Harder and faster than ever.

Penny knows this decision could cost everything. Or win it

LUCIEN

Miz Chenery, in all my years of
training horses, I've never seen
one with his kind of appetite for
running. It's like he can't get
enough. I work him one day, he
runs faster the next.

(MORE)

LUCIEN (cont'd)

I know how much you need him to win this race, and there's a chance we could be draining every drop of gas out of his tank. But I don't think so.

PENNY

Alright. Let's find out what he's got.

INT. BELMONT PARK - CLUB ROOM - DAY

REPORTERS are shoulder-to-shoulder, Nack and Beyer among them. Penny and Pancho Martin sit at a long table up front (Lucien, Ronnie and Laffit Pincay are there as well.

TITLE: BELMONT PARK, NEW YORK

DERBY REPORTER #1

Mister Martin! Secretariat's beaten your horse twice now. What makes this race different?

PANCHO MARTIN

Any good horseman will tell you, Secretariat is built for speed and Sham is built for distance. Mrs. Tweedy thinks her horse has somehow magically inherited both. This will be the race that proves her intuition only goes so far.

Penny doesn't take the bait. Yet.

DERBY REPORTER #2

Penny, what about all the attention Secretariat's receiving? Covers of Newsweek, Time magazine...

PENNY

Well, we--

PANCHO MARTIN

--Let me tell you something!

He holds up the latest copies of TIME, NEWSWEEK, SPORTS ILLUSTRATED, all with Secretariat on the cover.

PANCHO MARTIN

All this talk about "Super Horse?" Sham broke the Derby record too! He ran the second fastest Derby and the second fastest Preakness ever.

(MORE)

PANCHO MARTIN (cont'd)
 Ever! We were right there with the
 red horse every step of the way!

Nack glances at Beyer, both of whom know it's true.

PANCHO MARTIN
 Now we run the longest of the
 Triple Crown Races. And when we're
 done you'll be calling Sham the
 "Super Horse!"

NACK
 Any comment, Penny?

PENNY
 I'd have to say I agree with Mr.
 Martin completely. His horse did
 run the second fastest ever.

The reporters laugh. Lucien and Ronnie stifle a grin.
 Pancho Martin simmers as the flashbulbs pop.

EXT. BELMONT PARK - TRACK - MORNING

Secretariat (Ronnie onboard) runs a training workout, flying
 through the morning chill...

...the TRACK REPORTERS' stopwatches click in unison, right
 through to Lucien, Penny and Seth; who hold stopwatches too.

LUCIEN
 Three quarters in 1:12.

PENNY
 Looks good.

SETH HANCOCK
 You sure you want to send him a
 mile next time out?

Lucien and Penny give him a look. Stick with the plan buddy.

SETH HANCOCK
 Just asking.

EXT. BELMONT PARK - TRACK - MORNING

A few days later. Red thunders past the stopwatches again.
 Click, click, click.

PENNY
 Are we working him too fast?

Lucien doesn't reply, jotting the time down in his note pad.

EXT. BELMONT PARK - TRACK - MORNING

The big horse's breath is visible against the cold air as he strides along. Powerful. Awesome.

The stopwatches click again...

EXT. BELMONT PARK - DAY

...into the clicking of CAMERAS at a PHOTO OPPORTUNITY. Penny stands off Red's shoulder as PHOTOGRAPHERS call out for both of them...

...and she is smiling graciously, the perfect complement to the dynamic, powerful, and yes, posing animal next to her. Eddie holds the lead.

EXT. BELMONT PARK - BURGER BARN AREA - NIGHT

ESTABLISHING of the festival area that's set up every July near the front entrance to the track.

Penny's on a pay phone, talking brightly, cheerfully.

PENNY
(into phone)
Okay, Sweetheart! I love you!

She hangs up. She sits down on a bench. Miss Ham walks up with a couple of cups of coffee and joins her.

MISS HAM
How you holding up?

When Penny doesn't answer, Miss Ham lifts Penny's sunglasses and sees her eyes rimmed with tears.

PENNY
Chris has a baseball game today; he pitches, and when he's wild he gets down on himself, and then nobody knows how to talk to him but me. John's making airplane models the other kids ignore. The girls are... teenaged girls. And I'm not there with them.

MISS HAM

Your Daddy worried about exactly the same thing. Did you ever doubt he loved you?

PENNY

Not for a second.

Miss Ham nods: There you go.

INT. NEW YORK BREAKFAST DINER - DAY

Nack and Beyer are finishing breakfast and pouring over the RACING FORMS spread out on their table.

NACK

You ever seen a horse run training times like this before?

BEYER

Maybe Penny and Lucien are geniuses, and Big Red won't run out of gas like his father did. But Pancho Martin's right, his horse ran a faster Derby and a faster Preakness than any horse in history except Secretariat, and Sham has perfect genes for a mile and a half. He's built for the Belmont. And he's rested. It's gonna be 95 degrees out there, and Sham's a California horse, used to heat. Pancho's smart. He'll push the pace, try to get the big horse to fight for the lead too soon. If he does, he could unravel like he did at the Wood.

NACK

You think Secretariat could lose?

BEYER

I know he could lose the race. I just hope they don't lose the horse.

EXT. BELMONT PARK - CLUBHOUSE - NIGHT

The lights from the Belmont structure glow in the night sky.

INT. BALLROOM - NIGHT

The annual Belmont Ball. WAITERS and WAITRESSES make their way through the crowded room as a SINGER croons on stage.

Penny is standing alone, taking it all in, just as Secretariat does before a big race. Ogden Phipps sees her and moves up.

PENNY

Mr. Phipps.

PHIPPS

Penny. You must find this quite exciting.

PENNY

I do. I hope you do too.

PHIPPS

Yes. But I've been here before. In the last thirty years, seven horses have won the first two legs of the Triple Crown, and failed on the third. I try not to forget that. ...Good luck tomorrow.

He leaves her haunted, sobered. Penny turns...and finds Kate! She's beautiful, in an elegant gown, stepping into the world for the first time as a woman.

PENNY

Kate!

They embrace, Kate beaming, elegant.

KATE

Sorry I'm late.

PENNY

You're right on time. And you look so beautiful. All grown up.

KATE

You look beautiful too, Mom. All grown up.

And suddenly everything between them is different, changed forever. Kate takes her mom into another embrace.

KATE

I am so, so proud of you.

And she breaks away to let Penny see the rest of her family--the three other children, and Jack--all dressed for the ball. The children run up and embrace Penny in a family hug. Jack holds back, watching respectfully, even reverently.

Then the children sense their parents need a moment alone, and Sarah ushers them off toward the refreshments. Jack steps up to Penny.

JACK

They're growing up. All of them.

PENNY

Yes. Kate's stunning in that gown.

JACK

I wish I'd bought her a gown sooner. And I wish I'd bought yours. But I couldn't have done as well for you as you've done for yourself.

(beat)

Good luck tomorrow, Penny. We're proud of you. All of us are.

Jack starts away.

PENNY

Jack! ...Thanks for bringing them. Thanks for coming yourself.

He smiles softly and moves away, leaving Penny in a bittersweet silence. She turns...to find Lucien. Dressed up. Handsome.

LUCIEN

Mrs. Tweedy.

PENNY

Mister Laurin. You're looking very handsome tonight.

LUCIEN

I left my hat at home, just for you.

He reaches into his pocket...

LUCIEN

But I brought something else. A mutual friend of ours gave it to me.

...and he hands her the coin that Bull used at the Arlington Club.

LUCIEN
I especially like the "heads" side.

She takes it, then waits a beat before...

PENNY
You're the best I could've hired
for him, Lucien.

LUCIEN
And you're the best owner I ever
saw.

PENNY
Ah. *Lucien dit c'vrais.*

Lucien grins; Penny smiles. Then we PUSH IN ON HER as she takes a deep, slow breath to fight the tension...

EXT. BELMONT PARK - MIDNIGHT

The lights are on but the cavernous stands are completely empty, and a few workmen groom the racing surface, making it perfect for tomorrow's race. Penny stands silently at the rail, gazing out over the endless track; she looks more alone than ever.

EXT. BELMONT PARK - STABLES - NIGHT

Penny moves up to Red's stall; Eddie stands from his cot, and leaves her alone with her horse. He's lazily munching food, not looking at her now; she knows she's talking to herself.

PENNY
I've been walking around here
wondering if it really matters what
happens tomorrow. But I've
realized something I need to say.
I've already won. I've made it
here. I didn't quit.

Secretariat lifts his head, and moves to her. She looks at him, hoping with all her heart that he somehow understands.

PENNY
I've already run my race. Now you
run yours.

EXT. BELMONT PARK - DAWN

A light coating of dew and fog covers the infield of the empty race track. It looks utterly endless. TITLE:

THE BELMONT STAKES JUNE 9, 1973

The voice of a RADIO ANNOUNCER...

BELMONT RADIO ANNOUNCER (V.O.)

A record crowd is expected today as Secretariat makes his bid for horse racing immortality. The race is scheduled for 5:38 this afternoon, forecasters predicting temperatures in the mid-90's.

EXT. BELMONT PARK - PARKING AREA NEAR STABLES - SAME

Bill Nack sleeps in his car, the window rolled down. The nickering of a horse awakens him.

INT. BELMONT PARK - STABLES - MORNING

Eddie and Charlie lead Red to the walkway, as Lucien watches

LUCIEN

Careful with him. Just let him walk off his nerves.

Nack scurries in and stands near Lucien...

NACK

Horse is fired up.

LUCIEN

He knows what's happening, that's for sure.

DOWN THE WALKWAY: A YOUNG STABLE GIRL accidentally drops a METAL BUCKET...

...and the clanging sound echoes through the walkway. Red rears, pawing his hooves at the sky. Frightening. Awesome.

LUCIEN

Keep hold of him! Hold him!

Eddie and Charlie try to hold him, but the horse is wound up...rising to the sky once again. Majestic.

LUCIEN
 Alright, put him back in! Before
 he hurts himself.

CHARLIE DAVIS
 Hurts himself? Horse is gonna hurt
 me.

Nack is scribbling notes faster than ever. Shaking his head.

NACK
 Ohhh boy.

INT. BEDROOM - DAY

Penny is looking in the mirror, putting the finishing touches on her wardrobe for the day. But there is one last touch that she has waited months to wear... She reaches for the LUCKY PIN her father gave her. And puts it on.

The sound of a massive crowd begins to rise...

EXT. BELMONT PARK - DAY

...as the spectators move through the turnstiles. Setting up shop along the rail. Staking out their spots.

There are SIGNS everywhere: "*Good Luck Secretariat*" in blue and white, "*Go Red!*" in red, white and blue. "*Secretariat! Triple Crown!*"

INT. BELMONT PARK - JOCKEYS ROOM - DAY

TITLE: 4:47 PM

Pancho Martin gives Pincay his final instructions...

PANCHO MARTIN
 Go hard for the lead, draw him up
 with you. If he does? He's ours.

INT. BELMONT PARK - JOCKEYS ROOM - DAY

CLOSE on a pair of hands...holding the most garish HAT yet. WIDER to reveal Lucien, sitting with Ronnie in a separate section of the room.

LUCIEN
 Don't send him to the front, but
 don't choke him either.

(MORE)

LUCIEN (cont'd)
 Just remember, we've got a mile and
 a half we've got to cover.
 Don't... you know, don't...

TURCOTTE
 Let him burst his heart?

LUCIEN
 I'm sorry, I just... *Bonne chance.*

RONNIE
Bonne chance.

INT. BELMONT PARK - STABLES - DAY

Eddie pulls the familiar blue and white checkerboard blinkers tight on Secretariat's head. The horse's nostrils flare, he's ready to rumble. His breathing is already audible.

Eddie's securing the massive saddle girth.

EDDIE
 Lotta track today, Red. Lotta track.

EXT. BELMONT PARK - STANDS - DAY

Penny's standing up, already nervous. She holds a PAIR OF BINOCULARS, craning her neck toward the area where the thoroughbreds will enter...

...then notices a gentleman is now standing next to her, looking at a RACING FORM. Hollis. Penny smiles.

PENNY
 Wasn't sure you'd make it.

HOLLIS
 Yeah, well, got a tip on a horse.

They share a smile.

EXT. BELMONT PARK - PADDOCK - MOMENTS LATER

Fans everywhere. Pancho is out walking Sham, striking as always. A murmur rises as SECRETARIAT comes into view...

The sunlight spills onto his copper skin, and he's magnificent. Secretariat stops and looks at Sham and the other horses as if they aren't worthy of him; Nack sees this.

SECURITY GUARDS and COPS hold the FANS back as Eddie guides Secretariat around. A GIRL 6 years old holds an INSTAMATIC CAMERA to her eye to take a picture of Red as he walks by...

...and he turns toward her as she clicks the photo. She pulls the camera down...and takes a step backwards toward her father.

...the bugle call to post sounds...

...and Red hears it: shaking his head as if he can't wait to get out to the track; his eyes sharp, his muscles taut.

BEYER

Got two bucks I can borrow?

Ronnie moves alongside Red (Lucien is there as well) and he gets a leg-up into the saddle. He pats Red on the neck.

Pincay gets the same boost from Pancho Martin, and the two jockeys exchange a quick look.

EXT. BELMONT PARK - TRACK - MOMENTS LATER

Secretariat emerges onto the track and there is a thunderous roar from the hundred-thousand fans on hand. He high steps out, a portrait of equine royalty.

EXT. BELMONT PARK - STANDS - DAY

Anticipation is running white hot. Nervous applause from the key spectators: Penny and her entire family. Miss Ham. Hollis. Seth. Ogden Phipps...

...E.V. Benjamin, John Galbreath, and a couple other SYNDICATE MEMBERS. Everyone's here on this day.

OGDEN PHIPPS

(leaning over)

Very big day, Mrs. Tweedy.

EXT. BELMONT PARK - STARTING GATE - DAY

Secretariat is loaded in first (in the rail slot), the next pair of horses going in next to him as the roar from the crowd grows.

BELMONT TV ANNOUNCER (V.O.)
Only six horses in the field today,
many of the owners conceding that
this is, in effect, a match race
between Secretariat and Sham.

The gate handlers yell out their instructions...

GATE HANDLERS
Wait, wait, wait! Hold on now!
Okay!

IN THE STANDS: Penny squeezes a rolled-up PROGRAM tight.
Waiting, worried. Lucien is now in the stands, beside her.

IN THE STARTING GATE: Ronnie grabs a tuft of mane (in SLOW
MOTION, upping the tension). Pincay looks over...

PINCAY
You gonna eat a lot of dirt today.

TURCOTTE
Don't think so.

BELMONT TV ANNOUNCER (V.O.)
The field is at the post...Chic
Anderson with the call.

EXT. BELMONT PARK - PRESS BOX - DAY

Nack and Beyer stand as well, ready to witness history. No
one is seated anywhere, the crowd electric.

EXT. BELMONT PARK - STARTING GATE - DAY

CHIC ANDERSON (V.O.)
The horses now loaded in...

SECRETARIAT'S NOSTRILS emit an audible whoosh...

SHAM'S LEGS shudder with pent-up energy...

The starting bell shrieks, the gates burst open, the horses
surge out...

ON THE TRACK, Secretariat surges RIGHT INTO THE LEAD!

IN THE STANDS, ON PENNY: she's surprised, concerned...

PENNY
(to Lucien)
Why's he going to the lead?!

Sham sprints hard, nudging ahead on the outside, all six horses within a length of each other on the first stretch...

...with Secretariat close on the rail, fighting to regain the lead. Pancho smiles, seeing his strategy play out perfectly.

BELMONT P-A ANNOUNCER (V.O.)
First quarter, 23 and three. 23 and three.

NACK
They're blazing!

Pincay moves Sham out to the lead and he begins to pull further in front of the other horses...

CHIC ANDERSON (V.O.)
Sham moving to the lead, easing his way to the inside of the track!

But Secretariat picks up the pace as well.

CHIC ANDERSON (V.O.) (CONT'D)
But Secretariat picks up speed, denying Sham the rail!

The two frontrunners are within a neck of each other, Sham still holding a slender lead, two magnificent horses rolling.

BELMONT P-A ANNOUNCER (V.O.)
Half mile, 46 and one. 46 and one.

INTERCUT WITH THE STANDS AND THE PRESS BOX: Beyer watches through his binoculars.

BEYER
Too quick, way too quick!

LUCIEN
Slow him down, Ronnie!

RONNIE
Easy, Red.

But Secretariat is running silky smooth as he and Sham begin to pull away from the field. Penny watches, while Pancho Martin gets a nod and a smile from the COLLEAGUE next to him. It's already a two horse race.

CHIC ANDERSON (V.O.)
Sham and Secretariat now moving ahead of the field...

CAMERA SLOWLY RISES as: the twin thunder of Secretariat and Sham's hooves beat in pure rhythm as they lean toward the backstretch.

Turcotte and Pincay keep pushing, scrubbing their reins in perfect synchronization, close enough that they could touch the other. Pincay looks out of the corner of his eye...

...and he moves Sham ahead with a chirp. Ronnie does the same and Secretariat draws even...

NACK

Big Red can't take this pace.

But the two jockeys are in their own world: unaware of pace, or time, or the crowd. Only the opponent next to them.

BELMONT P-A ANNOUNCER (V.O.)

Three quarters, one oh nine and four. One oh nine and four.

IN THE STANDS: Penny hasn't blinked yet. Watching...hoping.

ON THE TRACK: Secretariat's stride is solid. Ronnie glances at Sham, hearing the black horse's breathing...rapid and slightly high-pitched.

He turns and listens to Red. And he hears a sweet, deep whooshing sound. Ronnie chirps...

RONNIE

Come on, Red!

And it's in that moment that Ronnie and Secretariat move into the lead...

...drawing a deafening roar from a hundred thousand delirious racing fans.

CHIC ANDERSON (V.O.)

Secretariat moving to the lead!

Miss Ham knows it's too soon. She cups her hands over her mouth as Lucien - furious - yells...

LUCIEN

NO!

PANCHO MARTIN

YES!

CLOSE ON: Big Red's hooves crushing into the soil, his wide shoulders rippling as they push like pistons. Turcotte doesn't hold back...

BELMONT P-A ANNOUNCER (V.O.)
One mile. One minute 34 and one.

CHIC ANDERSON (V.O.)
The fastest backstretch duel in the
history of horseracing!...

BEYER
It's too fast, he won't make it!

...and the other reporters, yelling almost in unison...

REPORTERS
Slow down! SLOW DOWN!

Everyone is yelling it, sure Big Red can't keep it up. ON
THE TRACK, Secretariat and Sham fight to get their noses in
front, a duel in which both would rather die than lose.

ALL GOES TO SILENCE...

And from the POV OF THE HOMESTRETCH, we watch the final turn,
WAITING FOR THE HORSES TO APPEAR. The horse that comes
around that turn in the lead is the horse likely to win...

We wait...we wait...We WAIT...

As we wait we flash to Penny, watching breathlessly... and
the crowd around her, movements slowed so much that time
seems frozen, all hanging in agony to see which horse will
break and which prevail...

PENNY WATCHES, suspended in heartbreaking wonder...

Then SECRETARIAT--majestic, rippling, fluid, both beautiful
and ferocious--appears around the turn and flies onto the
backstretch, Turcotte on his saddle, steady as a rock.

And they are all alone. They pound onto the homestretch,
hooves flashing, dirt flying; and the other horses are so far
behind they haven't yet appeared.

Joy, and the amazement of knowing they are witnessing
something never seen before and never to be seen again, rises
in Penny, and then in the spectators, ALONG WITH THE SOUND...

PENNY
LET HIM RUN, RONNIE! COME ON, RED!

CHIC ANDERSON (V.O.)
Secretariat so far in front the
other horses don't-- six lengths,
seven...

MISS HAM AND SET
Come on, Red! Go! Go!

All the blood has drained from Pancho Martin's face.

SECRETARIAT crushes ahead, farther and faster than anyone could have imagined.

CHIC ANDERSON (V.O.)
Fourteen lengths! Sixteen! Mile
and a quarter, one fifty nine flat!

BEYER
...Faster than his Derby record!

On the track it is nothing short of stunning, a portrait of wonder...

And Penny has taken on a look of reverence.

The spectators scream from the rail as Secretariat rolls down the final stretch. And Hollis, Jack, Phipps, and especially Penny's children are all going crazy beside her.

CHIC ANDERSON (V.O.)
Secretariat is now alone! He is
moving like a tremendous machine!

He is majestic as he runs, not another horse in sight. The fans' eyes track him, awestruck at what they're watching.

Penny and the group cheer as he rumbles ahead, while...

PANCHO MARTIN
Impossible.

CHIC ANDERSON (V.O.)
The lead is now 24 lengths! 26
lengths!

And as the noise rises even more, and the lead grows...

TURCOTTE...hearing only one horse, his own...breaks his own personal rule...and he looks BACK...

...and sees nothing. No horses. No competition. The only hoof prints in the perfectly-groomed soil are those that were put there by Red. Ronnie turns his head back, and...

...the sound and speed hits in a flurry as he drives Red down the final stretch. The crescendo of the crowd culminates...

...as Secretariat, without a hint of fading, flows across the finish line. Setting off a celebration in all corners of Belmont Park. The moment is all-consuming.

Penny lifts her eyes, just for a moment, toward heaven, where she hopes her father is watching. Miss Ham sees, and her eyes well up.

Penny hugs her family. The rest of the group embraces the person next to them. Heads shake. Stunned looks; even among Ogden Phipps and the jubilant syndicate members.

Turcotte eases Secretariat up...

BELMONT P-A ANNOUNCER (V.O.)
Unofficial time...two minutes, 24
seconds! Winning margin, 31
lengths!

IN THE PRESS BOX: Beyer and Nack are in shock. They look at the winning time, in disbelief.

BEYER
Greatest ever?

NACK
That record will never be broken.

IN THE STANDS: Penny finally glances toward Pancho, who gives an appreciative look, and tips his hat.

She looks down to the track again...

...as Turcotte approaches the crowd, doffing his cap and accepting the roar of appreciation. He looks up...

...and his eyes meet Penny's. He nods. She claps her hands and blows a kiss his way.

EXT. BELMONT PARK - WINNER'S CIRCLE - A FEW MINUTES LATER

And the entire group is in the winner's circle, as Eddie and Hollis guide Secretariat into position for the photograph.

Hollis moves over and hands the lead to Penny. They share a smile.

Ronnie walks toward Lucien, and just before they shake hands, Turcotte motions to his silks...white as new snow. Pincay, heading back to the paddock with his exhausted and defeated Sham, salutes Turcotte.

Penny looks toward Jack, who claps his hands. Genuinely happy for her. Her children glow, the girls wiping away tears of joy.

Belmont officials place a BLANKET OF WHITE CARNATIONS over Secretariat's neck; sweat-covered, but still magnificent.

The countless photographs begin. And we move in from angled profile on the joyous group, moving closer...

...till the spotlight falls on just the two of them: Penny Chenery Tweedy and Secretariat. Secretariat lifts his head, and Penny lifts hers...

In Victory. We FREEZE FRAME, and

FADE OUT.

THE END