

THE CURIOUS CASE OF BENJAMIN BUTTON

BRAD PITT CATE BLANCHETT

THE CURIOUS CASE OF  
BENJAMIN BUTTON

*"I was born under unusual circumstances."*

Screenplay  
by  
Eric Roth

Previously written  
by  
Robin Swicord

Adapted from the short story  
by  
F. Scott Fitzgerald

FIRST DRAFT  
November 22, 2002

---

## IMPORTANT NOTICE

---

CINEMA SCRIPT RESEARCH COPIES ARE MADE AVAILABLE FOR  
**PERSONAL USE ONLY.**  
THEY ARE **NOT** TO BE USED FOR ANY PURPOSE OTHER THAN PRIVATE STUDY,  
SCHOLARSHIP, OR RESEARCH WITHOUT THE WRITTEN CONSENT OF THE  
COPYRIGHT HOLDER.

**"The Curious Case Of Benjamin Button"**

**Screenplay**

**By**

**Eric Roth**

**Previously written by Robin Swicord.**

**Adapted from the short story by F. Scott Fitzgerald.**

**First Draft**

**11/22/02**

"The Curious Case of Benjamin Button"

As all things do, it starts in the dark...where there is nothing...where it is peaceful, even safe...and out of the dark an EYE blinks open...a blue eye, as blue as a robin's egg...and the first thing it sees is a woman nearly forty quietly sitting looking out a window. And we hear a Woman's Voice, asking her:

A WOMAN'S (V.O.)

What are you looking at, Caroline?

The woman turns, pulled from her reverie...and she has a sweet, lost face...

CAROLINE

Nothing, mother...you've been sleeping for quite a long time...I wanted to see you...

And we see we're in a small plain room...an old bedroom you can virtually smell the life that's been lived here...a window, a third story window, like a picture frame, looks through a tree out onto a city...an old city...an old room in an old city...and a piano is playing from downstairs somewhere. An old fashioned melody, something that's hard to get out of your head. And there are other voices. Even a laugh. The sounds of others in this old house. And in the old bedroom a young Black Woman, a nurse, in her late twenties, sits in a corner, thumbing through a magazine, bored to death, but used to it...Everybody knows her as SUGAR APPLE. And we see the object of our interest; an old Woman, near eighty, withering, but still regal with a green turban wrapped around her bald head, propped up by pillows, lying in bed...and even with her baldness there are still the graceful traces, the wisps of hair, like a fond memory, when she was redhaired...and with her turban, her pale white skin, her blue eyes, it's like she's a Vermeer painting, timeless...her blue Vermeer eyes looking out at us from her bed...her throne...there's oxygen nearby...and she's connected to an intravenous line for sustenance...ravaged by mortality, her time is slipping, slipping away...but she has no fear...Her name, we'll come to know, suits her, is DAISY...

DAISY

(musing)

...I don't know when I'm awake or I'm dreaming anymore...It all seems to run together...a fingerpainting...It's like I'm on a boat, just drifting...it isn't altogether unpleasant...Do you like boats?

And her voice has a distinctly soothing Southern lilt...But her lilt is deceiving...she is a woman of great opinion who knows herself well...the lilt only a bit of sugar to make her go down easily, because she doesn't suffer fools...a woman for all seasons, this DAISY...

CAROLINE

I haven't been on very many boats.  
The water doesn't agree with me.  
(more importantly)  
Can I do anything for you mother?

DAISY

(wry)  
Plant me in a garden in my ballet  
slippers...doing a full split...

CAROLINE

(confused)  
A garden. What garden? Your ballet  
slippers?

DAISY

There is nothing to do...this is  
what it is, Caroline...  
(whispers,  
repeating)  
This is simply what it is...

And it's quiet, save the downstairs piano. Daisy closes her  
eyes...

DAISY (cont'd)

I'm finding it harder and harder to  
keep my eyes open...and I have this  
tremendous desire to lose myself of my  
bedclothes...to be naked...

And agitated, she scratches at her nightgown, as if it were  
sticking to her...the Nurse tries to soothe her...

SUGAR APPLE

There, there, now Daisy...keep your  
hands off...you'll scratch yourself  
all up...

(to Caroline)

It's their way of letting go...

DAISY

(annoyed)

Don't patronize me child. I'll  
scratch if I want. I know all about  
you. I knew your grandmother. She  
would say, "...Don't be tempted by  
the shiny apple...Don't eat of the  
bitter fruit...Hunger only for the  
taste of justice...Hunger only for the  
taste of truth...Because all you have  
is your soul."

And she laughs at the old admonition...

DAISY (cont'd)

(nods, worth  
repeating)

All you have is your soul, child.

And Sugar, properly chastened, gently straightens her, making her more comfortable in the bed...

SUGAR APPLE

Don't you worry yourself none. Do you want more medication? The doctor said you can have all you want.

But Daisy is quiet...her blue eyes looking into the distance...It's still. And Caroline, needing to engage with her...

CAROLINE

(awkwardly)

A friend of mine, her mother, when she was sick, was going in and out of consciousness...my friend regretted never having a chance to say goodbye...

And Caroline gets up to sit on the bed with her mother...to say goodbye. There's an awkward moment. And Daisy puts her thin arms around her, comforting her...making everything alright...

CAROLINE (cont'd)

(cries)

I wanted to tell you how grateful I am to you, mother. For bringing me into this world. For raising me. I wanted to tell you how much you've meant to me. How good you've been to me. How you always supported me...were always there for me...

(painfully)

I know how you hoped I had had a family, had more to show for my life...I'm sorry if I disappointed you. I don't have many people that love me. I'm going to miss you so much...

DAISY

I am going to miss you so much, my darling girl...and you never once disappointed me...put that out of your head...disappointment is just an excuse for not having tried...and you try so hard...

They hold each other, crying, expiating their demons...and when they've regained their balance...

CAROLINE

Are you afraid, mother?

DAISY

(honestly)

I'm curious what's next for me. Very curious...(her eyes closing)...I'm just so tired...bone tired...it's time to rest...

She shuts her eyes...drifting...quiet...and she says...

DAISY (cont'd)  
(to Caroline)  
Sing a little song to me.

CAROLINE  
A song?

DAISY  
Any song.

CAROLINE  
I'm not much of a singer.

DAISY  
Just the sound of your voice will do  
fine...

CAROLINE  
I remember when I had trouble falling  
asleep...you'd sing to me...

And she sings, touching, awkwardly, off-key...the Beatles  
song...

CAROLINE (cont'd)  
"Something in the way you move...  
attracts me like no other  
lover...Something in the way you move  
me..."

And Daisy hums along with her...but it's hard to know if  
she's awake or in some semi-consciousness, nether world...a  
place where dreams go...And out of nowhere she says...

DAISY  
"It is all about time, he said,  
precious little time..."

Sugar Apple and Caroline exchange looks..."what's she talking  
about...?"

DAISY (cont'd)  
Can you see the train station,  
dear...just down the street...?

Caroline looks outside...but all she can see are the branches  
of the afternoon tree...she says anyway...

CAROLINE  
Yes, I can see it...

DAISY  
They built the train station in  
1862...it was considered the finest  
train station in all of the world...My  
Grandpa Artis was there the day it  
opened...he said a tuba band was  
playing...

And we hear a tuba band playing...

INT. THE BALTIMORE TRAIN STATION - DAY, 1862

We see a ribbon cutting ceremony at the new train station...A small tuba band playing. Trains in their berths, steam billowing. And the passengers, Civil War soldiers, getting on board..the tuba band playing, "oompa-oompa-ompapa..."

DAISY'S (V.O.)

To commemorate the achievement the finest clockmaker in Baltimore was commissioned to build a clock for the train station.

INT. A CLOCKMAKER'S SHOP, BALTIMORE - NIGHT, 1862

We see an array of clocks and watches...

DAISY'S (V.O.)

He had built the finest clocks and watches the world had seen. His name was Monsieur Gateau. Which means in English, Mr. Cake.

INT. THE OLD BEDROOM, BALTIMORE - PRESENT DAY

We see the slightest smile pass Daisy's lips...saying to herself again..."Mr. Cake."

INT. THE CLOCKMAKER'S SHOP, BALTIMORE - NIGHT, 1862

And we see a diminutive man in a frock coat with small, fine hands, the inimitable "Mr. Cake," working in his shop.

DAISY'S (V.O.)

His father had come to America with Lafayette...to fight with the Americans against the British.

EXT. THE BATTLE OF NEW ORLEANS - DAY, 1812

His father fighting beside the Americans against the English.

DAISY'S (V.O.)

Monsieur Gateau was born in New Orleans parish in 1818. He grew up there and married Blanche Devereux...a woman of Creole stock...

EXT. THE GRILLWORK BALCONY OF A NEW ORLEANS HOUSE - DAY, 1846

We see Blanche Devereux, a handsome Creole woman, and the short Monsieur Gateau, being married on a balcony...people standing in the street...

DAISY'S (V.O.)

They had a child named Martin...And in Monsieur Gateau's thirties, when life seemed stagnant to him, he moved his family to Baltimore, Maryland...to live near the sea...to teach his son how to sail...

EXT. THE CHESEPEAKE BAY, MARYLAND - DAY, 1852

The clockmaker sailing with his young son on the Cheseapeake Bay...

INT. THE CLOCKMAKER'S SHOP, BALTIMORE - NIGHT, 1862

The clockmaker hard at work.

DAISY'S (V.O.)

I neglected to mention...Mr. Gateau, from birth, was absolutely and totally, completely...entirely blind. He lived in a world of order...with his clocks...

His fine hands working.

DAISY'S (V.O.)

In the spring of that year his son Martin joined the army to fight for the North. His father and mother saw him off at the train station...

INT. THE TRAIN STATION, BALTIMORE - DAY, 1862

The crowded station. And their Boy after hugging his father and mother goodbye...gets on his train, the train leaving...the soldiers, their loved ones, waving and waving and waving...them out of sight...

DAISY'S (V.O.)

And for over a year Monsieur Gateau worked on nothing but the great clock.

INT. THE CLOCKMAKER'S SHOP - NIGHT, 1863

The great clockmaker working.

DAISY'S (V.O.)

One day a letter was to come.

BLANCHE DEVEREUX

(reading it to him)

"I am sorry to inform you your son was killed fighting for his country in the battle of Gettysburg. In the death of Sergt. Martin Gateau I lose one of my most reliable men. When I informed the members of our company he had fallen, on every face could be seen the mark of sorrow...for he left his home with us all to defend the honor of his Flag and Country, and were in hope of that the Lord spare us to return to our loved homes together..."

(MORE)

BLANCHE DEVEREUX (cont'd)  
 "But such was not to be the case, for he has been called to his long home, and may the soul of our beloved soldier brother rest in peace, in that home of Homes, where sorrow and trouble is never known. I send along his pants and shirt, his cavalry pin, a blue kerchief and his haircomb..."

DAISY'S (V.O.)  
 Monsieur Gateau said nothing, going back to work on his clock...

Monsieur Gateau blindly working on the clock mechanism.

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

INT. THE TRAIN STATION, BALTIMORE - DAY, 1863

We see the diminutive Monsieur Gateau, Blanche holding his arm, moving along the rows and rows of coffins on the platform, looking to find the coffin of their beloved son.

EXT. A HILLSIDE, CHESEPEAKE BAY - DAY, 1863

The Chesepeake Bay.

DAISY'S (V.O.)  
 They buried him on a hill above Baltimore that faced the sea, so he could watch the boats sailing...

They stand at their son's gravesite...the wind off the bay blowing their hair...Monsieur Gateau and his creole bride Blanche Devereux...the boats sailing on the Chesepeake.

DAISY'S (V.O.)  
 And he went back to work on his clock...working day and night to finish...

INT. THE CLOCK SHOP, BALTIMORE - LATE AT NIGHT, 1863

Monsieur Gateau working into the light of dawn.

DAISY'S (V.O.)  
 Until the day had finally come.

INT. THE BALTIMORE TRAIN STATION - DAY, 1863

DAISY'S (V.O.)  
 Grandfather said it was a grand day.

And we see a large throng's gathered, crowding the terminal at the train station to watch the unveiling of the great clock. Politicians, and pickpockets and citizens....

DAISY'S (V.O.)  
 Even President Lincoln had come.

And we see the distinctive figure of President Lincoln, in a stovepipe hat, the President gaunt, the war on his face, come to pay tribute. The terminal quiets. And we see the short man, Monsieur Gateau, "Mr. Cake," blindly climbing up a tall ladder to the clock which is covered by a purple drape...He blindly stands for a moment...and then, pulls down the drape...And the people literally gasp at the magnificent gold clock...with its golden hands, with its paintings of winged angels, cherubs, flying in puffy white clouds, that "push" the clock hands...the hands now pointed precisely at 12:00 noon...and people look at their pocket watches...and a Man counts off, counting down..."ten, nine, eight..." And they all do, President Lincoln, along with the rest, looking at their pocket watches, counting down to the new beginning of time...

DAISY'S (V.O.)

...They counted off the seconds until the clock would start...

And as "one" is shouted in unison...

DAISY'S (V.O.)

Monsieur Gateau started the great clock...!

Monsieur Gateau activates the great clock...which chimes a glorious chime, a chime of such pure beauty even grown men weep...and then, pushed by an angel, the second-hand clicks, moving, starting its journey around the clock...and we realize it is going completely and totally the wrong way...counterclockwise...It is going backwards...!

A MAN

(realizes, shouts)

It's running backwards...!

And so it is...And they're not sure what to make of this...until:

MONSIEUR GATEAU

(telling them,  
blindly)

Time is going backwards...so perhaps the boys who were killed in this war can stand and go home again.

EXT. A CIVIL WAR BATTLEFIELD - DAY, 1863

And we see just that; on a civil war battlefield...the bullets leaving the mens' wounds...limbs, going back on, healed and whole again, the boys coming to their feet, no matter a southerner or a northerner, turning back to from where they've come, crossing the bloody field, going back from the battlefield...going back to their homes...

MONSIEUR GATEAU (V.O.)

...Going back home to farm and raise their families, to live long and happy lives...

EXT. AN INDIANA FIELD - MORNING, 1863

We see one of the boys who was dead, a bullet hole still in his cheek, but now plowing a field, and with a wife, holding a small child...

INT. THE BALTIMORE TRAIN STATION - DAY, 1863

And we see even Abraham Lincoln is moved to tears...

MONSIEUR GATEAU

Perhaps my own son will come back home...

And we see his own son, Martin, rise from the battlefield at Gettysburg...and we see him come back off the train...back into his parents arms, walking back along a tree lined street...going back in time...going back into the house, the door closing...going back home...where it's safe...

MONSIEUR GATEAU (cont'd)

(simply says)

I hope you enjoy the clock.

And with that said he climbs back down the ladder, blindly making his way to a door...and leaves...the people standing not knowing quite what do...and they look to their leader, the Great President for some guidance...but he simply tips his stovepipe hat, and with his guardians, leaves...the others following shortly behind him, until; the train station is empty, save for a janitor, in a white hat and white jumpsuit, quietly sweeping...and even he stops for a moment looking up at the angels pushing the clock hands, backwards...

DAISY'S (V.O.)

Monsieur Gateau was never seen again.  
Some say he had died of a broken heart. Some say he had gone to sea...

EXT. THE CHESEPEAKE BAY, MARYLAND - DAY, 1863

The Bay leading out to the sea...

DAISY'S (V.O.)

...And blindly sailed off into the horizon...where his boy could watch him sail away...

And we see just that...the blind sailor, sailing off on Chesapeake Bay into the setting sun...And as we watch the sun set on the water:

INT. DAISY'S ROOM - AFTERNOON, THE PRESENT DAY

Her daughter Caroline lying with Daisy on the bed...and what Daisy can tell her...

DAISY

Time is the most precious of God's gifts. It is untouchable, unseeable, unknowable...it is as light as a feather...as heavy as the heaviest stone...Time, my darling, what precious little there is, is all we have...

And it's quiet, the two of them lying on the bed in the afternoon light through the tree. After some moments:

DAISY (cont'd)

Would you get something for me? In the chest there under some photographs...there's a book...

Caroline goes to an old steamer chest opening it...and under some photographs is a book...a journal of some kind...

CAROLINE

Is this what you want?

Daisy nods. She motions Caroline close.

DAISY

(whispers)

Don't misunderstand what I'm going to tell you. I loved your father with all of my heart.

(after a beat, but  
with no shame)

But I had, at one time...a secret love...a love that only time could take away...

Caroline's speechless...

DAISY (cont'd)

You are the only other person that knows about him...So many times I wanted to tell you...to share how I felt with you...but I could never bring myself to it. I thought you would find it a betrayal of your father...a good and decent man...But he is gone these years, and I will soon be...and so there are important things to talk about...and there is nothing more important than love...

(a beat)

You asked if there was anything you could do for me...?

(meaning the book)

I tried to read it a hundred different times...I'd take it out...look at it...but it was just too difficult...I couldn't bring myself to read it...I would like you to read it to me...

(beat)

He said he wrote it for me...it would tell me everything...

Caroline is hesitant, looking at the book, afraid what she might find...

DAISY (cont'd)  
Go ahead, it's alright darling...

She closes her eyes again...Caroline hesitates, and then opens the book...it's a journal written in longhand...and she begins to read:

CAROLINE  
"My name is Benjamin..."

And her voice becomes a MAN'S voice, picking up for her...

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

And we see there's a drawing in the book of the Chesapeake Bay, a brightly colored painting in what they called the luminist style, American Light, with its glowing atmospheric light...a representation of the bay crowded with boats...and reflections on the water of fireworks in the sky...

AND THERE'S THE SUDDEN EXPLOSION OF FIREWORKS.

EXT. BALTIMORE, MARYLAND - NIGHT, 1919

The painting COMES TO LIFE...it's 1919 in the year of our Lord and Saviour, and we see fireworks are going off over Chesapeake Bay...the harbor crowded with ships...

BENJAMIN BUTTON'S (V.O.)  
It was the night the first World War ended. People were overcome with joy...It was a fine night to be born...

And we see the streets of Baltimore filled with drunken revelers, singing...cars, the tin Lizzies, Model T's, and Reos, horns wheezing...people kissing, shouting for joy...the street one unending human parade...and as the fireworks off the Bay light the night sky...everybody stopping for a moment to stand under the colored light, the fireworks ebbing, the light turning to dark, and still they stand in silhouette, until the street lights take effect again, and as everyone waits for the next explosion...we see among them a MAN in his early thirties, wearing a wool suit and bowler hat, running through the crowded streets...We'll come to know him as THOMAS BUTTON...and we follow him, watching him run across a street, through a small park, running around a corner, to a row of fashionable old brick houses...and up the steps of one and inside...

INT. THE BUTTON HOUSE, BALTIMORE - NIGHT, 1919

...He runs past a solemn Maid and up the staircase...an older white-haired Man in a caneback wheelchair is sitting outside a bedroom door waiting for him...the patriarch, FATHER BUTTON...the old man moving to stop the young man, to say something, but Thomas breathlessly says:

THOMAS

Not now father...!

....and he barges into the MASTER BEDROOM...

INT. THE MASTER BEDROOM, THE BUTTON HOUSE - NIGHT, 1919

...Where we see a young Woman, his wife, lying on a bloody bed, is being frantically administered to by a Doctor with the help of some of the household domestic staff...an Episcopalian PRIEST comes toward Thomas...

THOMAS

Why are you here?

THE PRIEST

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

And he bends to say the last rites over the thin pretty young woman...and maids, bringing in boiled, freshly cleaned bedsheets, futilely start to change her sheets, the maids trying to keep busy, but their hearts are broken, and busy hands aren't always busy hands...

THOMAS

(to the maids,  
snaps at them)

That's enough...

They finish as best as they can...moving out of the way...and Thomas comes beside his wife...She is so pale, it seems you could see through her...and there's fear in her eyes...He tenderly takes her hand...

THOMAS (cont'd)

(gently)

My darling...look what I've done to you...

HIS YOUNG WIFE

(whispers)

My dearest...please make sure he's safe...

She looks up at him...she holds his hand tight...and the light goes out of her eyes and she slips away...

BENJAMIN BUTTON'S (V.O.)

(after a beat)

You could say I caused the death of my mother...Of course there wasn't anything I could do about it...She gave her life for me...and I am eternally grateful...

THE DOCTOR

(says)

She's left us.

He covers her...And the room's dead still...save the Priest's quiet incantations...the housemaids softly crying...when we hear the reason for this tragedy...A BABY is crying.

A baby's cry is not quite accurate...It is not a baby's cry for succor, or a shout for attention, or a natural cry to exercise it's lungs...This is a deep, haunted cry...the pained cry a child might make when they understand that innocence is not forever, the cry of a young man whose heart has been broken, the eternal cry of an old man who has tasted the various wines of life and finds he is all alone...They all turn, but don't move...the room still, too still...only Thomas goes over to answer the cry...the baby lying in a wicker laundry basket, and well over ten pounds, it's swaddled in a bed blanket, its face covered with a cloth...Thomas goes to lift the cloth, to see his son's face...

A MAID

(warns him)

Mr. Button...!

But he lifts the cloth anyway...and he recoils...for what he sees is the prominent bald head of any newborn...but it has the face, the wrinkled skin, the faded pale blue eyes, of an old man...Indeed, if we didn't know any better, it would seem the newborn was a wrinkled, aged, decrepit old man...an "elephant man," if you will, "a fish out of the sea," some strange trick of God...and Thomas, racked with anguish and inconsolable grief, suddenly grabs up the cause of his anguish, running with the "baby" past his father's wheelchair out of the room...running down the stairs...running out the door into the night...

EXT. BALTIMORE - NIGHT, 1919

Thomas, tears streaming down his face, carrying his "baby," running through the crowded streets...

He runs down an old steep street to the sea, to the Chesepeake Bay...coming along an old wharf...the air heavy from the haze of the fireworks canonade, the smell of burnt gunpowder...the sea dark and still...the boats in silhouettes...their bells clanging, as if talking to one another...in the distance the sounds of the revelers starting to wane, there's only so much liquor that can be consumed, only so much joy and hysteria, until the mania falls into the proverbial pit, where depression strikes the hearts of all men...

Thomas comes to the end of the wharf, stopping, looking out at the dark sea...and brokenhearted, filled with grief, he lifts the baby and...he suddenly throws it...! He literally tosses it into the morass...tosses the baby into the sea...! The baby starting to sink under the ink black water, to disappear in the sea...

IN THE SEA, THE CHESEPEAKE BAY - NIGHT, 1919

...The baby going under...tumbling...falling...falling...in the darkness...

EXT. THE WHARF, CHESEPEAKE BAY - NIGHT, 1919

Thomas standing on the wharf watching the black water, the baby disappearing. When his conscience, his humanity, catches up with his emotion, and he suddenly dives into the dark water after him...

INT. THE SEA, CHESEPEAKE BAY - NIGHT, 1919

Thomas, looking into the vast darkness...the baby gone...when he sees the baby's tell tale oxygen bubbles, and following them, going down, and seeing the baby, he grabs it, stopping it in mid tumble...carrying it back up to the surface...climbing back up onto the wharf...bringing it back to life...

EXT. THE WHARF, THE CHESEPEAKE BAY - NIGHT, 1919

...Thomas, cradling the baby...honoring her last wish to "keep him safe..."

THOMAS

(ashamed of  
himself)

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

When a flashlight is shone on his wet face...a Policeman...

POLICEMAN

(strident)

What are you doing there!?

And frightened, Thomas takes off running...the Policeman pursuing him...Thomas running along the waterfront...running up some steep old wooden stairs, that lead to old houses on the hillside above them...the Policeman running up the stairs behind him...

Thomas coming to the top of the old stairs...and running behind the old houses...the Policeman starting to gain on him...and when it's inevitable, only a matter of time until the policeman will reach him, Thomas runs into a dark alley along the side of one of the old houses...stopping he quickly puts the baby down in the alley near a back door...He hurriedly writes something, putting it along with some money inside the baby's blanket...the sound of the Policeman's footsteps coming closer...Thomas knocks loudly, once, twice, on the house's back door...and turns and runs back out of the alley...the Policeman a short distance behind him...running after him...until they both go out of sight...

The bundled figure lying in the dark empty alley...the alley still...just the soft murmur of a couple, celebrants, off the beaten path, with the hint of sex, passing by...When suddenly the door opens and a Black Woman, in a green dress, comes outside...a very thin, attractive woman, in her late twenties, with the sultry eyes and the self-confidence of a lounge singer, she bears a striking resemblance to Sugar Apple, but that's a story for later...She's known as QUEENIE...she stops to look around...And a handsome Black man, MR. WEATHERS, that everyone calls TIZZY, dressed in a good suit, brown shoes and a light hat, comes out after her..

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

...and she stops to take in the night air...

QUEENIE (cont'd)  
The air smells sweet...

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

TIZZY  
(admiring her)  
You look very handsome tonight, Ms.  
Queenie, handsome is I ever seen  
you...

QUEENIE  
(self-consciously  
fingering the  
dress)  
It isn't everyday a war's over Mr.  
Weathers...has to mark it somehow...  
(and admiringly)  
You ain't no slouch yourself...no  
sir...

Tizzy tips his hat at that...And they stand in the night's  
quiet...

TIZZY  
Hambert's back in town...came home  
legless, but home...we're gonna throw  
a rent party for him...get himself  
situated...  
(beat)  
I know you was sweet on him once...

QUEENIE  
(nods, rueful)  
Sweeter than I shoulda been...like to  
take my heart away...Lost his legs you  
say?

Tizzy nods.

QUEENIE (cont'd)  
(an echo, her  
mantra)  
All you have is your soul...

The door opens and an older woman sticks her head out...

AN OLD WOMAN  
Mrs. Winslow messed herself again...

QUEENIE  
Shit in a hat...She got to stop doing  
that...I'll be right with you...

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

QUEENIE (cont'd)  
 (to Tizzy,  
 affectionate)  
 It's nice out here, Mr. Weathers...

TIZZY  
 (nods,  
 affectionately)  
 Awful nice, Miss. Queenie...

And a final, like an afterthought, a lone firework goes off...they look at each other in the momentary light..."awful nice..." but her life being what it is, dutiful, she starts back inside...when she hears a sound...the deep throated, eternal cry...of the "baby..." And she sees in the dark alley the "bundle..." on the ground...

QUEENIE  
 (stops)  
 What's that? A fish crawl out of the sea...?

She moves to it...she looks down...and she stops, seeing the bundle's a "baby"...she pushes aside the blanket, and she sees its face is aged far beyond its years...

QUEENIE (cont'd)  
 (astonished)  
 My God, the Lord sure did something here...!

TIZZY  
 (looking)  
 Look like a milk truck run over it...three times...and back...

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

TIZZY (cont'd)  
 We better leave it to the police...

Queenie hesitates...and making up her mind she grabs it up, taking it inside...And as the door bangs closed behind her...

INT. THE HOUSE ON THE HILL, BALTIMORE - NIGHT, 1919

An old weathered three story house...there's a wide, white columned front porch, now dotted with small American flags; the porch overlooking fields of sawgrass and wildflowers that run down to the Chesapeake Bay...

And inside, are a myriad of dark wood rooms...old heavy furniture and carpets...stairs coming and going as if to places never known...all awash with the lives that have lived here, the heartbreaks and the joys, keeping all the secrets...and a piano's playing a standard...and we see the front room is crowded with old people, from sixty-five to ninety-five, in various stages of health...with various contraptions to keep them "afloat." This place, known as "Cherry Blossom Hill"...A home for the Aged, or most particularly the Aged...By any other name in any era...an Old Age Home...

And we see Queenie quietly coming in from the back door with the "baby" so as not to be seen...Tizzy not far behind her...

A WOMAN'S (V.O.)

(calls)

Where are you Ms. Queenie...?

QUEENIE

Hold your water...Just about anytime now...

(to Tizzy)

Go smile like a fool for them...

TIZZY

(meaning the baby,  
whispers)

You best call the police.

She doesn't say anything, instead, hurries along a hallway past the kitchen into a small room, literally like a mouse house, under the stairs...

INT. QUEENIE'S ROOM, "CHERRY BLOSSOM HILL" - NIGHT, 1919

A small room, with a smaller window, tucked under the staircase...

A MAN'S (V.O.)

(calls)

Queenie Apple...she went and messed herself all over again...

QUEENIE

(muttering)

Clean up your own shit...

(calls back)

Start the bath...and mind your own business Mr. Williams...you'll be messing yourself soon enough!

There's a knock on Queenie's door...

A WOMAN'S (V.O.)

(whispers)

I think somebody stole my pearl necklace...

QUEENIE

I'll be right with you Mrs. Hollister...have you looked around your neck?

And looking for a place to put the baby, she opens a dresser drawer...and she sees, among its blankets is a hastily scribbled note with the name..."Benjamin," along with some very serious money...

QUEENIE (cont'd)

(says)

"Benjamin..."

(looking at this  
odd creature)

You may be as ugly as an old pot...but  
you still a child of God...

A WOMAN'S (V.O.)

(calling)

Queenie Apple...She won't take a  
bath...

QUEENIE

(to herself)

Can't anybody do anything 'round here  
but me...?

And with that she puts "the baby" into the top dresser  
drawer...with her unmentionables...and shuts it...leaving it  
open just a crack, enough to breathe...And turning she leaves  
the room...and we see an Old Woman, looking very lost, is at  
the door...

MRS. HOLLISTER

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

QUEENIE

Nobody's stealing your jewelry.  
They're right here, Mrs. Hollister,  
right around your pretty white neck...

And as she walks her off, Queenie takes a concerned look back  
at the "baby," and moves off along the hallway...And we stay  
behind for a moment...looking at the small room...and inside  
the dresser drawer, in the underwear drawer, among the  
periods undergarments, with the smell of lilac sachet...a  
baby named "Benjamin," "Benjamin Button," with the face of an  
eighty year old man, lies...and as the "baby" looks up at a  
small crack of light coming into the dresser drawer...

INT. QUEENIE'S ROOM, THAT NIGHT - LATER, 1919

The "baby," bundled in the blanket, is lying on Queenie's  
bed...and an older man in a tired suit, a stethoscope  
dangling out of his pocket, washes his hands in a sink.  
DOCTOR ROSE.

DOCTOR ROSE

...He's nearly blind from  
cataracts...I'm not sure he can  
hear...his bones are misshapen...  
indicating severe arthritis...his skin  
has lost much of its elasticity...his  
hands and feet are ossified, the bones  
fused together...his heartbeat is less  
than sixty beats a minute...his spine  
is crooked, causing it to be bent half  
over...

(MORE)

DOCTOR ROSE (cont'd)

(and in wonder,  
the bottom line)

If I didn't know any better...he has all the conditions, the infirmities, the deformities, the deterioration, not of a newborn, but of a man in his eighties on his way to his grave...

He shuts off the water. The silence only accentuates what he's been saying.

QUEENIE

You mean to say this child is really in his eighties?

DOCTOR ROSE

Every medical signpost suggests that...but of course, it can't be so...it must be suffering from some form of rare disease...I have heard of newborn babies having unusual skin conditions, and abnormally formed organs...but nothing as extensive as this...We all expect a child to go from his cradle, through a long life to the grave. This child, I think, has very little time to live. His body is failing him before it has begun. He's old before his time.

QUEENIE

He's dying?

DOCTOR ROSE

Of old age.

They're still.

A WOMAN'S (V.O.)

Doctor Rose...could you look at my foot...?

DOCTOR ROSE

I'll be right with you Mrs. Stevens...  
(a beat, to  
Queenie)

You should get it to the police as quickly as possible...they'll know what to do with him...

Queenie nods. Doctor Rose takes a last look at the "baby..."

DOCTOR ROSE (cont'd)

(sadly)

He is a miracle...just not the kind of miracle one hopes to see...

And with that he goes out the door...Queenie's still...and as she looks at the "baby..." with its ancient face....

INT. QUEENIE'S ROOM - LATER THAT NIGHT, 1919

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

QUEENIE

Yes.

The door opens and we see it's Tizzy:

TIZZY

Hambert sends his remembrance to you.

She nods.

TIZZY (cont'd)

(meaning the baby)

Did you send it back?

For an answer Queenie can't help but look over at the dresser drawer...

TIZZY (cont'd)

What are you waiting for?

She doesn't say anything.

TIZZY (cont'd)

You're not thinking of...?

Still she doesn't say anything...

TIZZY (cont'd)

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

(not to mention)

...some mess of a white child...

She's still...and nothing left to be said, he starts to go....

QUEENIE

(a beat, after him, whispers)

Mr. Weathers.

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

QUEENIE (cont'd)

Will you hold me?

And he turns back inside. And he undresses in the dark room, coming into bed with her. He reaches to hold her.

QUEENIE (cont'd)

(whispering, the echo)

All you got is your soul.

And as they make love; we look over at the "baby," the dresser drawer open a crack...the "baby" lying among the unmentionables...and we pan up and lap dissolve through the small window and outside to:

EXT. THE PORCH OF THE "CHERRY BLOSSOM HILL OLD AGE AND REST HOME" - LATE AT NIGHT, 1919

The dark silent house. One of the elderly boarders, unable to sleep, sits on the front porch, sitting alone with his thoughts, rocking, listening to the stillness of the Baltimore night, rocking and rocking...and just audible on a breeze is the soft sound of breathing as Queenie and Tizzy make love...and as there's the final note of Queenie's orgasm...

BENJAMIN BUTTON'S (V.O.)

I guess you could say I found a home...

INT. THE TERMINAL, THE TRAIN STATION, BALTIMORE - ANOTHER DAY, 1925

The now sixty three year old train station, showing its age. And we see Monsieur Gateau's clock with its cherubs pushing the hands of time, is still marking time by running backwards...and the year is now, "1925..."

INT. THE OLD AGE HOME ON THE HILL, BALTIMORE - DAY, 1925

And we see the boarders, some twenty of them, the women outnumbering the men by a scant few, eating dinner in an old dark wood paneled dining room. Queenie, in a maid's uniform...along with Tizzy, wearing a chef's hat and an apron, helping her serve. We move across the old faces of the boarders...until we come to a particular old face...wearing eyeglasses now...but the same wrinkled and aged face we've come to know...a face that fits with these faces...the face of an eighty year old man...the face of Benjamin Button...when he would normally be a six year old child, still an aged man. He's sitting in a wheelchair now...a cane across his lap...still shrunk, hunched over with age, his legs crooked, painfully curled around themselves, still riddled with arthritis...Looking closer we see the eyeglasses are just one addition...a hearing aid...a bulky apparatus of the time, is on his ears...and if we look even closer we can see there are sprouts of hair...small wisps of white hair...what would be the last of hair for some...but seems to be growing in...and bereft of eyebrows when we last saw him, the faint hint of eyebrows are there now...as if he was aging in reverse...but that's a whole other story...

BENJAMIN BUTTON'S (V.O.)

I had been introduced, as an infant, as Queenie's sister's child...

INT. THE OLD AGE HOME, SIX YEARS PREVIOUS - ANOTHER DAY, "1919"

The people sitting at the very same dining table...and we see Queenie carrying the bundled up "baby" into the room...

QUEENIE

You all listen...

And they stop...

QUEENIE (cont'd)

My sister in Detroit had a baby but couldn't see right by it...so she sent it down to live with me...little Benjamin will be staying with us for awhile...He's not a well child...so we need to take good care of him...

We see Tizzy's come out of the kitchen, watching with an air of disapproval...but not saying anything...

AN OLD WOMAN

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

Queenie hesitates, and then gives the "baby" to her...The Old Woman pushes the hood back from the baby's face...

THE OLD WOMAN (cont'd)

(startled)

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

And there's some laughter...

QUEENIE

(seriously)

He's prematurely old...the doctor called it "sentility"...aging before his time...

BENJAMIN BUTTON'S (V.O.)

Some years later it became known as the Hutchinson-Gilford Progeria Syndrome. Named after the Englishmen who discovered it in 1886...

And we see a photograph of two English doctors with the requisite bad teeth flanking the requisite skeleton.

BENJAMIN BUTTON'S (V.O.)

It is a rare genetic condition characterized by the appearance of accelerated aging in children.

And we see a photograph of a young woman, far beyond her years, with the disease...

BENJAMIN BUTTON'S (V.O.)

One in eight million are diagnosed with it. For some reason, nobody seems to know, it occurs with great frequency in a remote area of Borneo.

And we see a tribe with literally old faced children.

BENJAMIN BUTTON'S (V.O.)

The general characteristics include...baldness, a pinched nose, a small face and jaw relative to head size, hip dislocations, and bad breath.

And that said:

QUEENIE

The doctor said he doesn't know how long he's got to live...

AN OLD MAN

(laughs)

Join the club.

And they all laugh at the vagaries of time. And their laughter makes Benjamin one of them...causing the baby to smile...the smile of an eighty-five year old man...

DISSOLVE TO:

INT. THE OLD AGE HOME, SIX YEARS LATER - NIGHT, 1925

The people now sitting around the parlor, an old Woman playing the piano, an old Man, sitting beside her, singing...the others talking, reading, playing cards...and we see Benjamin, in his wheelchair, come in...Used to him nobody pays him any mind...He stops for a moment listening to the music...

BENJAMIN BUTTON'S (V.O.)

The house at Cherry Blossom Hill was built by a sea captain in 1785...His son was a sea captain, and so was his son...

EXT. THE PORCH OF THE HOUSE ON THE HILL - DAY, 1822

And we see the three generations of sea captains.

BENJAMIN BUTTON'S (V.O.)

They all shared a great maritime tradition...they all drowned at sea...

EXT. THE SEA - AT DIFFERENT TIMES

One after another, their ships dashed on rocks...

BENJAMIN BUTTON'S (V.O.)

In 1855 it became the Baltimore Seaman and Sailors Sanitorium and Retirement Home...

EXT. THE PORCH, THE OLD HOUSE - DAY, 1855

And we see a line of old seamen on the porch, one looking much like the next, looking out at the sea...

BENJAMIN BUTTON'S (V.O.)

In 1893 it became what it is today...The Cherry Blossom Hill Old Age And Rest Home....

INT. THE PARLOR, THE HILL HOUSE, BALTIMORE - DAY, 1925

The old people in the parlor...

BENJAMIN BUTTON'S (V.O.)

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

EXT. THE OLD AGE HOME, FRONT LAWN - EARLY MORNING, 1925

And we see the very elderly General Clinton, doing just that...raising the flag in a snow storm...only, he's naked. And as Queenie comes running across the lawn with a coat for him. There's the sound of someone singing Opera.

BENJAMIN BUTTON'S (V.O.)

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

INT. THE OLD AGE HOME, MRS. WAGNER'S ROOM - MORNING, 1925

And we see Mrs. Wagner in her nightgown at her window singing at the top of her lungs Richard Wagner...

BENJAMIN BUTTON'S (V.O.)

Breakfast was served at 6:00 promptly.

INT. THE DINING ROOM, THE OLD AGE HOME - MORNING, 1925

The usual suspects eating breakfast...along with Benjamin...

BENJAMIN BUTTON'S (V.O.)

On Sunday's we would go to church...

INT. A PRESBYTERIAN CHURCH, BALTIMORE - DAY, 1925

An old traditional church, clean enough to eat off the floor...And we see Benjamin sitting in his wheelchair alongside some of the boarders...listening to the sermon..."Whose Life Is It Anyway?"

BENJAMIN BUTTON'S (V.O.)

One time, I went with Queenie...

INT. A CHURCH TENT, BALTIMORE - A SUNDAY MORNING, 1925

A shout 'em up gospel tent. Queenie, singing in the choir. Benjamin, sitting in his wheelchair...enjoying the ecstatic music. When the music stops. The Preacher, a great big house of a Man...pouring sweat and full of fire...

THE PREACHER

Today is the healing day...! The day of reckoning! I want all you who need the cane and the chair, the glasses and the hearing aids, all those afflicted with the ague and the gout, the dropsy and the palatine...all those on death's door...all you with the tumors and the cancers, the hearts that got the wrong beat...come and be healed...

And a line of faithful come up to be touched by the house of a man...and as he ministers to the sick and aged, the blind and the barren...we see Queenie wheeling Benjamin up to the man...

THE PREACHER

What can I do for you sister?

And Queenie whispers something to him.

THE PREACHER (cont'd)

Her parts are all twisted up inside so she can't have little children...

He puts his hand on her stomach...

THE PREACHER (cont'd)

(prays)

Lord, if you could see clear to forgive her sins so she can bare the fruit of the womb.

(and shouts)

Out you damnable affliction!

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

THE PREACHER (cont'd)

(looking at Benjamin)

And what's this old man's irrediction?

QUEENIE

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

THE PREACHER

(touches Benjamin)

Get out damn Zebuchar! Out damn  
Beazulbub!

(after a beat)

How old are you?

And he says what is only true.

BENJAMIN

I'm six, but I look a lot older.

THE PREACHER

(laughs)

God bless you. He's six.

They laugh...all of them...

THE PREACHER (cont'd)

This is a man who has optimism in his  
heart! Belief in his soul! We are  
all children in the eyes of God. We  
are all newborns. Now we are going to  
get you out of that chair...we're  
gonna have you walk...

(putting his hands  
on Benjamin's  
shoulders)

In the name of God's glory, rise up!

And Benjamin, doing what he's asked, stands...the people all  
applaud...

THE PREACHER (cont'd)

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

(a beat and,  
shouts)

Walk on...!

And Benjamin takes two very precarious steps and then his  
poor arthritic bent legs give out...and he helplessly sprawls  
on the floor...The Aides in the pure white nurses uniforms  
move to help him...but:

THE PREACHER (cont'd)

Don't touch him!

(kneeling to  
Benjamin)

Rise up!

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

THE PREACHER (cont'd)

(undaunted)

Rise up!

Benjamin still lies on the floor...

THE PREACHER (cont'd)  
I said rise up sucker!

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

THE PREACHER (cont'd)  
Yes, say hallelujah! (Hallelujah!)  
Now walk my old friend...walk on...!

And Benjamin, one crippled leg at a time, moves across the stage...the people urging him on, with a string of "Hallelujahs...!" The Preacher, walking along with him, more a dance than a walk, shouting the name of the lord...walking Benjamin across the stage....Benjamin making it to the other end....to a roar of "Hallelujahs!"

BENJAMIN BUTTON'S (V.O.)  
Now I must say, it was rather  
miraculous...But you know the  
saying, "...the Lord Giveth and the  
Lord Taketh away..."

...Because just about then...We see that mountain of a  
Preacher...that mountain of a man, in full exaltation to  
God...

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

...suddenly pitches over, and falls flat on his face on the  
stage...having a spontaneous coronary...lying on the stage  
deader than the proverbial doornail...The pure white  
uniformed "nurses" running to attend to him, but no  
"Hallelujah's" are going to do him much good anymore...and  
poor Benjamin looking around him...

BENJAMIN BUTTON'S (V.O.)  
I guess you could say, I killed him  
too...

INT. THE PARLOR, CHERRY BLOSSOM HILL - ANOTHER DAY, 1925

The people gathered around...

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

A lit cake is being brought in celebrating a hundred year  
old's birthday. Her toothless smile.

BENJAMIN BUTTON'S (V.O.)  
And death was a common visitor to our  
hill...

EXT. A CEMETARY ON THE HILLSIDE - DAY, 1925

A small funeral at a hillside cemetery, not far from the  
house, overlooking Chesapeake Bay...And while an OPERA is  
PLAYING ON A VICTROLA from somewhere in the house...

The OPERA SINGER, in her diva's costume, from Wagner's "Die Walkure," ram's horns and all, is laid to rest to sing in another choir:

EXT. THE HOUSE ON THE HILL - DUSK, ANOTHER DAY, 1925

Benjamin with his wonderous ancient face sitting in his wheelchair alone on the porch...watching the sun go down...

BENJAMIN BUTTON'S (V.O.)

It was a wonderful place for a "boy..." to grow up. I was around people who had lived full lives...and taught me everything I could ever want to know.

EXT. THE FRONT PORCH, THE HOUSE ON THE HILL - ANOTHER NIGHT, 1925

And we see Benjamin, still in his wheelchair, is sitting beside a particularly small older African man in a neat suit sitting on a glider. We will come to know the small man in the neat suit as OTA BENGA. Ota, telling him...

OTA BENGA

I was a member of the Chirichiri people who lived in the forests of equatorial Africa near the Kasai River. My first wife had been captured by a neighboring tribe and eaten. My second wife had stepped on the head of a viper and died of snakebite.

(his smile)

It was bad luck to be married to me.

(after a beat)

I was captured by the Baschiale tribe in 1904. They sold me for a goat, five bars of soap, two pairs of walking boots, and fifteen bottles of beer...to a man named Verner. He took me with eight others from my tribe to St. Louis, where they had built a replica of a pygmy village at the Worlds Fair.

EXT. THE WORLD'S FAIR, PYGMY VILLAGE, ST. LOUIS - DAY, 1904

And we see people looking at the Pygmy Village...Ota Benga among the pygmies...

OTA BENGA'S (V.O.)

This was no carnival sideshow. Extensive sets of measurements were to be taken, important data collected, to serve as the basis of a subsequent anthropological study.

The pygmies being measured from head to toe.

OTA BENGA'S (V.O.)

It wasn't much of a community; there were no women, and they had us living in a tent behind a fence. We had to borrow blankets from our neighbors in the American Indian building to keep warm.

The Pygmies wrapped in Indian blankets, sitting around their tent playing cards and drinking.

OTA BENGA'S (V.O.)

Other human exhibits showcased at the fair included...the Ainus from Japan...

EXT. THE WORLD'S FAIR - DAY, 1904

A strange tribe of Japanese covered with tattoos...

OTA BENGA'S (V.O.)

And Patagonians from South America.

An Amazon village...complete with a waterfall...

EXT. THE PORCH, BALTIMORE - NIGHT, 1925

Ota Benga and Benjamin sitting on the porch...

OTA BENGA

But I was the crowd favorite.

He shows his teeth...and they've been carved, sharpened like tiny daggers...

OTA BENGA (cont'd)

(smiles)

They thought I was a cannibal. I let them take my picture for five cents.

And we see Ota Benga, looking fierce with his dagger-like teeth, having his picture taken...

OTA BENGA (cont'd)

When the fair was over they gave each of us a fifty-cent pocket watch chain, and fifteen cents in spending money, and put us on a ship back to Kasai. When I returned home everybody in my family was dead.

EXT. EQUATORIAL AFRICA - ANOTHER DAY

Ota sitting alone along an African river.

EXT. THE PORCH, THE HOUSE ON THE HILL - NIGHT, 1925

OTA BENGA

I was very lonely.

He's still. After some moments...

## OTA BENGA (cont'd)

Now, there was a zoo in the Bronx, New York, The New York Zoological Park, run by a man named William Hornaday. The ultimate exhibit for any zoo, he believed, was another human being. In 1897 Robert Peary had brought six live Eskimos back from his polar expedition and lent them to New York's Museum of Natural History.

## INT. THE NEW YORK NATURAL HISTORY MUSEUM - DAY, 1897

Spectators looking at an Eskimo exhibit...with real Eskimos...unfortunately one of them keels over...

## OTA BENGA'S (V.O.)

Four of them promptly died...the museum dissected them and added their bones to its collection.

## EXT. EQUATORIAL AFRICA - ANOTHER DAY, 1906

Ota Benga still sitting by the river.

## OTA BENGA'S (V.O.)

Opportunity was to knock again.

And we see a party of white men coming along the river...

## OTA BENGA'S (V.O.)

Thousands of people showed up on the first day...

## EXT. THE NEW YORK CITY ZOOLOGICAL PARK, BRONX - DAY, 1907

We see people, twenty deep, crowded around an enclosure. And we see the reason for their attention. At "The Monkey House," there are a line of cages that open onto a common open air compound. We can see monkeys being let out of their cages to play and preen in the compound. And we see the last cage to be opened, contains one dagger-toothed pygmy in his native tribal wear, the indefatigable Ota Benga...

## OTA BENGA'S (V.O.)

The New York Times said, "Bushman shares a cage with Bronx park apes."  
(a beat)

The monkeys, they did some tricks...

We see monkeys doing some tricks...

## OTA BENGA'S (V.O.)

I threw a spear...

We see him throwing a spear at a target...missing badly...

## OTA BENGA'S (V.O.)

I wrestled with Duhong an orangatang...

Ota wrestling with the orang...

OTA BENGA'S (V.O.)  
 When I wasn't wrestling or playing  
 with the monkeys they wanted me to  
 charge the bars of my cage...

And we see just that, Ota charging the bars of his cage...

OTA BENGA'S (V.O.)  
 ...with my teeth bared to scare the  
 little children...

And we see just that...

OTA BENGA'S (V.O.)  
 Everyone was happy, except, the New  
 York Baptist Churches. They opposed  
 the Monkey House show on  
 fundamentalist religious grounds.  
 They said that the exhibition was  
 encouraging the Darwinist theory of  
 evolution.

Ota charging the cage one more time.

OTA BENGA'S (V.O.)  
 They stopped the monkey house show.  
 Instead, they let me roam freely  
 around the zoo, though a keeper was  
 always close at hand...

EXT. THE BRONX ZOO - ANOTHER DAY, 1907

We see Ota, in his tribal costume, walking through the  
 crowds...a "keeper" close at hand...

OTA BENGA'S (V.O.)  
 Crowds would follow me...at first they  
 would stay their distance...

The crowds following him at a safe distance....

OTA BENGA'S (V.O.)  
 But somebody would get brave and poke  
 me and run away...

We see somebody doing just that...

OTA BENGA'S (V.O.)  
 And then others...and others....

The same...

OTA BENGA'S (V.O.)  
 Or trip me...or push me down....or  
 spill ice cream on me...

We see that...

OTA BENGA'S (V.O.)  
 And everyone laughed...

The people laughing at the fallen Ota...

EXT. THE PORCH, ON CHERRY BLOSSOM HILL - NIGHT, 1925

OTA BENGA

I was sent to study the bible in the Virginia Theological Seminary and College in Lynchburg, Virginia...I took a job in a tobacco factory there...Everybody, for some reason, called me "Bingo."

BENJAMIN

Why didn't you go back to your home in Africa?

OTA BENGA

I often thought about it. But war between the English and the Dutch had broken up the kingdom I had come from.

(a beat)

It would be nice to sit by a river again.

It's quiet.

OTA BENGA (cont'd)

People asked me...Didn't you feel like a freak? Didn't you want your freedom? And I tell them...freedom is something inside you...only a slave can tell you what is free...

And it registers with Benjamin.

OTA BENGA (cont'd)

(beat, looking at a watch)

I think it is time to go to bed...It has been nice talking to you Benjamin.

BENJAMIN

It was nice talking to you Ota.

And maybe it's the night air, or something in his eye...but it appears that Ota has tears in his brown eyes...And as he gets up and with a great deal of dignity quietly goes back inside the house:

INT. QUEENIE'S ROOM, UNDER THE STAIRCASE - LATE NIGHT, 1925

The small room with the small window.

BENJAMIN BUTTON'S (V.O.)

I would sleep beside Queenie.

We see Benjamin in a bed made on the floor...Queenie in her bed...

BENJAMIN BUTTON'S (V.O.)

I loved her very much. She was like my own mother.

And we see he reaches to hold her hand. And they lay like that holding hands, Queenie in bed, the aged Benjamin on the floor...

BENJAMIN

(whispers)

Do people ever get younger?

QUEENIE

We're only goin' one way...What do you mean, younger?

BENJAMIN

It's hard to explain...It's like somedays I wake up and feel different than the day before? Like I was younger...stronger...

QUEENIE

Don't talk crazy. When we're born, we're all goin' the same way, just taking different roads to get there...you seem to have got there a little quicker than everybody else...Although what's keeping your head still above water is a mystery to me...

And the only advice she can give him...

QUEENIE (cont'd)

Don't be tempted by the shiny apple. Don't eat of the bitter fruit. Hunger only for the taste of justice. Hunger only for the taste of truth. Because, big or small, rich or nothing at all...All you got is your soul...

BENJAMIN BUTTON'S (V.O.)

Sometimes, late at night, she'd have company...

We see the door opening and Tizzy coming in...climbing into bed with Queenie...

BENJAMIN BUTTON'S (V.O.)

And I'd go sleep somewhere else...

INT. THE PARLOR, THE CHERRY HILL HOUSE - LATE NIGHT, 1925

Benjamin, lying on the couch. And one of the boarders, unable to sleep, is explaining to him...

## AN OLD WOMAN

(in her nightgown,  
whispering)

There's these things called  
urges...every person gets them...and  
you either get to fill your urges or  
you got to wait...some people wait too  
long and they forget what they were  
urging about to begin with....some get  
all impatient and don't wait at all  
and it's over before it's begun...

(a knowing smile)

...some get it just right...

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

I learned all sorts of things you  
couldn't learn just anywhere...I don't  
know why, older people have a lot to  
say about the world but nobody  
listens.

INT. THE KITCHEN - DAY, 1925

An old woman telling Benjamin...

## AN OLD WOMAN

The most important thing is  
patience...

EXT. HILLSIDE, OVERLOOKING THE BAY - ANOTHER DAY, 1925

Benjamin and an old man, both of them sitting in  
wheelchairs...and the old man telling him...

## AN OLD MAN

The most important thing is  
conviction...

INT. A BEDROOM, THE HOUSE ON THE HILL - ANOTHER DAY, 1925

Benjamin in one of the bedroom's, and from behind a bathroom  
door...

## ANOTHER OLD MAN (OVER)

The most important thing is dignity...

...The toilet flush...an old man, doing up his pants, coming  
out of the bathroom...

INT. THE PARLOR, THE HOUSE ON THE HILL - NIGHT, 1925

The parlor empty. Four old women silently knitting.  
Benjamin, his cane across his lap, sitting in an old easy  
chair...One of the old women telling him...

## AN OLD WOMAN

The most important thing is  
acceptance...

Knit, knit...

ANOTHER OLD WOMAN

The most important thing is believing  
in yourself...

Knit, knit...

ANOTHER OLD WOMAN

The most important thing is passion...

Knit, knit...

ANOTHER OLD WOMAN

The most important thing is, "Don't  
sweat the small stuff."

Knit, knit...

EXT. THE OLD WIDE PORCH - LATE IN THE DAY, 1925

Benjamin sitting on the porch in a line with the others,  
watching the sun go down...

BENJAMIN BUTTON'S (V.O.)

There was plenty of wisdom to go  
around.

And as if to underscore the point, one of them, farts.

EXT. THE CHERRY HILL HOUSE - ANOTHER DAY, 1925

The old stately house the hill.

BENJAMIN BUTTON'S (V.O.)

On Sunday's their family's would come  
and visit...

We see the boarders on the lawn with their loved ones. And  
we see Benjamin, without any family of his own, sitting in  
his wheelchair on the lawn alone.

BENJAMIN BUTTON'S (V.O.)

Sometimes, I'd have this feeling  
somebody was watching me...

And we see a car's stopped...a man getting out, coming to  
stand in the road, looking at the home on the hill...And we  
realize it's THOMAS BUTTON...looking at his son...

BENJAMIN BUTTON'S (V.O.)

Sometimes, even with all the people  
there...

Benjamin instinctively turning, but it's too late, his  
father's gone back into the car, driving off...Benjamin left  
sitting alone on the lawn overlooking the Cheseapeake Bay...

BENJAMIN BUTTON'S (V.O.)

...Sometimes, I felt, all alone...

There's a cloudburst, the people going inside for cover...and still Benjamin sits on the lawn overlooking the Chesapeake Bay, the rain falling on him...a man old before his time, alone...

DISSOLVE TO:

INT. THE TRAIN STATION, BALTIMORE - DAY, 1930

The familiar old clock above the terminal. The hands of Mr. Cake's clock, "the hands of time," still taking its journey, running backwards...And the year is "1930."

EXT. THE HOME ON CHERRY BLOSSOM HILL, BALTIMORE - IN THE AFTERNOON, 1930

The familiar lawn, the people gathered with their families...

BENJAMIN BUTTON'S (V.O.)

It was on Thanksgiving, in 1930, I was to meet somebody who would change my life forever.

And we see an older man walking with the aid of a cane, coming out of the house, coming down onto the lawn...and as he comes closer we realize it's Benjamin. Still in need of a cane...but he's standing nearly upright now...his back not as stooped, his spine straighter. He's still wearing glasses, but no longer needs a hearing aid...and he has a distinctive shock of thick white hair, and with his white eyebrows and even a neat white beard...in a nice suit and a tie...he's a very distinguished looking man of 75, or, what would be in normal years, a growing ten year old...He stops, briefly talking with one of the families...he comes across the lawn...

And we see him come to a family where there is a well dressed red haired woman in a fur coat, and a tall elegant man, in their thirties...standing talking with an older woman, still with red hair, in her seventies...we'll come to know her as GRACE FULLER...And she stops Benjamin to introduce him to....

GRACE FULLER

Benjamin, this is my daughter Judith, and her husband William...

WILLIAM

Nice to meet you, sir.

A LITTLE GIRL'S VOICE (OVER)

Watch, Nana...

They turn and see a little girl, just six, in tights and a party dress, is doing a headstand on the grass...and we see what she sees, from her perspective, the endless empty sky...

And there's something timeless about it...the little girl standing on her head...the stately old house against the sky...something that is perfect; a perfect moment, something that is forever...and as she comes running over...we see she has red hair, and distinctive blue Vermeer eyes...It could be nobody but DAISY...

GRACE FULLER

That was something...

DAISY

I like what it looks like upside  
down...all you can see is the sky...

GRACE FULLER

(introducing her  
to Benjamin)

This is my granddaughter Daisy...This  
is Mr...I'm afraid I don't know your  
last name...

BENJAMIN

Benjamin is just fine...

BENJAMIN BUTTON'S (V.O.)

I would never forget her blue eyes.

DAISY

(to Benjamin)

Do you like my party dress...?

BENJAMIN

It's lovely...

DAISY

I can do cartwheels...

And without needing any encouragement that's just what she  
does...running across the lawn, as free as a bird, doing  
cartwheel after cartwheel after cartwheel after cartwheel...

TIZZY

(calling to them)

Dinner is served...

INT. THE HOUSE ON CHERRY BLOSSOM HILL - THANKSGIVING  
EVENING, 1930

The families all gathered in the dining room their heads  
bowed, saying a prayer. And the Thanksgiving prayer  
finished, the room is filled with good noise, passing food,  
talking. We see Daisy is sitting across from Benjamin...

DAISY

Did you know turkeys aren't birds...?

BENJAMIN

How is that?

DAISY

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

Before Benjamin can say anything...

QUEENIE

Can I say something to you all...

They quiet.

QUEENIE (cont'd)  
While we're giving thanks...I've had a  
miracle happen.

(after a beat,  
touching her  
stomach)

The Lord saw fit. I'm pregnant...

Benjamin turns...and we can see his heart beginning to break...He looks over, Tizzy, proudly smiling...And as Queenie accepts congratulations...Benjamin's old face, watching her...

INT. THE PARLOR, THE HOUSE ON THE HILL - THANKSGIVING  
NIGHT, 1930

The families sitting around the parlor. And we see old Benjamin, in truth just an eleven year old, sitting with Daisy on a couch...reading to her...Katherine Fowler's children's book of the time, "The Book of Enchantment."

DAISY  
(looking at him, a  
child's intuition)  
You don't seem old like everybody else  
here.

BENJAMIN  
Why do you say that?

DAISY  
(shrugs)  
It's like you don't know that much.  
Like you're just a boy or something,  
still learning things.

BENJAMIN  
(can only say)  
There's a lot to learn.

And he sees Queenie is standing over him...

QUEENIE  
(sensitive)  
I want you to know...you was my  
first...I will always love you...

And he says, despite his heartbreak...

BENJAMIN  
Nobody could be a better mother than  
you...

And as she hugs him...holding him tight...

EXT. THE HOUSE ON THE HILL - NIGHT, 1930

The families at the door, saying their goodnights,  
leaving...And we see Benjamin saying goodnight to some people  
and then Daisy is there at his side...

DAISY

Goodnight...

BENJAMIN

Goodnight...

DAISY

Can I tell you a secret?

He bends, to listen...and she whispers...some childhood intuition...

DAISY (cont'd)

I love you.

She quickly kisses his cheek and runs outside to catch up with her mother and father...And as he stands in the doorway, watching her go off with her family...getting into a car...and drive away...into the night...

BENJAMIN BUTTON'S (V.O.)

I never did forget her eyes...

INT. QUEENIE'S ROOM - NIGHT, 1931

We see Benjamin in his bed on the floor...

BENJAMIN BUTTON'S (V.O.)

When the baby came things were different...

We see Queenie in bed, nursing the baby...And Tizzy coming in...sitting beside her on the bed, talking to her while she feeds the baby...paying no attention to Benjamin getting up and leaving...

INT. ANOTHER BEDROOM, LATE AT NIGHT, 1931

We see Benjamin lying under a blanket on the floor...

BENJAMIN BUTTON'S (V.O.)

I had moved into my own room...on the third floor...where there was a tree and you could see on one side the bay and the other the city...

And we see just that, a window on one side looking out at the Chesapeake Bay, a window on the other side, a tree growing outside the window, looking out at the city...

And we realize this isn't just any room, it's the room Daisy is in so many years later...but for now...

As Benjamin looks out his window...

BENJAMIN BUTTON'S (V.O.)

I spent a lot of time by myself that year...

INT. A MOVIE THEATER - DAY, 1931

Benjamin, sitting alone, just another old lonely man watching a movie...

INT. BENJAMIN'S ROOM - ANOTHER DAY, 1931

Benjamin, lying on his bed, alone in his room. He looks out the window. He can see Queenie sitting on the grass watching her baby crawling. He looks at his reflection in a mirror...

BENJAMIN BUTTON'S (V.O.)

I felt different from everybody else...like God was making an example out of me...

EXT. THE CHESEPEAKE BAY - DAY, 1931

The tide out. Benjamin, in his wheelchair, sitting on the "beach." And the tide, which changes in a matter of moments, starts to come in...Benjamin wheeling as fast as he can to escape it...but to no avail...Benjamin sitting in the wheelchair with water up to his neck...

BENJAMIN BUTTON'S (V.O.)

The good news was, I made a new friend...

INT. THE HOUSE ON THE HILL - ANOTHER DAY, 1931

We see a small OLD WOMAN, wearing a hat, white gloves, a suitcase at her feet, has come to stand just inside the front door...Benjamin sitting alone in the parlor, seeing her...

BENJAMIN

May I help you...?

THE OLD WOMAN

I'm supposed to be moving in today.

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

QUEENIE

It's Mrs. Maple, isn't it?

THE OLD WOMAN

That's correct.

QUEENIE

(to Benjamin)

Mrs. Maple will be staying in Mrs. Drapers room. Could you show her to her room? I'll be right with you with some fresh towels...

Benjamin helps her with her bags, showing her up the stairs..

BENJAMIN

I'm Benjamin...

THE OLD WOMAN

I'm Helen...Helen Maple...

INT. HELEN'S ROOM - DAY, 1931

Benjamin sitting with Mrs. Maple as she puts her things away...

BENJAMIN BUTTON'S (V.O.)

Her husband had died a year previous.  
She had a daughter in Memphis. A son  
in Philadelphia. Her oldest son had  
died in World War I.

EXT. THE FRONT, WORLD WAR I - AFTERNOON, 1916

We see a no-man's land...the endless trenches on either side  
of it...the Germans and the Americans...And we hear Christmas  
carols playing...

BENJAMIN BUTTON'S (V.O.)

There had been a Christmas truce.

As we look in the American's trench, there's a small  
Christmas tree...the soldiers eating where they sit...we see  
among them a young man who has his mother's eyes...Helen's  
son...and suddenly a soccer ball rolls into the trench,  
landing at the young Man's feet...and German voices are  
calling out across the no-man's land...and the young Man's  
tempted to lift his head...

A MAN

(warning him)

Keep your head down...! It could be a  
trick.

But the young man, trusting, stands and looks out from the  
trench...and instead of getting shot...he sees a young man  
from the German trenches offering...

THE GERMAN

Do you want to play soccer?

EXT. THE FRONT, THE NO MAN'S LAND - CHRISTMAS, 1916

And we see a Christmas soccer game being played in the  
no-man's land...a wild wonderful free-for all, fifty men from  
each side...and the others standing cheering them  
on...Helen's boy playing...running like the wind...and they  
play on and on...through nightfall...until they can play no  
more...and they shake hands, going back toward their  
trenches...the men singing, as they go their separate ways,  
"Silent Night..." The young Man runs to retrieve the  
ball...the men going back down into their respective  
trenches...the young Man picking up the ball...to return it  
to the Germans...

THE YOUNG MAN

(his sweet smile)

Here's your ball back...

He's about to throw it back over...when suddenly a shot rings  
out...the young man shot down...the truce over...the men  
shooting at each other again...and Helen's boy lying in the  
no-man's land between them, the soccer ball at his side...

BENJAMIN BUTTON'S (V.O.)  
Helen had been famous once...

EXT. NIAGRA FALLS, NEW YORK - DAY, 1917

The great roaring falls.

HELEN MAPLE'S (V.O.)  
The Pan American Exposition was being held in nearby Buffalo. I thought it was a good way to call attention to the fact that women couldn't vote.

And we see Helen, in a black almost funereal dress, coming to the top of the falls...and shortly behind her a small group of men are carrying a 160 lb. oak barrel...

HELEN MAPLE'S (V.O.)  
I couldn't swim a stroke...

And we see on the barrel an American Flag and a sign, "Women Have A Voice, Too." And we see Helen have her picture taken with her handlers and the barrel. And then she climbs into the barrel. It's closed.

HELEN MAPLE'S (V.O.)  
I knocked twice to say, everything's okay. And they rolled me...over the falls...

And that's just what they do, rolling the barrel over the falls...the barrel toppling and turning under the tremendous water...a cork...until it lands at the bottom, taken by the surging water until a boat at the bottom manages to haul it in...and we see Helen climbing out of the smashed barrel...

HELEN MAPLE'S (V.O.)  
My nose was broken...I broke my shoulder, my pelvis, four ribs, and my right ankle...When a reporter asked me how did I feel?

HELEN MAPLE  
Nobody ought to ever do that again.  
Let women vote.

And just like that she walks off to never do that again.

BENJAMIN BUTTON'S (V.O.)  
We would talk about many things...

INT. THE OLD AGE HOME, THE PARLOR - NIGHT, 1931

Benjamin and Helen in deep conversation...

BENJAMIN BUTTON'S (V.O.)  
...and laugh...

EXT. THE OLD AGE HOME, THE PORCH NIGHT, 1931

Benjamin and Helen sitting outside...laughing about something...

BENJAMIN BUTTON'S (V.O.)  
 She taught me to read...what she  
 called fine "literature."

INT. HELEN'S ROOM - ANOTHER DAY, 1932

Benjamin reading to Helen, "F. Scott Fitzgerald," and the  
 like.

BENJAMIN BUTTON'S (V.O.)  
 ...To play the piano...

INT. THE PARLOR, THE HOUSE ON THE HILL - ANOTHER NIGHT,  
 1932

Helen teaching Benjamin to play the piano...Which he plays  
 quite well...

INT. HELEN'S ROOM - ANOTHER NIGHT, 1932

We see a victrola playing...

BENJAMIN BUTTON'S (V.O.)  
 ...To dance...

We PAN over...and we see Helen and Benjamin dancing slowly,  
 but innocently...like two eighty year olds...

BENJAMIN BUTTON'S (V.O.)  
 There were many changes...

INT. A BATHROOM, THE HOUSE ON THE HILL - NIGHT, 1932

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

BENJAMIN BUTTON'S (V.O.)  
 Hair was growing, in all sorts of  
 places...

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

BENJAMIN BUTTON'S (V.O.)  
 And I made another new friend...

And as he shakes hands with his other "new" friend...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1932

Benjamin in bed in the third story room...

BENJAMIN BUTTON'S (V.O.)  
 And I'd visit with my other new  
 "friend" almost every night...we had a  
 lot to "talk" about...

And we see the tell tale signs of friends "talking..."

EXT. THE DOCKS, CHESEPEAKE BAY - DAY, 1932

The busy docks...

BENJAMIN BUTTON'S (V.O.)  
I'd kill time at the docks...watching  
the boats go in and out...

And we see Benjamin, just another old man sitting on a wall with a line of other old men, "killing time," watching the boats come and go...

BENJAMIN BUTTON'S (V.O.)  
On this one particular day...

EXT. THE DOCK'S - EARLY IN THE MORNING, 1932

Benjamin, sitting alone, watching the boats going out for the days work...

A MAN'S (V.O.)  
Hey, old man...

Benjamin turns...and he sees a man in his late forties on a TUGBOAT, "The Jupiter," an old rusted tug built out of charcoal iron...The man, the Captain, we'll come to know as CAPTAIN JACK CLARK...along with three deckhands...

CAPT. JACK CLARK  
My fifth hand didn't show up. Do you  
know how to handle a rope?

BENJAMIN  
(honestly)  
I've never been on a boat.  
(beat)  
But I could learn.

EXT. THE TUGBOAT, THE CHESEPEAKE BAY - DAY, 1932

And we see Benjamin "learning the ropes..." helping to tow the grand ships, the ocean liners, into and out of the Bay...

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

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

Jack a drinker and a dreamer...drinking away as they go in for the night...Benjamin sitting with him...

CAPT. JACK CLARK  
I've been in 42 countries, 134 ports  
and one thing I know for sure...we  
come into this world alone and we go  
out of this world alone...You can't  
count on anybody but yourself...and you  
can't even be sure about yourself...

He does some hard drinking...And after some moments...

CAPT. JACK CLARK (cont'd)  
I'm going to tell you something I  
never told anyone...(leaning closer) I  
wanted to be an artist...

(he laughs)

I went out on my father's boat working  
the tow everyday...He was a little  
man, "tug Irish," is what they called  
them. They said the Irish were the  
only one's stupid enough to work a  
tugboat. One day I got the nerve up  
and told him...I didn't want to spend  
the rest of my life on a tugboat...I  
wanted to paint...You know what he  
said? "God didn't mean for you to  
paint. God meant for you to work a  
tugboat."

(meaningful beat)

I just went and showed God, and  
painted myself...

He opens his shirt and we see he's covered, head to toe, with  
an array of tattoos, "his paintings," from butterflies to the  
"face" of his God...every picture a story. He hands Benjamin  
the bottle...Benjamin drinking with him...And as they drink:

CAPT. JACK CLARK (cont'd)  
How old are you Benjamin?

BENJAMIN  
Seventy...

CAPT. JACK CLARK  
What the hell have you been doing with  
your life?

BENJAMIN  
It's a short story...

And they laugh...getting drunk...

CAPT. JACK CLARK  
Can you still get it up?

BENJAMIN  
Get it up?

CAPT. JACK CLARK  
You know the old pole? The woody?  
The hard one? The big fishbone?

BENJAMIN BUTTON'S (V.O.)  
He took me to meet a friend of his...

INT. A BALTIMORE ROAD HOUSE - NIGHT, 1932

A black jazz club...music playing...and we see Benjamin  
standing listening to the music...when Captain Jack comes  
through a back door...He motions Benjamin to follow  
him...going out through the back door...

EXT. THE BALTIMORE ROAD HOUSE - NIGHT, 1932

...and up some stairs and into an old wood building...

INT. BALTIMORE WHORE HOUSE - NIGHT, 1932

They come into a small parlor where some girls, both black and white, are sitting around...

BENJAMIN BUTTON'S (V.O.)

It was a night to remember...

A thin Girl, just about nineteen, of mixed ethnicity...

THE GIRL

How are you old man?

INT. A ROOM IN THE WHORE HOUSE - NIGHT, 1932

And we see Benjamin and the girl sitting on a bed...and as she undresses him...

THE GIRL

We'll take it nice and easy...we don't want to see you have a heart attack or anything...

And as she undresses him...Benjamin, shy...We Pan over to a clock...the time just 9:00...

LAP DISSOLVE TO

INT. THE ROOM IN THE WHORE HOUSE - NIGHT, 1932

And we see Benjamin and the Girl on the bed still going at it...

THE GIRL

My God, don't you ever get tired...?

And its then we see the clock...it's at 10:30...and he still hasn't...

LAP DISSOLVE TO

INT. THE ROOM IN THE WHORE HOUSE - NIGHT, 1932

The first thing we see is the clock...approaching 12:00 midnight...and still...

THE GIRL

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

And that's just what she does...stopping to catch her breath...

INT. THE ROOM IN THE WHOREHOUSE - LATER STILL, 1932

It's past 1:00 now...Benjamin and the girl still going at it when...

BENJAMIN  
I think...I think...

THE GIRL  
Yes...yes...yes...

INT. THE PARLOR IN THE WHOREHOUSE - LATER STILL, 1932

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

BENJAMIN  
Thank you...

THE GIRL  
(exhausted, but  
happy)  
No, thank you...

When Benjamin starts to leave...a bedroom door opens and a man, putting on a raincoat is coming out from one of the rooms...and we see it's Benjamin's father...THOMAS BUTTON... Having taken solace in the arms of a whore...Seeing Benjamin he slows...Benjamin, unaware of who he is, turns and goes...

EXT. THE STREET, BALTIMORE - LATE AT NIGHT, 1932

It's a wet night. Benjamin, hands in his pockets, walks along the quiet street, going home...a car pulls alongside him...and we see Thomas Button is driving...

THOMAS  
Can I offer you a ride somewhere...?

BENJAMIN  
(slows)  
That's very generous of you.

He gets in.

INT. THOMAS' CAR, BALTIMORE - LATE AT NIGHT, 1932

The drive in an awkward silence.

THOMAS  
My name is Thomas, Thomas Button.

BENJAMIN  
I'm Benjamin.

They shake hands. They quietly ride. After some moments:

THOMAS  
Would you like to stop for a drink  
with me?

BENJAMIN  
(a beat,  
accomodating)  
That would be fine.

INT. A BALTIMORE BAR - LATE AT NIGHT, 1932

A small old bar. Benjamin and his father sitting in the back...

THOMAS

...My wife passed away thirteen years ago...

BENJAMIN

I'm sorry. Do you have children?

And there's a moment when it seems like Thomas is going to tell him, everything...but he thinks better of it...

THOMAS

(shakes "no.")

My wife died in childbirth.

BENJAMIN

I'm very sorry.

(beat)

What happened to the baby?

Thomas doesn't say anything...instead...

THOMAS

(toasts, sadly)

To children.

BENJAMIN

(nods, toasts)

To children...

THOMAS

(knowing full well)

What about you? Do you have any family?

BENJAMIN

(wry)

I guess you could say I was born before my time.

There's an awkward quiet. After some moments:

BENJAMIN (cont'd)

What line of work are you in, Mr. Button?

THOMAS

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

And as they talk into the dead of night...

EXT. THE HOUSE ON THE HILL - LATE NIGHT, 1932

The car's stopped outside the house...Benjamin getting out...

THOMAS  
I enjoyed talking to you...

BENJAMIN  
I enjoyed talking to you...

He starts inside...

THOMAS  
(after him)  
Benjamin...

Benjamin slows...

THOMAS (cont'd)  
(awkwardly)  
Would you mind, if time to time, I  
stopped by and said hello...?

BENJAMIN  
Not at all.

THOMAS  
(happily)  
Goodnight, Benjamin.

BENJAMIN  
Goodnight, Thomas...

Benjamin turns inside. Thomas looks after him for a long moment...and as he drives away...

EXT. THE LAWN, THE HOUSE ON THE HILL - ANOTHER DAY, 1934

The families on the lawn...

BENJAMIN BUTTON'S (V.O.)  
And on Sundays Daisy would come...

We see Benjamin walking with Daisy...ten now...she stops to do a headstand...and Benjamin, spry, does one with her...and as they both stand on their heads, looking at the eternal sky...

BENJAMIN BUTTON'S (V.O.)  
On one of those Sundays...

EXT. THE HILLSIDE - DAY, 1934

Benjamin and Daisy walking along the hillside through the grass...they stop...a DEER is standing in the grass across from them...shot, it's mortally wounded...it collapses, lying on its side...Daisy and Benjamin come over to it...the deer trembling...All they can do is watch it die...and when it's still...Daisy, laying her head on the deer's, crying...

BENJAMIN BUTTON'S (V.O.)  
We dug a hole and buried it...

EXT. THE HILLSIDE - NIGHTFALL, 1934

Benjamin and Daisy in the grass standing over a grave they've dug for the deer...sticks as a simple cross, a gravemarker...and with the light falling...the distant VOICES of the people looking for them, calling for them...

VOICES (OVER)

Daisy...Benjamin...

BENJAMIN BUTTON'S (V.O.)

We never said a word about it to anyone.

INT. THE PARLOR, AFTER DINNER - NIGHT, 1934

Benjamin reading to her again...but something's significantly changed...some shared communion...

BENJAMIN BUTTON'S (V.O.)

And once I took her to work with me...

EXT. THE TUGBOAT - DAY, 1934

Captain Jack at the wheel...shouting instructions to his crew...and Daisy on the bow watching as they tow a luxury ocean liner out of port...Daisy, waving to the liner's passengers, the passengers along the rail...waving to her...the Tug moving away...Benjamin and Daisy watching the ocean liner heading off to sea...the people still waving...Daisy waving them away...

DAISY

(to Benjamin)

I wish I could go with them...

And as they watch the liner, like a dream, sailing away...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - LATE AT NIGHT, 1934

BENJAMIN BUTTON'S (V.O.)

And one night...when I was visiting with my "friend"...

We see Benjamin in bed doing what comes naturally...AND WE HEAR a sound...like an animal calling...from outside somewhere..."Chirchiri...Chirchiri..." causing Benjamin to get up and look outside...and he sees having climbed the tree, sitting in the boughs naked, is OTA BENGA...calling an African call...

OTA BENGA

"Chirchiri...Chirchiri..."

Benjamin opens the window...

BENJAMIN

(concerned)

Ota...?

He looks at Benjamin but doesn't seem to see him...Instead he climbs higher...going up onto the roof...standing naked on the rooftop...

BENJAMIN (cont'd)  
(worried)

Ota!

Nothing.

BENJAMIN (cont'd)

Ota!

And when he doesn't get a response...Benjamin climbs out the window onto the tree...standing on a precarious branch...he manages to climb up onto the roof...

EXT. THE ROOFTOP, THE HOUSE ON THE HILL - NIGHT, 1934

He sees the naked Ota standing on the lip of the roof quietly looking out toward the Bay...

BENJAMIN  
(approaching,  
quietly)

Ota, why don't you come back inside...

OTA BENGA

I can see my village...smoke curling  
from the fires...

(listening)

...If you listen closely you can hear  
my river...

And a soft breeze blows rustling the tree...like a river...

OTA BENGA (cont'd)  
(to Benjamin,  
pleasantly)

It was nice visiting you. I'm going  
to go home now...

And before Benjamin can say anything Ota simply takes a step off the roof as if walking along a path...and he keeps walking in mid-air...as he falls...to the blessed earth. As Benjamin comes to the edge of the roof, looking down at his friend...

BENJAMIN BUTTON'S (V.O.)  
I know how much he loved his river....

EXT. THE TUGBOAT, CHESEPEAKE BAY - ANOTHER DAY, 1934

And we see Benjamin with the help of Captain Jack putting Ota Benga's casket into the water...the casket bearing the ill-fated pygmy, floating out to sea...

BENJAMIN BUTTON'S (V.O.)  
And I sent him home...

INT. HELEN'S ROOM, HOUSE ON THE HILL - ANOTHER DAY, 1935

And we see Benjamin's reflection in a mirror...We PULL BACK TO SEE we're in Helen's room...Benjamin sitting in a straight back chair...Helen, cutting his hair...

HELEN MAPLE

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

BENJAMIN

(troubled)

I don't know why...I feel like I'm getting younger instead of older...

(whispers)

I know how crazy it sounds...but I feel like I'm growing backwards...

HELEN MAPLE

Well, what a wonderful thing that would be...

But he's quiet...

BENJAMIN

(his fears)

If it's true...if I'm getting younger...instead of older...Everybody I love, everybody I know, will die before I do.

(looks in mirror,  
a beat, quietly)

And what is ahead for me? What's it like being younger...and younger...? Being forty and twenty...Will I know what I know now...? What will I remember...?

(more so)

What will I forget?

(a beat)

Everybody will be gone. I'll be all alone...

And there's something terribly lonely about it...and Helen assures him...

HELEN MAPLE

Everybody is going to die sometime, Benjamin...nobody knows when...I don't know if you're getting younger, or you found the fountain of youth, or just what...but youth can be wasted on the young...there's experience with age...and yes, there's fear...the same fear everyone has...the fear of the unknown...But you can't let it stop you...

(a beat)

My mother always said, when I was afraid of anything, "Sometimes you must be willing to die in order to live..."

And she finishes cutting his hair...She looks at his reflection in the mirror...

HELEN MAPLE (cont'd)  
You're a very handsome man...

BENJAMIN  
You're a very beautiful woman...  
(affectionately)  
Would you like to dance, Helen?

HELEN MAPLE  
(smiles, wry)  
I don't think I've ever danced with a young man before.

He smiles. She puts on the victrola...Louis Armstrong...and as they dance in her room...while the sun either sets or rises...depending on your age...

BENJAMIN BUTTON'S (V.O.)  
And one day....

INT. THE HOUSE ON THE HILL - ANOTHER DAY, 1935

We see Benjamin knocking on Helen's door...

BENJAMIN  
Mrs. Maple.

There's no response. He opens it, going inside...Helen, sitting in a chair by the window, looking out at the bay...the victrola playing the Louis Armstrong...

BENJAMIN (cont'd)  
Would you like to take a walk, Helen?

He comes around the chair. And he sees she's still... perfectly still...her soul moved on....

EXT. THE HILLSIDE PLOT, IN SIGHT OF THE HOUSE ON THE HILL - DAY, 1935

The cemetery plot...the boarders gathered saying their farewells to Helen Maple...and Benjamin...the wind blowing his hair...And all he has to say is:

BENJAMIN  
(simply)  
I will never forget you as long as I live.

And as they say their goodbyes...

INT. BENJAMIN'S ROOM - ANOTHER DAY, 1937

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

BENJAMIN BUTTON'S (V.O.)  
Two years later, in the eighteenth year of my life...when I was 67...I packed my bag...

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

BENJAMIN BUTTON'S (V.O.)

I said goodbye...

EXT. THE PARLOR, THE HOUSE ON THE HILL - DAY, 1937

We see Benjamin, one by one, saying his goodbyes to the old people...

BENJAMIN BUTTON'S (V.O.)

(sadly)

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

And we watch him affectionately touch each of them...

EXT. THE FRONT PORCH, THE HOUSE ON THE HILL - DAY, 1937

Benjamin, suitcase in hand, has stopped on the porch with Tizzy...they shake hands...and Queenie has come out onto the porch...with her little girl...and he holds Queenie...holds her with all of his might...tears running down her sweet face. He takes up his suitcase and starts down off the porch...and Daisy, with her grandmother, are there...and he picks Daisy up...hugging her...and putting her down...he starts off...walking down the road toward the sea...when a car comes the other way...the car stopping, Thomas getting out...

THOMAS

Good luck, Benjamin...

...they shake hands...still strangers...Benjamin starts to turn to go...

THOMAS (cont'd)

(after him)

Benjamin...

Benjamin slows...And it seems like Thomas is going to tell him the truth...but instead Thomas suddenly hugs him, as if it were for the last time...And Benjamin, taking up his suitcase, moves off down the road...when Daisy, comes running after him...calling him...

DAISY

Benjamin...Benjamin...

He stops to let her catch up with him...she takes his hand...walking with him along the road...and before he goes out of sight, he bends, kissing her goodbye...and moves on...Daisy standing in the road with her back to us, waving goodbye to him...waving and waving as he goes out of sight...

BENJAMIN BUTTON'S (V.O.)

And I went off to sea...

...the old man going down the hill to find out who he is and what he is to become...

INT. DAISY'S ROOM - DAY, THE PRESENT

We see Daisy lying in her bed, the turban around her head...and she's waving like a little girl...a memory... waving goodbye...

CAROLINE

(softly)

Are you alright, mother...?

DAISY

(pulled from her  
reverie)

I'll never forget that man leaving  
that day, it like to break my little  
heart...

(uncomfortable)

...Might I have some water Sugar?

And Sugar comes and gives her some water.

SUGAR APPLE

Are you in pain? Would you like some  
of your medication?

DAISY

Yes...

Sugar Apple puts a dropper of liquid under her tongue...Daisy  
lays back...

DAISY (cont'd)

(a beat)

Sugar...is there a way you could move  
me to look outside...?

SUGAR APPLE

(to Caroline)

Could you help me?

And together they push the bed to face the window...

SUGAR APPLE (cont'd)

How is that?

DAISY

(feeling the  
afternoon light on  
her face)

Oh, that's lovely.

She shuts her eyes, drifting...

DAISY (cont'd)

(after a beat)

Go on, Caroline...you were reading...

Caroline takes up the book.

CAROLINE  
 (after a beat,  
 reading)  
 "I had gone...."

And Benjamin's voice comes in....

BENJAMIN BUTTON'S (V.O.)  
 ...with Captain Jack and his crew on  
 the Jupiter...

And as Daisy looks outside...

EXT. SOMEWHERE ON THE SEA - DAY, 1937

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

BENJAMIN BUTTON'S (V.O.)  
 Captain Jack had contracted the tug  
 out for two years with the Moran  
 Brothers International Tug and Salvage  
 Company...the old ship had been  
 refitted with a deisel engine, a  
 reworked hull, and a new sea winch...

EXT. THE TUGBOAT - DAY, 1937

The refitted Tug, "The Jupiter," on the high seas...

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

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

BENJAMIN BUTTON'S (V.O.)  
 ...The Brody twins...Rick and Nick...

Two burly hard working IDENTITCAL TWIN BROTHERS...

BENJAMIN BUTTON'S (V.O.)  
 Who got along fine out at sea...but  
 for some reason, once they were on dry  
 land...

EXT. A DOCK SOMEWHERE - DAY, 1937

The brothers getting off the tug...

BENJAMIN BUTTON'S (V.O.)  
 ...They couldn't stand the sight of  
 each other...

...and no sooner have they hit dry land they get into a  
 fistfight with each other...

BENJAMIN BUTTON'S (V.O.)  
 There was Dennis Smith...who was from  
 the Cherokee Nation...

EXT. THE TUG OUT AT SEA - DAY, 1937

An American Indian...

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

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

BENJAMIN BUTTON'S (V.O.)  
 (And)...so we went up the coast, past  
 New York...

EXT. THE HARBOR AT NEW YORK - DAY, 1937

The tug moving past the Statue...

BENJAMIN BUTTON'S (V.O.)  
 ...By the Boston harbor...

EXT. THE BOSTON HARBOR - DAY, 1937

The tug moving by the tea party Harbor...

BENJAMIN BUTTON'S (V.O.)  
 ...The coast off Maine...

EXT. THE MAINE COAST - DAY, 1937

The tug steaming past a rocky outcropping, a lighthouse, its  
 light turning, the last corner of America...

BENJAMIN BUTTON'S (V.O.)  
 And out onto the Atlantic Ocean...

EXT. THE ATLANTIC OCEAN - DAY, 1937

Benjamin, in his sixties, a boy of 18, standing on the bow of  
 the old tug on the high seas...ready to see the world...

INT. DAISY'S ROOM - AFTERNOON, THE PRESENT

Daisy lying in bed quietly staring out the window...the  
 tree's branches...

DAISY  
 (to Caroline,  
 remembering,  
 distantly)  
 There's a cigar box in the chest there  
 I think...? Would you get it for me?

Caroline goes into the chest...she comes out with an old  
 cigar box...She brings it over to the bed...Daisy opens  
 it...and it's filled with postcards...

DAISY (cont'd)  
 ...He would send me postcards of the  
 places he'd been working...

She takes one out, reading it to herself...and taking up some others...looking...reading where they came from...

DAISY

...St. John's, Newfoundland...Baffin Bay, Greenland...Liverpool, England...Glasgow, Scotland...Narvik, Norway...Hammerfest, Finland...

EXT. VARIOUS HARBORS, THE ATLANTIC OCEAN - VARIOUS TIMES, 1937

And we see the tug working in the harbors of far away places...

INT. DAISY'S ROOM - DAY, THE PRESENT

Daisy lying in bed looking out the window....

DAISY

I remember writing to him..."Dear Benjamin..." telling him everything I had been doing...

EXT. A HARBOR SOMEWHERE - NIGHTFALL, 1937

The tug on its way in for the night...Benjamin, sitting on a cleat, reading her letter...

DAISY'S (V.O.)

...I told him how I had taken up dance...and how they had invited me to audition in New York for the School of American Ballet...

EXT. AN OLD DOWNTOWN BUILDING, NEW YORK - DAY, 1937

An old landmark building.

INT. THE LANDMARK BUILDING, NEW YORK - DAY, 1937

A large open DANCE LOFT. And we see Daisy, at fourteen, in a long loose dress, and barefoot, the dancer's uniform of the time, doing a modern dance for a selection committee sitting on metal stack chairs...Daisy dancing an abstract portrayal of a deer being shot and dying...trembling...as it dies...

EXT. THE TUG IN A HARBOR SOMEWHERE - NIGHTFALL, 1937

Benjamin looking at the harbor lights as the tug nears the shore...a world away...

INT. DAISY'S ROOM - AFTERNOON, THE PRESENT

Daisy in her bed...looking at a postcard...reading, slowing...

DAISY

(and quietly)

And he once wrote to me...

INT. BENJAMIN'S ROOM, A HOTEL SOMEWHERE - EARLY IN THE MORNING, 1938

We see Benjamin in a small old room sitting at an old writing desk, with a view of a harbor...with snow falling...writing that very same postcard...

DAISY'S (V.O.)

"I've met somebody...and I've fallen in love..."

INT. THE BALLET STUDIO, NEW YORK CITY - NIGHT, 1938

Daisy, in her dance costume, sitting alone on the dance floor reading the postcard, brokenhearted...

INT. DAISY'S ROOM - DAY, THE PRESENT

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

DAISY

(reading, again)

"...I've met somebody...and I've fallen in love..."

She looks over at Caroline...

DAISY (cont'd)

(softly)

What did he have to say about it?

CAROLINE

(after a beat,  
reading)

"We were in Murmansk, Russia..."

And Benjamin's voice comes in...

BENJAMIN BUTTON'S (V.O.)

Murmansk is on the Barent Sea, and is the only ice-free ocean port in the Soviet Union...

EXT. THE OLD RUSSIAN HARBOR - DAY, 1938

We see "The Jupiter" working with other tugs in the Russian Harbor.

BENJAMIN BUTTON'S (V.O.)

We stayed at a small old hotel with the grand name, "The Winter Palace."

EXT. A MURMANSK STREET, RUSSIA - NIGHT, 1938

Snow covers the street outside of a small old turn-of-the-century hotel...a front window looks into its small lobby...and lit, like Christmas lights, a red Soviet star is on its roof, reflecting on the water along the harbor. "The Winter Palace Hotel."

INT. "THE WINTER PALACE HOTEL," MURMANSK - NIGHT, 1938

There's a small packed bar off the lobby...the bar itself just a slab of well worn maple...And we see Benjamin sitting with Captain Jack, their crew, and an admixture of various other seamen, Russians and other ethnics, sitting and standing around tables cluttered with bottles and glasses...And we see Captain Jack, drunk, his shirt unbuttoned, is telling a Russian seaman, another seaman interpreting for him into Russian, about a tattoo he has over his heart...of a hummingbird...

CAPT. JACK CLARK

...Their heart rate's twelve hundred beats a minute...it beats its wings eighty times a second...except when it's getting laid...then it goes up to two hundred beats a second...If you were to hold onto one of them, if you were to stop their wings from beating, they would die in less than ten seconds...They slowed down their wings with photography and it showed their wing tips are doing a figure-eight...

A PHOTOGRAPHIC RECORD

And we see a slow motion view of a hummingbird's wings...its wingtips indeed doing a figure-eight...

INT. THE BAR, "THE WINTER PALACE HOTEL" - NIGHT, 1938

CAPT. JACK CLARK

...The figure-eight just happens to be the mathematical symbol...

...and he points out a tattoo he has of a figure-eight next to the hummingbird...

CAPT. JACK CLARK (cont'd)

...for infinity...

BENJAMIN BUTTON'S (V.O.)

Everybody, no matter what differences they had, had one thing in common...they were drunk every night...

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

BENJAMIN BUTTON'S (V.O.)

(wryly)

It was an education...

INT. THE SMALL HOTEL LOBBY, "THE WINTER PALACE HOTEL," MURMANSK, RUSSIA - NIGHT, LATER, 1938

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

A WOMAN'S (V.O.)

Wait, please...

And we see a WOMAN in her mid-forties...getting on the elevator...Benjamin looks over at her...

BENJAMIN BUTTON'S (V.O.)

Her name was Elizabeth Abbott. She was not beautiful. She was plain as paper...But she was as pretty as any picture to me...

"Plain as paper," ELIZABETH ABBOTT....And shortly behind her comes a tall, tired man, in a suit in his fifties....And by the look of his ruddy face, and her silent mien...they're both drunk...a long-standing agreement, not to ever go to bed sober...

BENJAMIN BUTTON'S (V.O.)

Her husband was George Abbott...he was Chief Minister of the British Trade Mission in Murmansk...and he was a spy...

They ride up. Benjamin notices she has her shoes off...her shoes sticking out of her purse. And she sees him noticing her stocking feet...The elevator reaches their floor. George and Elizabeth rotely getting off...And she abruptly turns back to say to Benjamin..so that it's completely understood..

ELIZABETH ABBOTT

(properly, coldly)

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

She has a distinctly English accent. And as he watches her walk off along the hallway with her husband...the way drunks do...trying to keep her dignity...

BENJAMIN BUTTON'S (V.O.)

The time was filled with long days...

EXT. THE MURMANSK HARBOR, RUSSIA - DAY, 1938

The tug working, towing a large freighter into port....

INT. BENJAMIN'S ROOM, "THE WINTER PALACE HOTEL" - NIGHT, 1938

Benjamin, in his small room, sitting at the old writing desk...looking out the window into the snowy night....

BENJAMIN BUTTON'S (V.O.)

And longer nights...

He goes and lays on his bed looking out at the night...the snow falling...the "Red Star's" reflection on the water..

BENJAMIN BUTTON'S (V.O.)

And on one particular night....when I was troubled sleeping...

INT. "THE WINTER PALACE HOTEL," RUSSIA - LATE AT NIGHT,  
1938

Benjamin, unable to sleep, coming down the stairs in the silent hotel, coming down into the empty lobby...and he slows, seeing ELIZABETH ABBOTT in her bathrobe is sitting in the empty lobby, alone and lonely...and it's not the first time for her...

BENJAMIN  
(apologizing for  
disturbing her)  
I'm sorry...I was having trouble  
sleeping...

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

BENJAMIN (cont'd)  
(after a beat)  
I was going to make some tea...would  
you like some?

She shakes no...He nods. And giving her her privacy he crosses through the empty bar, through a small empty dining room...and going through some doors into an old kitchen...

He looks for the tea...He finds a tin...He puts water in a kettle...and as he watches the kettle boil...the door opens...he turns...and Elizabeth, her arms protectively folded across her chest as if she were chilled...stands by the door...And Benjamin, without asking, takes a cup for her...pouring them both some tea...

BENJAMIN (cont'd)  
Milk...? Honey...?

ELIZABETH ABBOTT  
(a beat, nods)  
Some honey, thank you.

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

BENJAMIN  
(a smile)  
Do you like flies with your tea?

She smiles...a thin smile...a smile that one has to earn with her...He puts some honey in her tea giving it to her...she cradles the cup, quietly drinking it...

ELIZABETH ABBOTT  
You're a seaman?

He nods.

ELIZABETH ABBOTT (cont'd)  
I don't mean to be rude...but aren't  
you rather old to work on a boat?

BENJAMIN

There's no age limit I'm aware of...as long as you can do the work...

She nods...they're quiet again. She sits at a stool at the counter. He pulls a stool over sitting at the counter across from her. It's dead quiet. After some moments, feeling the need to explain her presence:

ELIZABETH ABBOTT

I never sleep...well, rarely anyway...

He doesn't say anything.

ELIZABETH ABBOTT (cont'd)

I'll fall asleep with no problem...three hours later, no matter what the time, I'm wide awake...

(after a beat)

My father, when he was in his eighties, was so sure he was going to die in his sleep at night, he kept himself awake...

(a rare smile)

He would only sleep during the day...

BENJAMIN

Did he?

ELIZABETH ABBOTT

Did he what?

BENJAMIN

Die in his sleep?

ELIZABETH ABBOTT

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

BENJAMIN

(smiles)

He must have known something.

She smiles at the idea...another rare smile...that goes as quickly as it's come...buttoning back up...And it's quiet again...And when the quiet becomes oppressive...

ELIZABETH ABBOTT

My husband's the British Trade Minister. We've been here for fourteen months now...

She makes it seem like an eternity...After a moment:

ELIZABETH ABBOTT (cont'd)

We were supposed to be going to China...Peking...but it just never did work out.

(looks up)

Have you been to the Far East?

BENJAMIN  
I haven't really been anywhere.

ELIZABETH ABBOTT  
George has been doing this for quite a long time...most of our life....  
India...Burma...Egypt...Khartoum...

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

ELIZABETH ABBOTT  
(wry)  
I can tell you about bars in places all over the world...

She smiles, but it's pained, and she looks sad and lonely...

BENJAMIN BUTTON'S (V.O.)  
And we talked until just before dawn...

INT. THE KITCHEN, "THE WINTER PALACE HOTEL" - THE END OF THE NIGHT, 1938

And there's an awkward quiet...the first hint of daylight...

BENJAMIN BUTTON'S (V.O.)  
...when we said goodnight...

She's the first to get up...

ELIZABETH ABBOTT  
Thank you for the tea...

And she turns, leaving as quietly as she came...Benjamin left standing for a moment..."holding onto the time..." and then leaving...shutting the light off behind him...

BENJAMIN BUTTON'S (V.O.)  
...And we went back to our rooms...to our separate lives....

And as he goes back up the quiet stairs....

BENJAMIN BUTTON'S (V.O.)  
And every night...we would meet in the middle of the night...

INT. "THE WINTER PALACE HOTEL," RUSSIA - IN THE DEAD OF NIGHT, ANOTHER NIGHT, 1938

And we see Benjamin coming down the stairs...slowing...happy to see Elizabeth, in her bathrobe, sitting in the empty lobby waiting for him...

INT. HOTEL KITCHEN - LATE NIGHT TO JUST BEFORE DAWN, 1938

Elizabeth and Benjamin in the kitchen talking...

BENJAMIN BUTTON'S (V.O.)  
 And we would talk through the night  
 until just before dawn...when we'd go  
 back to our beds...

And we see them, like ghosts, getting up, leaving, going back  
 to their beds...until the next time...

INT. THE KITCHEN, "THE WINTER PALACE HOTEL" - THE DEAD OF  
 NIGHT, 1938

Benjamin and Elizabeth sitting at the kitchen counter again  
 quietly talking...

BENJAMIN BUTTON'S (V.O.)  
 A hotel in the middle of the night can  
 be a magical, secret place...

And we see just that; the empty front desk, with its  
 bell...the empty lobby, with it's old carpet...the open  
 elevator, just waiting...the silent stairs...the still  
 bar...the dark small empty dining room, with its white  
 tableclothes set and ready...

BENJAMIN BUTTON'S (V.O.)  
 And the sounds. A mouse stopping and  
 running and stopping and running...

And we see a mouse coming across the empty lobby floor doing  
 just that...

BENJAMIN BUTTON'S (V.O.)  
 A radiator hissing. A sink dripping.  
 A floor creaking. A curtain blowing.

And we see and hear just that...All the small sounds, like a  
 small symphony, that make up life in the middle of the  
 night...

INT. THE HOTEL KITCHEN - THE DEAD OF NIGHT, 1938

Benjamin and Elizabeth sitting quietly drinking their tea.

BENJAMIN BUTTON'S (V.O.)  
 There is something peaceful,  
 comforting, knowing that people are  
 sleeping above your head...

INT. THE HOTEL, VARIOUS ROOMS - THE DEAD OF NIGHT

And we see just that...Captain Jack Clark...who sleeps naked,  
 covered by his art, his skin illustrations...and the Indian  
 Dennis Smith, asleep in his bed...and the silent Pleasant  
 Curtis, in his...and Elizabeth's husband George Abbott,  
 unaware she's gone, in his...

INT. THE HOTEL KITCHEN - IN THE MIDDLE OF THE NIGHT, 1938

Benjamin and Elizabeth sitting with their tea at the counter.

BENJAMIN BUTTON'S (V.O.)  
 Which makes you think of all the  
 people you know and love,  
 asleep...where no harm can come to  
 them...

EXT. VARIOUS PLACES, VARIOUS BEDROOMS - THE DEAD OF  
 NIGHT, 1938

And we see just that...Queenie and Tizzy asleep together in  
 her bed...their child on the floor...and the old people in  
 the house on the hill...and Thomas Button in his bed  
 asleep...and of course...his Daisy...peacefully sleeping...

INT. THE EMPTY DINING ROOM, "THE WINTER PALACE HOTEL" -  
 IN THE MIDDLE OF THE NIGHT, ANOTHER NIGHT, 1938

And we see Benjamin and Elizabeth sitting in the empty dining  
 room at a table with a white tablecloth...talking...

ELIZABETH ABBOTT  
 (about the hotel)  
 ...It's called "The Winter Palace,"  
 because the Tsar Nicholas II, the last  
 Tsar of Russia, had come to be with  
 his wife here in 1916. He had been  
 off to war, and they missed each other  
 terribly. They arranged to meet where  
 no one would find them.  
 (motions)  
 They met in the suite on the very top  
 floor...

INT. THE TOP FLOOR SUITE, "THE WINTER PALACE HOTEL" -  
 NIGHT, 1916

And we see a woman with an angular face, the Tsarina  
 Aleksandra, waiting in the suite. The door opens and Tsar  
 Nicholas II in his military uniform, his boots muddy, is  
 standing at the door. And as they lovingly embrace...and  
 move onto the bed to make love...

INT. THE EMPTY DINING ROOM, "THE WINTER PALACE" - LATE AT  
 NIGHT, 1938

And they both instinctively look up, at the ceiling, as if  
 they could imagine them there...

ELIZABETH ABBOTT  
 A year later, they were both killed in  
 the Russian Revolution.

EXT. MOTHER RUSSIA - ANOTHER DAY, 1917

And we see the Tsar and Tsarina kneeling, being summarily  
 executed...thrown onto a truck and driven off...

INT. THE DINING ROOM, "THE WINTER PALACE HOTEL" - AT THE  
 END OF THE NIGHT, 1938

Benjamin and Elizabeth sitting alone in the empty dining  
 room...And telling him something about her own life...

ELIZABETH ABBOTT  
Love, I'm afraid, does not conquer  
all...

(meaning upstairs)  
Their room hasn't been used since.

He's quiet. And he tells her:

BENJAMIN  
I've never been in love.

ELIZABETH ABBOTT  
Never?

BENJAMIN  
Not in an adult way.

ELIZABETH ABBOTT  
(painfully,  
honestly)  
Nor have I.

They look at each other, kindred souls...

BENJAMIN BUTTON'S (V.O.)  
And I told her all about myself...and  
how I felt like I was growing  
younger...She laughed...she didn't  
really believe me...

ELIZABETH ABBOTT  
(laughs,  
affectionately)  
To think you are a boy, that would  
spend his time with me...that's  
charming...

And she touches his "old" hand...letting it linger...until  
they both become acutely aware of the contact...he  
chronologically a growing boy...and her a desirable mature  
woman...and she moves her hand...and they see the dark has  
begun to wane...they look at each other...knowing the night  
has to end...

ELIZABETH ABBOTT  
(regretfully)  
Goodnight.

BENJAMIN  
Goodnight.

And he watches her get up and leave...leave him sitting alone  
in the empty dining room...an hour before dawn...

BENJAMIN BUTTON'S (V.O.)  
We would see each other at church...

INT. A SMALL EPISCOPALEAN SERVICE IN AN OLD RUSSIAN  
ORTHODOX CHURCH - DAY, 1938

A handful of foreign nationals at service dwarfed by the old  
Cathedral. Benjamin sitting on one side of the aisle,  
Elizabeth and her husband on the other.

BENJAMIN BUTTON'S (V.O.)

At meals...

INT. THE SMALL DINING ROOM, THE HOTEL - NIGHT, 1938

Elizabeth eating in the small dining room with her  
husband...and we see Benjamin walking by them on his way  
out...

BENJAMIN BUTTON'S (V.O.)

And not once did she let on we even  
knew each other...

INT. THE LOBBY, "THE WINTER PALACE HOTEL" - IN THE MIDDLE  
OF THE NIGHT, ANOTHER NIGHT, 1938

And we see Elizabeth and Benjamin sitting in the empty lobby  
quietly talking...

BENJAMIN BUTTON'S (V.O.)

And one night she told me...

ELIZABETH ABBOTT

(telling him)

...When I was nineteen, I tried to  
become the first woman to swim the  
English Channel...

EXT. THE ENGLISH CHANNEL - DAY, 1908

And we see just that...the young Elizabeth, in swim goggles,  
her body covered with dark grease to keep her warm, swimming  
with two escort boats, across the English channel...

ELIZABETH ABBOTT'S (V.O.)

The current was so strong...for every  
stroke I took forward...I was pushed  
two strokes back...

And we see just that, her fighting the current...

ELIZABETH ABBOTT'S (V.O.)

I swam for 32 hours...and I was just  
two miles from the French shore...

EXT. THE ENGLISH CHANNEL, THE FRENCH SHORELINE - NIGHT,  
1908

Elizabeth swimming, in sight of the lights on the shore...

ELIZABETH ABBOTT'S (V.O.)

When it started to rain...

And it starts to rain on her...harder and harder...the shore  
gone from sight...

ELIZABETH ABBOTT'S (V.O.)  
 When I couldn't go any further and I  
 just stopped...

And we see her being taken into a boat, a blanket wrapped  
 around her...

EXT. CALAIS, FRANCE - NIGHT, 1908

Elizabeth, standing on a beach in Normandy with the dark  
 grease still on her, being photographed by the press...

ELIZABETH ABBOTT'S (V.O.)  
 They asked me would I try again...?

ELIZABETH ABBOTT  
 Why wouldn't I?

And she smiles, a young girl, full of life...

INT. THE LOBBY, "THE WINTER PALACE" - LATE AT NIGHT, 1938

Elizabeth and Benjamin sitting in the empty lobby...And after  
 some moments:

ELIZABETH ABBOTT  
 I never did. As a matter of fact,  
 I've never done anything with my life  
 after that...

(after a beat)

I wish I could live my life, as you  
 say you are, backwards...I wish I  
 could undo my mistakes...I married the  
 wrong man. I never had children. I  
 kept waiting, thinking I would make a  
 break...do something to change  
 things...But I never did...I let the  
 days and the years slip by...

And after some reflective moments:

ELIZABETH ABBOTT (cont'd)  
 I think everything is determined by  
 time and circumstances. Being at the  
 right time at the right place. Or  
 contrary, the wrong time at the wrong  
 place.

BENJAMIN  
 You think things are fated? There's a  
 divine hand in our fates?

ELIZABETH ABBOTT  
 I don't know if there's a grand  
 design. But I think you must  
 recognize when the time is right...and  
 go with your heart...

BENJAMIN  
 (ever hopeful)  
 You should try to swim the English  
 Channel again...

She laughs at the thought...and it's quiet...they see the dark's waning...just about their time to go...And they're quiet...not wanting the night to end...and they see a key on a hook behind the reception desk, for an empty room...they look at each other and it's something they both want...

INT. A HALLWAY, "THE WINTER PALACE" - DEAD OF NIGHT, 1938

And we see them outside a door in an empty hallway...the stillness of sleep around them...Benjamin puts the key in the lock...the door opening...they go inside...

INT. A SUITE, "THE WINTER PALACE" - AT THE END OF THE NIGHT, 1938

They quietly come inside...and we see it's the "Tsar's Suite"...the very same suite where Tsar Nicholas II and Aleksandra had stayed. They stop, absorbing the history...where even the dust hasn't been moved in 25 years...and in a corner, if a reminder is needed, are a man's, the Tsar's own muddy military boots, as if waiting for him to return...they stop to catch their breath...her back's to him...he puts his hands on her shoulders...

BENJAMIN

Are you sure I'm the right age for you...?

She turns.

ELIZABETH ABBOTT

I was going to say the same...

And they move into each other's arms...and as they lie on the bed that Tsar Nicholas and his Aleksandra had laid, and make love...the eager "eighteen" year old and the woman who tried to swim the English channel...

BENJAMIN BUTTON'S (V.O.)

And every night we would visit the suite...and our age difference should have mattered...

And it's hard to know if he means him as an old man or a young man...

BENJAMIN BUTTON'S (V.O.)

...but it didn't...

INT. THE TSAR'S SUITE, "THE WINTER PALACE HOTEL" - LATE AT NIGHT, 1938

Benjamin and Elizabeth lying in each other's arms...

ELIZABETH ABBOTT

(looking at him,  
stroking his hair)

I wish that we had met earlier...That the time and the circumstances had been different...

BENJAMIN BUTTON'S (V.O.)  
And one night...we took a walk...

EXT. MURMANSK - LATE NIGHT, 1938

And we see them walking along a silent street. Fresh snow is on the ground, brilliant under a full moon. And there's the sound of music...they come upon a small house...people inside at a wedding reception...and a Man outside drinking with some other Men, motions to them...

THE MAN  
Come...come...

They hesitate...but the man won't take no for an answer...

THE MAN (cont'd)  
(adamant)  
Come...come...!

And just for the hell of it they cross to the small house...the man leading them inside...

INT. THE SMALL HOUSE IN RUSSIA - LATE NIGHT, 1938

It's filled, people eating, dancing...and it being the shank of the evening...the music's crying...the balalaikas and the gypsy violins...that always cry for Russia...Benjamin and Elizabeth look at each other...and maybe's it's the music...or the snow...or the moonlight...but they quietly dance...like nobody else was there...and she says for so many missed days and lost nights...

ELIZABETH ABBOTT  
I wish I had met you when I was still  
a girl, swimming the English Channel.

BENJAMIN  
(romantically)  
You will always be a girl to me.

BENJAMIN BUTTON'S (V.O.)  
And one night...

INT. "THE WINTER PALACE HOTEL" - THE DEAD OF NIGHT, 1938

We see Benjamin coming down the quiet stairs, into the lobby...and he sees Elizabeth isn't there...he looks in the bar...the empty dining room...going into the kitchen...turning on the light...and still she is not there...he turns back to the lobby...sitting in the empty lobby waiting for her...and waiting for her...

LAP DISSOLVE TO

...the first hint of daylight...Benjamin still sitting waiting...and knowing she's not coming...he quietly gets up, going back up the stairs...until he goes out of sight...

EXT. THE HARBOR, MURMANSK - LATE AFTERNOON, 1938

We see the tug, done with its work for the day, coming into its berth...and Benjamin is the first off...and as he takes off running...

INT. A HALLWAY, "THE WINTER PALACE HOTEL" - LATE AFTERNOON, 1938

He comes to a room...he lightly knocks...

BENJAMIN  
(boyishly,  
properly)  
Mrs. Abbott?

The door opens at his touch...and he sees a Maid is in the room making up the room....

THE MAID  
They've gone...gone home...

And she motions outside...Benjamin comes to look out the window...and he sees a boat is leaving...and on the boat is Elizabeth standing at the stern, looking behind her, rather than ahead...as if she left a very part of her, a part of her soul, behind...and as Benjamin watches the boat move across the harbor and out of sight...equally heartbroken if he were 65 or if he were 18...The heart does that. And as he stands at the window....

BENJAMIN BUTTON'S (V.O.)  
Six months later, in 1939, after England had declared war on Germany, the tug was commissioned to serve in the Navy escorting goods and material from the United States to England...

EXT. SOMEWHERE IN THE NORTH ATLANTIC - DAY, 1939

And we see "The Jupiter," along with other tugs, in a convoy of British merchant ships, freighters and tankers, escorted by British and American Naval warships, as far as the eye can see...

BENJAMIN BUTTON'S (V.O.)  
We were based in Halifax, Nova Scotia...and we would escort the convoys from Halifax to England and turn around and come back again for the next convoy...The tug's mission was defined as to repair, to tow, to salvage and to rescue...

"The Jupiter" on the convoy line...

BENJAMIN BUTTON'S (V.O.)  
The Navy had made a film that told everything you needed to know...

INT. THE GALLEY, THE JUPITER - ONE NIGHT, 1939

And we see the men watching a black and white film from the Department of the Navy on a sheet hung to be a screen...

A MAN'S (V.O.)

"The workhorse of the Navy is the Navy tug..."

And we see various shots of tugboats doing their work at sea....ending with a heroic shot of a Navy Tug on the high seas...

A MAN'S (V.O.)

"The Navy Tug, the little ship with the big heart..."

BENJAMIN BUTTON'S (V.O.)

I bunked with Dennis Smith and silent Pleasant Curtis...

INT. A CREW QUARTER, "THE JUPITER," THE ATLANTIC OCEAN - AT NIGHT, 1939

The cramped quarters. We see Benjamin in the middle bunk, with the silent Pleasant in the bunk below him, the Cherokee Dennis Smith in the bunk above him...Pleasant, asleep...

DENNIS SMITH

Are you awake old timer?

BENJAMIN

(barely, murmurs)

Yes.

But it's quiet.

DENNIS SMITH

You don't talk much about your family and all.

BENJAMIN

I don't know anything about them...I was left when I was just born...

And Dennis, stream of consciousness...half-asleep...

DENNIS SMITH

...My family has been in this country before they started needing to tell time...A hundred years ago my great-grandfather owned a dry goods store in Atlanta, Georgia. His name was Joe Smith.

EXT. A DRY GOODS STORE IN ATLANTA - DAY, 1838

We see a Cherokee family, a man in his thirties, who looks not unlike Dennis, the women in long dresses, Joe Smith in wool pants a tie and jacket...as middle class as you or me...

INT. THE CREW QUARTER, THE ATLANTIC OCEAN - NIGHT, 1939

Benjamin in the middle bunk...Pleasant asleep below him,  
Dennis, above him, half asleep, telling his story...

DENNIS SMITH

We were farmers and shopkeepers..until  
the government decided it wasn't such  
a good idea for them to live there in  
Georgia anymore, and moved them all to  
Oklahoma...

EXT. THE TRAIL OF TEARS - DAY, 1839

And we see the Cherokees in their suits and dresses,  
having to walk to Oklahoma....

DENNIS SMITH (V.O)

Now, never having been in such hostile  
terrain, and it being colder than a  
witch's tit, it cut down their numbers  
significantly...

And we see them on the trail dropping like the proverbial  
"flies..."

DENNIS SMITH (V.O)

The story goes when somebody died the  
women would cry...and their tears  
would grow into roses...

And we see a woman crying...and from her tears sprouts a  
white rose...

EXT. THE EMPTY TRAIL OF TEARS - ANOTHER DAY, 1839

And we see the trail, empty now, except for all along the  
trail, white roses are growing...

DENNIS SMITH (V.O)

They were each given a piece of land  
to do what they wanted with it.

EXT. STILLWATER, OKLAHOLMA - DAY, 1839

The Indians standing looking at "their" land, the last worst  
place in America.

DENNIS SMITH (V.O)

My great-grandfather...took a walk and  
found just the piece of land he  
wanted...

And we see his great-grandfather, Joe Smith, walking a piece  
of land...and stopping, he sees some black water on his shoe.

DENNIS SMITH (V.O)

Twenty years later he was one of the  
richest men in all of Oklahoma.

EXT. STILLWATER, OKLAHOMA - DAY, 1860

And we see Dennis' great-grandfather, Joe Smith, still in his suit, stoically standing on his land...we slowly pull back to see he's standing in front of an oil well pumping away...and Joe Smith, slowly, smiling...

INT. THE CREW QUARTER, THE ATLANTIC OCEAN - NIGHT, 1939

Benjamin in the middle bunk...

DENNIS SMITH  
You know what the state flower of  
Georgia is?  
(beat, laughs)  
The Cherokee Rose.

And having said that final irony he turns over going to sleep...and as Benjamin lies in his bunk, Pleasant Curtis sleeping below him, Dennis Smith above him...

BENJAMIN BUTTON'S (V.O.)  
It wasn't long after we started; that  
we ran into them...

EXT. THE ATLANTIC OCEAN - ANOTHER DAY, 1939

We see "The Jupiter," a steel tow line splayed out from its winch, towing a large crippled freighter with its Union Jack flying, the HMS. BULWARK, across the ocean...

BENJAMIN BUTTON'S (V.O.)  
We were towing a British freighter,  
that had gone dead in the water, to  
Halifax for repair...

We see Benjamin and the crew watching the ship on the tow line run out some thousand feet behind them...when suddenly a torpedo hits the freighter at the stern, blowing it half out of the water...sending its crewmen, the dead and the dying into the water...its stern some twenty feet under water...its cargo hold blown open, its cargo...a fleet of military jeeps, and case upon case of oranges, and cigarette cartons, and radios, and lightbulbs...and the jeeps incongruously floating like so many dead bloated cattle until they sink like stones...and the oranges and the other goods, floating out of their crates, floating on the surface like some exotic fish...

...While the freighter, going down at the stern, threatens to pull the tug down with her...

CAPT. JACK CLARK  
(shouts)  
Take in the tow...!!

And the winch struggles to pull in the steel cable to keep the freighter on the surface...fighting the freighter sinking...and taking the tug along with it...

The tug manages to make bare headway...the tow line taut and holding...the ship's bow staying afloat, its stern in twenty feet of water...

And in the water some few are alive of the fifty or so men who were on board...the others still alive...still on the boat...

BENJAMIN BUTTON'S (V.O.)

We managed to save six lives...

We see them taking some men aboard...When we suddenly see a German Submarine, one of Admiral Doenitz "Wolfpack" U-Boats, surface, "U-237" on its side, to see the damage it's caused...when a British airplane, a low flying submarine fighting "Invader.." appears on the horizon...and the U-Boat immediately dives...the "Invader" driving it under water...and dropping anti-submarine charges as it flies over...the charges going off...the plane circling, making another run, emptying the rest of its charges, and flying off...and it's still...dead still...

BENJAMIN BUTTON'S (V.O.)

We asked the freighter Captain if he wanted to abandon ship...but he and the remaining crew chose to stay with the crippled ship...

CAPT. JACK CLARK'S (V.O.)

(on radio)

As you would, sir...We'll try to get you back in one piece...

There's a brief moment of silence for the fallen...and the tug, starts to pull the freighter through the seas...

BENJAMIN BUTTON'S (V.O.)

We were a thousand miles from the nearest land...in an area of the ocean known as torpedo alley...

And as the tug pulls the wounded freighter across the seas...

BENJAMIN BUTTON'S (V.O.)

And it was like we were a sore thumb out there, just waiting for a U-Boat to finish what it had started, and send us all into the grey seas under..

The grey sea beneath them...

EXT. THE TUG, THE ATLANTIC OCEAN - LATE AT NIGHT, 1939

And we see the tug, still under power, towing the crippled freighter under a moonless sky...

INT. THE CREW QUARTER, "THE JUPITER" - NIGHT, 1939

We see Benjamin awake in his bunk, Dennis asleep in the bunk above him, Pleasant Curtis, seemingly asleep in his bunk below him...Benjamin looking out at the black sea...and silent Pleasant Curtis surprises Benjamin by speaking...

PLEASANT CURTIS

(whispers)

If something were to happen to me...would you kindly see this gets to my wife...

And he hands Benjamin a folded up handkerchief...

BENJAMIN BUTTON'S (V.O.)

He had given me all his pay from the last three years...he hadn't spent a dime of it...and for some reason he opened up and told me all about himself...

And we see Benjamin lying in his bunk, and this time Dennis is asleep in the bunk above him, and Pleasant, in the bunk below him, is doing the talking....

BENJAMIN BUTTON'S (V.O.)

...He told me how he came from the Cumberland mountains in southern Virginia. How he had four children, all boys...and he came from what he called a "Roaming Man," a man that roamed the mountains, couldn't keep his feet still...Daniel Boone was the most famous of the "roamers..."

EXT. THE CUMBERLAND MOUNTAINS, VIRGINIA - 1804

And we see an old man now, DANIEL BOONE, still walking the mountains in the wilderness...

BENJAMIN BUTTON'S (V.O.)

...He had been so unsettled even in his eighties he was still looking to find new trails...

A younger mountain man comes across his path...and asking the old mountaineer...

YOUNG MOUNTAIN MAN

Why don't you just settle here?

DANIEL BOONE

(eyeing him)

Too crowded.

And as he walks off:

INT. CREW QUARTER'S, "THE JUPITER" - LATE AT NIGHT, 1939

The three men in their bunks...

PLEASANT CURTIS  
(quietly, telling  
Benjamin)

My father was what they call a far  
wanderer...Out of nowhere he would up  
and leave...for no telling how  
long...One thing he liked to do was  
visit sick people...

INT. SMALL MOUNTAIN CABIN, VIRGINIA MOUNTAINS - DAY, 1904

And we see a man, a spitting resemblance to Pleasant, sitting  
by a sick woman's bedside, talking with her...

PLEASANT CURTIS (V.O.)  
He would just sit and keep them  
company...even people he didn't know  
at all...

And we see just that, Pleasant's father sitting at someone's  
bedside keeping them company...

INT. CREW QUARTER'S, "THE JUPITER" - LATE NIGHT, 1939

Benjamin in the middle bunk, Dennis asleep above him,  
Pleasant below him...

PLEASANT CURTIS  
When my father started to cut the wood  
and stack it high, we knew it was time  
for him to go again...and one  
time...he just never came back...mama  
waited...and we sent word out through  
the valley to find out what might of  
happened to pa...but he was gone for  
good...and every night...just before  
she went to bed...

INT. SMALL SHACK IN THE VIRGINIA MOUNTAINS - NIGHT, 1910

We see a pretty young woman, Pleasant's mother, in a  
nightgown, her hair down, standing looking out the window at  
the empty dirt road...

PLEASANT CURTIS (V.O.)  
...My mother would look outside to  
find him...hoping to see him coming  
back along the road...to come back up  
onto the porch...to come back  
home...but he never did...

INT. THE CREW QUARTER'S, "THE JUPITER" - LATE NIGHT, 1939

The men lying in their bunks, one bunk on top of the other.  
It's quiet. After some moments:

PLEASANT CURTIS  
If something should happen I just want  
them to know I was thinking of them,  
and if I could have, I'd have come  
back home.

And that said he turns over going to sleep...And as Benjamin looks at the dark foreboding sea....

BENJAMIN BUTTON'S (V.O.)  
And the very next morning...

EXT. THE TUG - DAYBREAK, 1939

The tug pulling the freighter across the seas...

CAPT. JACK CLARK'S (V.O.)  
(shouts)  
Land ahead...!

And ahead there's a safe harbor...the tug pulling the freighter to safety...

BENJAMIN BUTTON'S (V.O.)  
Captain Jack bought us all  
dinner...and there was enough wine for  
fifty men...

INT. A HALIFAX, NOVA SCOTIA, RESTAURANT - NIGHT, 1939

The men of the tugboat "The Jupiter," their glasses raised in a toast. When, for no particular reason, the Brody twins start wailing on one another...

BENJAMIN BUTTON'S (V.O.)  
We made 16 crossings the next two  
years...and in 1941 when the United  
States had joined the war, we were  
assigned to run escort for a battle  
group.

EXT. THE NORTH ATLANTIC OCEAN - ANOTHER DAY, 1941

And we're flying along with an American SPOTTER PLANE over a battle group in the North Atlantic...

BENJAMIN BUTTON'S (V.O.)  
There were seventeen merchant ships,  
five troop carriers, an aircraft  
carrier, a battleship...two cruisers,  
two large and a small destroyers...two  
corvettes...and eight tugboats...

And we see from the spotter plane, the ships covering mile after mile of ocean...

BENJAMIN BUTTON'S (V.O.)  
We were a crew of fourteen now...three  
additional merchant marines and navy  
personel..

EXT. "THE JUPITER," THE NORTH ATLANTIC - DAY, 1941

And we see the men of the tug sitting crosslegged on the deck in two lines, seven in each line, the fourteen of them, posed for a picture.

BENJAMIN BUTTON'S (V.O.)  
 And in May of 1942 with a convoy  
 spread out over seventy miles of  
 ocean...we got a distress signal...

EXT. "THE JUPITER," THE NORTH ATLANTIC - DAY, 1942

We see the tug going full steam across the ocean...

BENJAMIN BUTTON'S (V.O.)  
 A transport carrying 700 men had been  
 hit by a torpedo in its midsection...

EXT. THE NORTH ATLANTIC - DAY, 1942

The tug making its way across the Atlantic...

BENJAMIN BUTTON'S (V.O.)  
 We were the first to arrive at the  
 scene...

And as the tug arrives at the scene we see a TROOP TRANSPORT,  
 a gaping hole in its midships from a torpedo, is sinking  
 quickly...the air is filled with black smoke...fuel oil  
 literally burning on the water...and it's then we see the  
 horror of the men in the water...in the burning black  
 oil...some managing to survive on the scant few lifeboats  
 still afloat or holding onto the flotsam and the jetsam...and  
 the transport boat makes a final sound, a death rattle, and  
 then silently slips into the water and disappears beneath the  
 sea...

EXT. "THE JUPITER," IN THE NORTH ATLANTIC - DAY, 1942

And as the tug comes through this hell, Benjamin and the  
 other crewmen along the rails...the tug moving through the  
 thick black smoke...

BENJAMIN BUTTON'S (V.O.)  
 There wasn't a sound...

And except for the lapping of the water, and the tugboat's  
 engines, there isn't a sound...the silence of death...And  
 then, something else appears, coming onto the surface like a  
 spectre...the U-Boat that had caused such havoc...looking to  
 see its results...and we see along its side a familiar  
 number..."U-237"...the same boat that had torpedoed the  
 freighter three years ago...

BENJAMIN BUTTON'S (V.O.)  
 And when Captain Jack saw that sub...

INT. THE PILOT HOUSE, "THE JUPITER" - DAY, 1942

Captain Jack at the wheel in the pilot house, seeing the  
 submarine surfacing...turns the tug, bearing down on the  
 surfaced submarine...

EXT. THE NORTH ATLANTIC - DAY, 1942

And the German crewmen, on the conning tower, seeing the Tugboat, turn a .50 caliber machine gun on the tugboat...strafing the wheelhouse glass...but the tug is relentless...and the submarine, seeing it is about to be rammed tries to dive...but it's too late...the tugboat ramming the submarine just below the water line...virtually severing the U-Boat in half...the U-Boat splitting at the midseam...but the concussion of the collision has done something else...it's triggered a torpedo in the sinking submarine's torpedo shaft, the torpedo exploding, bursting the submarine, and in the process, exploding under the stern of the tugboat...the men on the stern blown to pieces...the tug sinking...

EXT. "THE JUPITER," THE NORTH ATLANTIC - DAY, 1942

We see Benjamin unhurt by the explosion running up a ladder into the wheelhouse...

BENJAMIN

Captain Jack...

And he sees the wheelhouse windows have been shot out...and lying on the floor, shot a number of times...is Captain Jack...Benjamin bends to him...Captain Jack trembling as he's dying...

CAPT. JACK CLARK

(tells him,  
unafraid)

I'm going to be fine...There's a door...A door I can pass through...

And it seems like the final thoughts of delerium...But he rips off the back of his shirt and there is indeed a tattoo, an illustration of a door...

CAPT. JACK CLARK (cont'd)

A door that will take me to the other side. Where I can paint for an eternity.

And as Benjamin sits beside him, his friend Captain Jack Clark dying there in the wheelhouse of his tugboat...

BENJAMIN BUTTON'S (V.O.)

I was the last to leave...

EXT. THE NORTH ATLANTIC - LATE IN THE AFTERNOON, 1942

There are two destroyers and a hospital ship in the battle zone now...Planes circling...and we see Benjamin being taken off the sinking tugboat, onto a packet boat...the last to leave...and as he watches the tugboat sink, and disappear under the sea...

EXT. THE NORTH ATLANTIC - AT THE END OF THE DAY, 1942

We see the gray ocean...a long thin line of debris...

EXT. THE DESTROYER, THE NORTH ATLANTIC - DUSK, 1942

And we see Benjamin at the railing of a destroyer dropping a small wreath on the water in the men's memory...watching the wreath float in the debris where so many men had died...

BENJAMIN BUTTON'S (V.O.)  
536 men died that day...I said my  
goodbye's to the Cherokee, Dennis  
Smith, the twin brother Nick Brody,  
Pleasant Curtis from the Cumberland  
Mountains in Virginia, and Captain  
Jack Clark of the tugboat "The  
Jupiter."

The wreath on the water...

BENJAMIN BUTTON'S (V.O.)  
I said goodbye to all the other  
men...who had dreams of their  
own...All the men who wanted to be  
plumbers or singers or insurance  
salesmen, or doctors...or  
bookkeepers...or beekeepers...or lawyers  
or Indian chiefs...

EXT. VARIOUS LOCATIONS - THE MEN AND THEIR DREAMS

A plumber happily plumbing...a singer in a lounge singing...a  
man selling insurance...a bookkeeper...a beekeeper...a doctor  
practicing with children...a lawyer in court...and yes even,  
an Indian chief...

EXT. THE NORTH ATLANTIC - DUSK, 1942

The wreath on the water...

BENJAMIN BUTTON'S (V.O.)  
...and all the quiet tables...the  
empty chairs...the lonely  
bedrooms...of the people who waited  
for them to come home...

EXT. VARIOUS LOCATIONS - THE PEOPLE WHO WAITED

An empty dining table. A chair where somebody read the  
paper. The children. A woman. Lying in their beds, asleep.  
Dreaming when their loved ones would come back to them.

EXT. THE NORTH ATLANTIC - DUSK, 1942

The last hint of daylight. The sea almost peaceful...

BENJAMIN BUTTON'S (V.O.)  
The twin brother Rick Brody had a hard  
time of it...

INT. A ROOM SOMEWHERE - DAY, ANOTHER TIME

And we see the twin brother, Rick, without his other  
half...stopping to look in a mirror...and putting his face up  
to the mirror...crying, sadly kissing his brother goodbye...

BENJAMIN BUTTON'S (V.O.)  
 I heard he covered every mirror in his house so he wouldn't have to see his brother's face whenever he looked in a mirror...and his heart didn't have to break each and every time...

And we see a sheet over a mirror...the twin brother Rick Brody walking by...

EXT. THE NORTH ATLANTIC - DUSK, 1942

The wreath on the water...

BENJAMIN BUTTON'S (V.O.)  
 I sent Pleasant Curtis' wife the money he left for her....

EXT. A WHISTLE STOP IN THE CUMBERLAND MOUNTAINS, VIRGINIA  
 - ANOTHER DAY, 1942

A small train stop. A handful of people waiting. A particular woman...with a pretty face and quiet eyes. PLEASANT'S WIFE. A train comes to a stop. And a uniformed Serviceman gets off...his loved ones running to hold him...his father literally falling to his knees thanking God his son's come home...and the Conductor gives the woman with the pretty face and the quiet eyes an envelope...and the train pulls away...she opens the envelope...a handkerchief inside...and as she holds the handkerchief and starts her walk back home...

EXT. THE NORTH ATLANTIC - DUSK, 1942

The wreath on the water...Benjamin standing on the rail of the destroyer...

BENJAMIN BUTTON'S (V.O.)  
 I don't know if there is a God, or if there isn't...

And suddenly a hummingbird comes flying up from the sea...it hovers for a moment by Benjamin, circling him the way hummingbirds do...its wings beating a figure-eight, the symbol for infinity...and then flies off...into the sky...and disappears into the great forever...

BENJAMIN BUTTON'S (V.O.)  
 ...But I never knew a hummingbird that was out on the sea...

And as Benjamin stands at the railing, looking at the sea...

BENJAMIN BUTTON'S (V.O.)  
 And in the spring of 1945...when I was 59...26 years old...I went home...

EXT. THE ROAD GOING UP THE HILLSIDE FROM CHESEPEAKE BAY,  
ONE LATE AFTERNOON, 1945

And we see Benjamin, his suitcase in his hand....coming up  
the road to the old house on the hill. And nothing seems to  
have changed. It's quiet. An old woman we don't know is  
rocking on the porch. A black girl, just 14....hanging some  
wash...

BENJAMIN  
Is your mother home?

THE GIRL  
She's getting supper ready....

He goes up the porch, inside....

INT. THE OLD HOUSE ON THE HILL - AFTERNOON, 1945

Some old folks are in the front room...nobody we know...he  
goes by them into a hallway...He looks in the kitchen...the  
stove going...he goes into the dining room...Queenie is busy  
setting the table....He watches her for a moment...

BENJAMIN  
(after a beat,  
quietly)  
Queenie...

She turns, seeing him...she drops a plate...

QUEENIE  
Lord have mercy....you're home...

And she runs to embrace him...And we see she's aged...the  
eight years he's been gone...and the 25 years or so since  
we've known her...now in her fifties...

THE GIRL'S (V.O.)  
(asks)  
Who is that mama?

And we see the Girl's come inside...curious...

QUEENIE  
Your brother, Benjamin....

THE GIRL  
I didn't know I had a brother?

QUEENIE  
(laughs)  
There's a shit load of things you  
don't know...

But her interest is in Benjamin....

QUEENIE (cont'd)  
 (studying him)  
 You look like you've been born  
 again...you're younger than the  
 springtime...

(her explanation)  
 I think that preacher laid the hands  
 on you brought you a second life...

BENJAMIN  
 I don't know what the reason is...?  
 Why I'm different?

QUEENIE  
 I knew the moment I saw you you were  
 something special...  
 (affectionately)  
 Every night I got on my knees asking  
 the Good Lord to bring you back  
 safely. Remember what I always told  
 you...?

BENJAMIN  
 (her common  
 prayer)  
 "Don't be tempted by the shiny  
 apple...Don't eat of the bitter  
 fruit...Hunger only for the taste of  
 justice...Hunger only for the taste of  
 truth...Big or small, rich or with  
 nothing at all, all you have is your  
 soul..."

QUEENIE  
 (smiles)  
 There you go...

And they both share a good laugh at her homily...glad to be  
 together once again...

BENJAMIN  
 (looking)  
 Where's Tizzy?

QUEENIE  
 (quietly)  
 Mr. Weathers died in his sleep one  
 night. He's resting on the hillside...

BENJAMIN  
 I'm so sorry...

It's still...the sound of the piano drifting from the  
 parlor...

QUEENIE  
 There's only one or two of them left  
 now...they all just about  
 new...waiting their turn...

BENJAMIN BUTTON'S (V.O.)  
 And I met the new boarders...

INT. THE DINING ROOM, THE HOUSE ON THE HILL - LATE  
AFTERNOON, 1945

Benjamin meeting the new boarders...

BENJAMIN BUTTON'S (V.O.)  
And I settled back into my home...

EXT. THE OLD HOUSE ON THE HILL - NIGHT, 1945

Benjamin standing in the familiar third story bedroom window looking outside...and as he turns from the window...and the light goes off in the bedroom...Benjamin come home...

BENJAMIN BUTTON'S (V.O.)  
And one evening, not long after I had been home, while I was walking along the hillside...

EXT. THE HILLSIDE, ABOVE THE BAY - DUSK, 1945

Benjamin coming along the hillside...covered now with wildflowers...and he comes to the tall grass where the deer had been laid...the small stick cross they had put as a grave marker, still remarkably there...and there's a voice...

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

He turns, and he sees coming from the house across the hillside is a young woman, just in her twenties, wearing a beret, a red coat and lace-up boots...her coat, as she walks, ruffling on the breeze off the bay. It takes a moment for us to recognize her...the lanky girl is gone...a woman where the child once was...and with her red hair and her blue Vermeer eyes she could be nobody else but DAISY...and they run to each other...holding onto each other....

DAISY  
I came as soon as I heard you were back...  
(and intimately)  
I kept every one of your postcards...

And they're momentarily quiet, keenly aware of where they are...the monument to the fallen deer...the tall grass hiding them from the rest of the world...Daisy kneels in the dirt to straighten the small cross....

BENJAMIN BUTTON'S (V.O.)  
And she told me how her grandmother had passed on...and all about her dancing...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1945

They sit in the familiar third story room quietly talking....

BENJAMIN BUTTON'S (V.O.)  
...How she was living in New York now...

DAISY

(young, and  
ardent)

I'm part of a community of dancers...a  
dance troupe that all work and live  
together...we live to dance and we  
dance to live...

He smiles at her unbridled enthusiasm. There's a moment's  
quiet...and she says...

DAISY (cont'd)

(a young girl's  
ideal...perhaps,  
love)

I would think of you when I was  
dancing...I would pretend you were  
there...

And we see a brief image of Daisy dancing on a stage...her  
foot silently touching the floor...and while her legs remain  
upright, she bends over, in a graceful moment...of pure  
poetry...touching the floor with the palm of her hand, her  
head back, her eyes closed...her inspiration coming from deep  
within...some secret thought...

BENJAMIN BUTTON'S (V.O.)

And I told her where I'd been and what  
I'd seen...

BENJAMIN

Wherever I went, I always thought  
about getting you something...but  
nothing ever seemed right...

DAISY

I'm just so happy to have you back...

BENJAMIN

We were out on the sea...a long quiet  
time of night...When the sea seemed  
like an old friend...

INT. THE TUGBOAT, GALLEY - LATE AT NIGHT, 1938

Benjamin and Captain Jack sitting alone in the galley...

CAPT. JACK CLARK

You ever thought about getting an  
illustration on yourself?

BENJAMIN

(hasn't)

I never thought about it.

CAPT. JACK CLARK

I could paint a beautiful  
picture...anything you want...

BENJAMIN BUTTON'S (V.O.)

And out there, all alone with the sea...something had come to mind...and I asked Captain Jack to draw it for me...

INT. THE SELF-SAME GALLEY, THE TUGBOAT - LATE ONE NIGHT, 1938

We see Captain Jack drawing a tattoo of some kind...on Benjamin's back shoulder...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1945

Benjamin sitting with Daisy.

BENJAMIN

He said the hardest part about a tattoo is regret...something you think you love now, can disappear...and he didn't want me to have any regrets...But I told him I was sure...that my love was never going to disappear...

And he takes off one sleeve of his shirt, showing her what he brought back for her...on his back shoulder is a drawing, a painting of the most perfect flower, a daisy...She can't help but touch it with her fingertips...feeling it...she looks at him...It's quiet...their closeness palpable...And breaking the spell he puts his shirt back on...

INT. DAISY'S ROOM - LATE IN THE AFTERNOON, PRESENT DAY

Daisy lying in her bed looking out the window with the tree branches...

DAISY

(whispers, a wistful smile, remembering)

We spent three perfect days together...

EXT. AN OLD BALTIMORE STREET - EVENING, 1945

It's raining out. And we see Benjamin and Daisy sitting at the window of a small cafe, eating, talking...

INT. A JAZZ CLUB, BALTIMORE - NIGHT, 1945

A crowded old smokey jazz club. A trio playing. An old woman singer with a gravel voice. Benjamin and Daisy sitting at a cocktail table...the light from a candle on their faces...

EXT. A FERRIS WHEEL, BALTIMORE - NIGHT, 1945

Benjamin and Daisy in a car that's stopped on a ferris wheel...with its string of pearl white lights...under a full moon that doesn't look real...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1945

We see Benjamin and Daisy, still damp from the night air, coming into his room, in the middle of a continuing conversation that they don't ever want to see end...but the room brings them back to reality...an intimacy...they momentarily stand, silently...Daisy, her hands in her coat pockets...Benjamin, hands in his pants pockets...Not quite knowing what to do with their hands...the end of the night upon them...

DAISY

(after a beat)

I should go...

Benjamin's still...they look at each other...and she reaches to kiss him...And he responds, kissing her...they sit on his bed, kissing...it becomes more and more passionate...when, despite how he feels, he stops himself...

BENJAMIN

I'm too old for you...

DAISY

(shakes "no")

When I look at you I don't see any age...You're ageless to me...

(and she  
confesses)

I dream about being with you.

There's an awkward quiet. She looks up at him, vulnerable.

DAISY (cont'd)

(after a beat)

I love you.

The words hang there...it's still...and Benjamin tells her, out of his love for her...

BENJAMIN

(tenderly)

Go back to New York, Daisy...go and dance...enjoy the company of people your own age...you will only be your own age once...don't let anybody take that away from you...including me...

And brokenhearted, arms protectively hugging her knees, a young girl's tears run down her face...

BENJAMIN BUTTON'S (V.O.)

She had taken my advice and gone back to New York...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - LATE NIGHT, 1945

Benjamin standing at the window watching Daisy get into a taxi and leave...her red beret...her long coat...her blue eyes...Benjamin watching her drive out of sight...

BENJAMIN BUTTON'S (V.O.)

They say you can never go home again.  
And I think that's true. Things are  
never quite the same...the  
sounds...the shade of the  
light...Nothing seems familiar...

(thoughtfully)

One wonders is it home that has  
changed, or is it "you" who are  
different?

(and after a beat)

But there were new people to  
meet...who had much to offer...

And as he turns from the window:

EXT. THE PORCH, THE HOUSE ON THE HILL - NIGHTFALL

And we see Benjamin silently sitting with a very old Man on  
the porch watching the night fall...when out of nowhere the  
man tells him...

THE MAN

I've been struck by lightning seven  
times.

Benjamin, startled, turns to look at him.

THE MAN (cont'd)

That's right, seven different  
times...once when I was riding on a  
tractor...

We see him riding a tractor through a cornfield when he's  
suddenly belted by a bolt of lightning knocking him clean off  
the tractor....

THE MAN'S (V.O.)

Once when I was on the roof.

We see him hammering some shingles on his roof when he's  
suddenly blasted by a bolt of lightning knocking him clean  
off the roof.

THE MAN'S (V.O.)

One time walking my dog in the  
wood...One time swimming in the  
lake...Once crossing the street...and  
one time even sleeping on my porch...

And we see in rapid succession just that...the man hit by  
lightning while he's walking his dog...while he's swimming in  
a lake...crossing a small town street...and while he's taking  
a nap on his porch...blasting him out of his chair...

BENJAMIN

(after a beat)

You said seven?

## THE MAN

After the sixth time, I said, I'm never going to be hit by it again. So when it started to rain and thunder and all...I got away from any electrical wires, away from any trees, away from any metal objects...in the middle of a field where it was safe as a baby's breath...

The man safely standing in the middle of a field...

## THE MAN'S (V.O.)

When don't you know...

...When a bolt of lightning hits him knocking him off his feet...his body literally steaming from the electrical charge...

## THE MAN'S (V.O.)

...it got me again...

EXT. THE PORCH, THE OLD HOUSE ON THE HILL - NIGHTFALL, 1945

Benjamin sitting with the human lightning rod.

## THE MAN

I'm blind in the one eye...I can't hardly hear...I get twitches and shakes out of nowhere...I lose my line of thought a lot of the time...but you know what...

(half full)

God, for some reason, keeps on sending me a wake-up call...I figure it's HIS way of reminding me I'm lucky to be alive...

(beat, sniffs the air, looks, nods, dry)

Looks like a storm's comin'.

INT. THE PARLOR, THE HOUSE ON THE HILL - DAY, 1945

Benjamin sitting with an old woman on the couch in the parlor, the woman happily knitting....

## AN OLD WOMAN

I've been married five different times and the one thing I've learned is that marriage is nothing but a souvenir of love...

And as if to prove her point she shows him the evidence of her marriages, wearing five different wedding rings on her two hands...

INT. THE KITCHEN, THE HOUSE ON THE HILL - NIGHT, 1945

Benjamin standing watching an old woman boil some water for tea...

AN OLD WOMAN  
 If I have any beliefs about  
 immortality, it is that most dogs I've  
 known will go to heaven...and most  
 people I've known, won't.

EXT. THE PORCH, THE HOUSE ON THE HILL - ANOTHER DAY, 1945

Benjamin sitting with a line of old people on the porch,  
 peacefully watching the day slide by.

BENJAMIN BUTTON'S (V.O.)  
 And some things never change...

And as one of the oldsters summarily farts:

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1945

And we see Benjamin, naked, standing in front of a full  
 length mirror, looking at himself, studying himself....

BENJAMIN BUTTON'S (V.O.)  
 I no longer felt in any way like an  
 old man...

(touches)

My hair had very little gray and grew  
 like weeds....

(looking at  
 himself)

I still needed glasses to read...but I  
 could see clearer than ever...my sense  
 of smell was keener...my hearing more  
 acute...my skin seemed to have more  
 color...I could walk further and  
 faster...I was, to put it simply,  
 getting younger by the day...

(after a beat, and  
 troubled)

But I didn't understand why...? Was  
 this some kind of test? Was I some  
 kind of experiment...? What was I to  
 learn from it?

He quietly looks at himself....

BENJAMIN BUTTON'S (V.O.)  
 (after a beat)

And even though I was feeling more  
 alive, there was a sadness...a  
 loneliness...at the passing of  
 time...while everybody else was  
 aging...growing older...I was growing  
 younger all alone...

And as he looks at himself...there's a KNOCK on the door...

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

He puts something on, and opens the door. And as if to underscore what he's just said, he sees THOMAS BUTTON in his fifties himself now, his hat in his hand, unbannounced to Benjamin his father, standing in the doorway...

THOMAS

Hello, Benjamin...

BENJAMIN

Hello, Mr. Button...

And as they shake hands...

THOMAS

Welcome home.

INT. A BALTIMORE BAR - NIGHT, 1945

The bar crowded with men back from the war, drinking away their demons...trying to put the death and the destruction behind them...Benjamin and Thomas sitting at the bar...

BENJAMIN BUTTON'S (V.O.)

And I told him about my experiences on the tugboat...and the fury of war...and he told me how he had converted his business into making uniform buttons for the war effort...

EXT. BUTTON'S BUTTON FACTORY, BALTIMORE - NIGHT, 1945

An old brick building with a painting of a woman sewing on a button..."Button's Buttons."

INT. THE BUTTON FACTORY, BALTIMORE - NIGHT, 1945

They walk through the quiet factory...the lines of work benches...the forms and the stampers, the punchers, the molds and the dies, that the workers use to make the buttons...Mannequins in the uniforms of the armed services...with their various gold and silver buttons...

BENJAMIN BUTTON'S (V.O.)

And he told me all there was to know about buttons...

THOMAS

The word comes from the French, "bouton", meaning a bud, or a protruberance...any round object...

BENJAMIN BUTTON'S (V.O.)

How they were originally decorative, jewelry-like disks sewn on men's and women's clothing...

And we see just that from ancient Egypt...a woman's tunic decorated with buttons...

BENJAMIN BUTTON'S (V.O.)

The practice of buttoning a garment originated in Western Europe in the thirteenth century when baggy free-flowing clothing was replaced with tighter form-fitting clothing...

And we see a rotund man in the thirteenth century sucking in his stomach to accommodate his pants being buttoned.

BENJAMIN BUTTON'S (V.O.)

In 1520, the French King, Frances I, ordered from his jeweler 13,400 gold buttons which were fastened to a single black velvet suit.

And we see the popinjay of a King, Frances I, wearing his button-happy Black Velvet suit.

BENJAMIN BUTTON'S (V.O.)

Unfortunately it didn't stop an assasin...

We see a man take a run at the King, stabbing him...

BENJAMIN BUTTON'S (V.O.)

From ending his love affair with himself.

INT. THOMAS BUTTON'S HOUSE, BALTIMORE - NIGHT, 1945

They have a drink to finish off the night in Thomas' well appointed house ...

BENJAMIN

You have a lovely home...

BENJAMIN BUTTON'S (V.O.)

And he told me...

THOMAS

(after a beat,  
tells him)

I have a blood disease...I don't know how much longer I have to live...

Benjamin is quiet...

THOMAS (cont'd)

(affectionately)

I hope you don't mind...But whenever it's possible, I would enjoy your company very much...

BENJAMIN BUTTON'S (V.O.)

And every day I would come and visit him...he lost his feet first, and then his legs...

INT. THOMAS' BEDROOM, THE BUTTON HOUSE - NIGHT, 1946

We see Thomas, sitting in bed, propped up by pillows, the very same bed his wife had passed away in giving birth to Benjamin those years ago... Benjamin sitting in an easy chair... the men talking...

BENJAMIN BUTTON'S (V.O.)  
 ...and I would talk with him, keep him company until he was able to go to sleep... and one night, when I was getting up to leave...

Thomas is seemingly asleep... Benjamin gets up to leave, starting to go... when Thomas quietly says...

THOMAS

Son...

Benjamin slows... and seeing he's awake...

BENJAMIN  
 (at the oddity)  
 You called me son...

And it's as if he has opened a flood gate...

THOMAS  
 You are my son... You were born right here in this bed 27 years ago...

And tears run down his anguished face...

THOMAS (cont'd)  
 I'm so sorry not to have told you before...

BENJAMIN BUTTON'S (V.O.)  
 And he told me the unusual circumstances I had been born under... how he had even tried to drown me... how he had left me at the house on the hill...

It's quiet... Thomas dealing with his guilt and his pain...

BENJAMIN  
 (needing to know)  
 My mother?

Thomas shows him a photograph of a young bride on his nightstand. Benjamin takes up the photograph quietly looking at it...

THOMAS  
 I fell in love with her the first time I saw her.

INT. THE BUTTON FAMILY HOUSE, DINING ROOM - NIGHT, 1912

We see the Button family, the elder Mr. Button, Thomas in his twenties, along with his mother and father...his brothers and sisters...eating dinner in a well appointed dining room.

THOMAS BUTTON'S (V.O.)

She worked in the kitchen...

We see the kitchen door open, some household help bringing in the serving trays...and as the door is open, Thomas' eyes meet a pretty young Girl's eyes, just in her twenties, working in the kitchen...

THOMAS BUTTON'S (V.O.)

Her name was Caroline Murphy. She was from Dublin, Ireland...Her father, your grandfather, was a chimney sweep...

EXT. THE ROOFTOPS OF DUBLIN, IRELAND - THE END OF THE DAY, 1900

And we see a young chimney sweep emerge from a chimney, covered in soot...stopping to look out over the endless rooftops of Dublin. And dream his dreams.

THOMAS BUTTON'S (V.O.)

He died in the influenza epidemic in 1900...

EXT. A SMALL ROW HOUSE IN IRELAND - DAY, 1900

A black wreath on the door.

THOMAS BUTTON'S (V.O.)

And Caroline came with her mother, two sisters, and her four brothers in 1903, to live with her mother's brother, in Baltimore...he was a prizefighter...who had been hit too many times...

EXT. A BALTIMORE TENEMENT - NIGHT, 1903

A man older than his years, with the face of a boxer, sitting on a chair on the fire escape outside a tenement, eyes glazed, watching the world go by. A little girl comes to stand by him. He doesn't at first respond, but then realizing she's there, he tenderly touches her face with his battered hand.

INT. THOMAS' BEDROOM - NIGHT, 1946

Benjamin sitting with his father.

THOMAS

The happiest day of my life was when I married your mother.

It's quiet, Benjamin looking at his mother's wedding photograph....

THOMAS (cont'd)

(after a beat)

Benjamin...I'm going to leave  
everything I have in this world to  
you...

But Benjamin is too busy studying the photograph of his  
mother.

BENJAMIN BUTTON'S (V.O.)

And he told me there was one thing he  
wanted to do before he died...

EXT. A MOUNTAIN LAKE, THE SHENENDOAH MOUNTAINS - DAY,  
1946

A grand old HOUSE on a lake in the Shenendoah's.

BENJAMIN BUTTON'S (V.O.)

The Button family had a summer house  
on a lake in the Shenendoah Mountains.

And we see Benjamin standing beside his father, his father  
sitting in a wheelchair, on a dock...appreciating the silence  
of the lake...

BENJAMIN BUTTON'S (V.O.)

He told me when he was a young man, he  
would run in the hills...

EXT. THE SHENENDOAH MOUNTAINS - DAY, 1905

And we see the young Thomas Button running through the  
hills...free...

BENJAMIN BUTTON'S (V.O.)

And he would always finish his run  
going up to the top of Mary's Peak...

And we see just that the young Thomas running up the steep  
mountain...to the top of the mountain known as Mary's  
Peak...and he stops, looking out over the Shenendoah  
valley...

BENJAMIN BUTTON'S (V.O.)

He said you could see so far, you  
could see the future...He would dream  
of a wife, and having children, and  
grandchildren...a life filled with  
love...

EXT. THE DOCK ON THE LAKE, THE SUMMER HOUSE IN THE  
SHENENDOAH'S - DAY, 1946

Benjamin standing with his father on the dock of the still  
lake.

BENJAMIN BUTTON'S (V.O.)

He wanted to go up Mary's Peak one  
more time...

(after a beat)

And that's just what we did.

EXT. THE SHENENDOAH MOUNTAINS, MARY'S PEAK - EARLY MORNING, 1946

And we see Benjamin pushing Thomas in the wheel chair up the mountainside...until they can go no further...

BENJAMIN BUTTON'S (V.O.)

I took him up as far as I could go...until we could go no further...and I carried him the rest of the way...

And we see just that, Benjamin carrying his father on his back, his father legless, his arms around him like a small child...and if it wasn't so beautiful it would be humorous... carrying his father up to the top of the mountain known as Mary's Peak...and they sit together on the top of the mountain...looking out over the Shenendoah valley...where you can see the future...And after some time...

THOMAS

(having seen what he came to see)

I'd like to go home now.

BENJAMIN BUTTON'S (V.O.)

And one night...just before dawn...

INT. THOMAS BEDROOM, BALTIMORE - EARLY ONE MORNING, 1946

Benjamin sitting in the overstuffed chair has fallen asleep. Thomas lying in bed...

THOMAS

Benjamin...

Benjamin opens his eyes...And Thomas tells him...

THOMAS (cont'd)

If I've done anything wrong...Just know I love you, son...

BENJAMIN

(forgiving)

I love you...

And Thomas closes his eyes...to be no more...

BENJAMIN BUTTON'S (V.O.)

I buried him beside my mother in the Baltimore cemetery.

EXT. A BALTIMORE CEMETARY - DAY, 1946

Benjamin standing at his parents gravesite. Thomas and Caroline.

BENJAMIN BUTTON'S (V.O.)  
 I had a tailor sew onto his coat a  
 button for every year of his  
 life...fifty-five of them...all  
 different kinds, pearl and silver and  
 brass and wood...in case he ever  
 wanted to put on a different coat...or  
 lost a button along the way...

And as Benajmin quietly walks away to get on with his life...

THERE'S THE SOUND OF AN ORCHESTRA PLAYING SHOW MUSIC.

INT. THE MAJESTIC THEATER, NEW YORK - NIGHT, 1946

An orchestra is playing. And we see the production of Rogars  
 and Hammerstein's "Carousel," with Mielziner's masterful  
 stage design, and choreographed by Agnes De Mille...

BENJAMIN BUTTON'S (V.O.)  
 And I went to visit Daisy.

And we see one of the featured dancers is Daisy...And as she  
 dances...we see, standing in a back corner, watching the  
 show, is Benjamin.

INT. THE MAJESTIC THEATER, BACKSTAGE NEW YORK - NIGHT,  
 1946

We see Daisy getting out of her costume with some of the  
 other dancers in a dressing room....A woman gives her a  
 note...she goes to the door...into the hallway...And standing  
 in the hallway, wearing a hat and an overcoat, holding some  
 flowers, all daisies, is Benjamin.

BENJAMIN  
 (giving her the  
 flowers)  
 You're beautiful to watch...

She embraces him.

DAISY  
 Every night I looked out hoping you'd  
 come...

BENJAMIN BUTTON'S (V.O.)  
 And I told her about my father...and  
 my mother...and how being an orphan is  
 harder when you know you are one...

INT. A DANCER'S BAR, MANHATTAN - NIGHT, 1946

A bar for showpeople and dancers....and we see Benjamin with  
 Daisy and her friends, predominanty young people, at a very  
 crowded bar...people pressed together, having to shout to  
 talk...

BENJAMIN BUTTON'S (V.O.)  
 And I met her friends...

And a tall handsome young Man in a raincoat comes behind her...kissing her intimately on the back of her head...Benjamin can't help but notice the intimacy...Daisy reddens...and turns, seeing him, smiling...

DAISY  
(to Benjamin)  
This is my good friend David...David dances with our dance company, too...

They shake hands...Daisy turns to talk to someone for a moment...

DAVID  
You're her uncle or something like that...?

BENJAMIN  
(nods)  
Something like that.

BENJAMIN BUTTON'S (V.O.)  
And I spent the night with her and her friends...They never could get enough dancing...

INT. THE ROSELAND BALLROOM, MANHATTAN - NIGHT, 1946

The old ballroom. The floor crowded with dancers. And we see Benjamin watching Daisy dancing with David...as only dancers can...in complete control of their bodies and yet uninhibited...and Benjamin sees David kiss her...He's quiet...

INT. DAISY'S ROOM - LATE IN THE AFTERNOON, PRESENT DAY

Daisy in her turban in her bed...listening to Caroline read...

DAISY  
(remembering how)  
I hurt him...

INT. THE ROSELAND BALLROOM, MANHATTAN - NIGHT, 1946

Daisy, realizing, turns to look for Benjamin...but she sees he's gone...Daisy breaks away from David running outside...

EXT. A MANHATTAN STREET - NIGHT, 1946

She sees Benjamin up ahead...she goes running after him...

DAISY  
Benjamin...

He slows...

DAISY (cont'd)  
I didn't mean to hurt you...please come back...

And David and her dance friends come outside...

DAVID

Daisy...we're going downtown to listen  
to some music...

And she's torn now...

BENJAMIN

(looks at her)

Do you love him?

INT. DAISY'S ROOM - LATE IN THE AFTERNOON, THE PRESENT

Daisy looking out the window...

DAISY

(far away)

I was just a young girl...

EXT. THE MANHATTAN STREET - NIGHT, 1946

Benjamin and Daisy standing on the Manahattan street  
corner...her friends in the street...

DAISY

(looking at David,  
and answering  
Benjamin, young)

I think I do. I think I do love him.

And Benjamin says, understanding...

BENJAMIN

(affectionately)

I'll see you in Baltimore...

She hesitates...

DAVID

Daisy...

And she sees they're scrambling into a taxi...

BENJAMIN

(reassuring her)

It's okay...I told you, I'll always be  
there for you...I'll always love you..

She looks at him...and she embraces him and runs to be with  
her friends...getting into the cab...the taxi driving by him  
as they leave...Benjamin looking after the taxi...Daisy  
turned to look out the back window...waving goodbye to  
him...Benjamin waving back...watching them drive away...The  
street's quiet. And as he turns along the street, hands in  
his pockets, a fifty-six year old man going on twenty-seven,  
no matter the age, the heart just as vulnerable...walking off  
into the night...

DISSOLVE TO:

INT. THE TRAIN STATION, BALTIMORE - DAY, 1952

Monsieur Gateau's golden clock high on the terminal wall...with the angels pushing its hands...inexorably turning...the hands turning...going backwards..."1952."

INT. THE BUTTON FACTORY, BALTIMORE - DAY, 1952

We see Benjamin standing at the railing of a second story corridor above the factory work floor...looking down watching the workers, exclusively women, at the endless work tables, making buttons...In his early fifties now...his thirty-third year on this earth...he has a full head of hair....his wrinkles have diminished...he seems stronger, sturdier...growing younger day by day...by day...

BENJAMIN BUTTON'S (V.O.)

After my father had died I had gone to work at the button factory...

INT. THE BUTTON FACTORY - DAY, FIVE YEARS EARLIER, 1947

And we see Benjamin coming to stand at the railing on the very same corridor above the work floor...and the women, seeing him, look up, and there's a sudden quiet...

BENJAMIN

(after a beat,  
introducing  
himself,  
awkwardly)

My name is Benjamin, Benjamin  
Button...

They stare up at him...

BENJAMIN (cont'd)

As you know, my father...

It still sounds strange to him...

BENJAMIN (cont'd)

...My father, Thomas, Mr. Button...has  
passed away...

It's quiet...After a moment:

BENJAMIN (cont'd)

He asked that I take over the day to  
day operation of Button's Buttons.

They silently stare up at him....

BENJAMIN (cont'd)

(a beat, honestly,  
self-effacing)

I don't know the first thing about  
buttons....and I don't know the first  
thing about business...

It's dead quiet...so quiet you could hear...well...a button  
drop...

BENJAMIN (cont'd)

(after a beat)

Button's Buttons has been in the Button family for over 100 years. It could not have survived without people like you, its loyal employees. My father asked me to tell you how much he appreciated all the hard work you have done for him and the Button Company for so many years. Your dedication and loyalty has been second to none.

It's dead still...And after a moment:

BENJAMIN (cont'd)

Since I'm the last remaining son of a Button, and sole owner of "Button's Buttons," I have decided that all of you, all the dedicated employees, will become owners of the company...each and everyone of you will have a share, depending on your length of employment, in the ownership of Button's Buttons...

ONE OF THE WOMEN

(stopped, asks)

You mean we're owners now?

BENJAMIN

That's about it.

And another one of the women shouts:

ONE OF THE WOMEN

God Bless the Buttons...!

The sentiment is echoed by others...

BENJAMIN

(a beat)

I guess that's all...Mrs. Sanderson, Mr. Button's assistant, will explain how your ownership will work and answer any of your questions...I look forward to meeting each and every one of you...

(it occurs to him)

We are all "Buttons" now...

And that said he gives a small wave and starts to walk away...when the women start to applaud him...an applause that grows into a loud cheer...and as they hug each other... co-owners of "Button's Buttons."

INT. THE BUTTON COMPANY FACTORY - DAY, 1952

Benjamin standing looking out over the work floor, watching the women working below him, five years later...

BENJAMIN BUTTON'S (V.O.)  
 After five years, I learned all there  
 was to know about making, selling and  
 wearing buttons...

A horn sounds, the work day done...the women leaving...the  
 floor emptying...

BENJAMIN BUTTON'S (V.O.)  
 I lived a simple life.

INT. THE OLD HOUSE ON THE HILL, THE PARLOR - NIGHT, 1952

We see Benjamin among the old people playing the piano in the  
 parlor.

BENJAMIN BUTTON'S (V.O.)  
 Being human, I would visit with my old  
 friend every so often...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1952

We see just that, Benjamin in bed, visiting with his "old  
 friend..."

BENJAMIN BUTTON'S (V.O.)  
 I dated various women of all shapes  
 and sizes...

EXT. A BALTIMORE STREET - NIGHT, AT DIFFERENT TIMES, 1952

We see Benjamin out on a date, walking with first one woman,  
 then another, and still another, and still another...short  
 and tall, fat and skinny, women of all shapes and sizes...

BENJAMIN BUTTON'S (V.O.)  
 One of those kind ladies even invited  
 me into her bedroom...

INT. A WOMAN'S HOUSE - NIGHT, 1952

We see a woman opening a bedroom door...Benjamin following  
 her inside...and the woman closing the door behind them...a  
 moment's silence...and we hear her impassioned shout of...

A WOMAN'S (V.O.)  
 Oh, Mr. Button!

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1952

The room dark...Benjamin in bed...

BENJAMIN BUTTON'S (V.O.)  
 One night...

And there's a light knock on the door...

QUEENIE (V.O.)  
 (whispers)  
 It's Queenie....

BENJAMIN

It's open...

And Queenie, carrying some towels, comes in...

BENJAMIN (cont'd)

Is anything wrong?

QUEENIE

No, lord no...I just brought you some fresh towels...

BENJAMIN

You just left me some fresh towels after dinner...

(meaning the hour)

...it's awful late...is there something bothering you?

QUEENIE

(a beat,  
commenting)

That cook, he's no Tizzy...

And therein lies the rub...Queenie particularly lonely...

QUEENIE (cont'd)

There was only one of him. Only one Mr. Weathers...

BENJAMIN

You must miss him terribly...

QUEENIE

Every moment of every day...My God how I miss that man. He treated me with respect. That's all you can ask of another human being. To treat you with respect.

(after a beat,  
lonely)

You mind if sit with you awhile, son...?

She sits on the bed, the towels in her lap...he sits up affectionately putting his arm around her...and her eyes well up, and putting her head on his shoulder she starts to cry...And as he holds his mother, crying on his shoulder...

BENJAMIN BUTTON'S (V.O.)

I guess love is something you don't ever forget...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - ANOTHER NIGHT, 1952

We see Benjamin coming out of the shower, and he notices in the mirror the reflection of the drawing of the daisy on his back...

BENJAMIN BUTTON'S (V.O.)  
 Most of all I would think about  
 Daisy...

He goes to stand looking out the third floor window...

BENJAMIN BUTTON'S (V.O.)  
 She would write to me...telling me  
 where she was...how she was dancing  
 all over the world...London and Vienna  
 and Prague and Moscow...That she had  
 made a name for herself...

EXT. VARIOUS OLD THEATERS - NIGHT, 1952

And we see Daisy, in her late twenties now, dancing in old  
 elegant cathedral like theaters and opera houses...

INT. BENJAMIN'S ROOM - NIGHT, 1952

Benjamin sitting on his bed, reading a letter...from Daisy...

BENJAMIN BUTTON'S (V.O.)  
 And she wrote how she had fallen in  
 love again...

INT. DAISY'S ROOM - LATE IN THE AFTERNOON, PRESENT DAY

Daisy, propped up in her bed, regal in her turban, looking  
 out the window...remembering...

DAISY  
 At that time...I was with Anitoly...

INT. BENJAMIN'S ROOM - NIGHT, 1952

Benjamin, reading her letter...

DAISY'S (V.O.)  
 He danced with the Bolshoi...they  
 called him the "Firebird..."

EXT. A MOSCOW STREET - NIGHT, 1952

And we see Daisy, her arm inside a tall young handsome blond  
 Russian man's, crossing a rainy street in Moscow...it's good  
 to be young...and talented...and in love...

DAISY'S (V.O.)  
 (after a beat)  
 But Benjamin was never far from my  
 thoughts...

INT. A MOSCOW APARTMENT - NIGHT, 1952

Daisy in bed, the young Russian dancer lying beside her,  
 asleep...Daisy, looking off...

DAISY'S (V.O.)  
 And I'd find myself saying...

DAISY  
(just barely)  
Goodnight, Benjamin...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1952

He puts her letter aside...climbing into bed...turning off the light...

BENJAMIN BUTTON'S (V.O.)  
And I'd find myself saying...

BENJAMIN  
(a beat, saying)  
Goodnight, Daisy...

And as they both lie in their beds...thinking of the other...

BENJAMIN BUTTON'S (V.O.)  
Now Captain Jack used to say, "Once saltwater gets into your veins...you can't get the sea out of your blood..."

EXT. THE CHESEPEAKE BAY - DAY, 1954

The gray-blue water of the Chesapeake Bay...

BENJAMIN BUTTON'S (V.O.)  
And I would, most every day, take a walk down to the sea...

And we see Benjamin walking along the sea watching the boats out on the bay...

BENJAMIN BUTTON'S (V.O.)  
And on one of my walks...

We see he's come to marsh lands, teeming with seabirds, where the sea ends and the land begins...and he slows...because in the marsh, among all the birds, on a slice of dry land there's a boat being built...and building the boat is a wild looking MAN of indeterminate age with a long white beard...and did I mention, the boat he's busy building... happens to be an ARK. Benjamin stops to watch him build...

BENJAMIN BUTTON'S (V.O.)  
His name was Max Hand...He had a wife...Mrs. Hand...

And we see a grayhaired Woman bringing her husband a sandwich...

BENJAMIN BUTTON'S (V.O.)  
And they were collecting two of every kind of animal...

And we see a burgeoning collection of animals...wandering around...or in cages or tanks or in jars or birdhouses; two dogs, two cats, two fish, two birds, two snakes, two insects....a budding menagerie...

MRS. HAND  
 (seeing him,  
 calling out,  
 offering Benjamin)  
 Would you care for a tuna sandwich?

BENJAMIN  
 No thank you...

....and Benjamin wants to know...

BENJAMIN (cont'd)  
 What are you doing this for?

MAX HAND  
 The world's gone crazy. Just in case.

Benjamin nods, he can't argue with that kind of thinking...

MAX HAND (cont'd)  
 Care to lend a hand...always room for  
 one more...

BENJAMIN BUTTON'S (V.O.)  
 And seeing no reason not to...that's  
 just what I did...

EXT. THE ARK, THE CHESEPEAKE BAY - ANOTHER DAY, 1954

And we see Benjamin working with Max Hand, hammering,  
 building the ark...

BENJAMIN BUTTON'S (V.O.)  
 He said his father had been a  
 carpenter...and his father and his  
 father...and his father...

And we see, one after another, men in various ages,  
 hammering...

BENJAMIN BUTTON'S (V.O.)  
 He said he could trace his ancestry  
 back to the original boat builder....

And we see the original builder of the ark, Noah, hammering  
 away...

BENJAMIN BUTTON'S (V.O.)  
 He said his family had one other thing  
 in common...they all were drunks...

And we see, one after another, men in various ages, falling  
 down drunk...

BENJAMIN BUTTON'S (V.O.)  
 Now, Max's electrical system didn't  
 work just right...and every so often,  
 for no particular reason, he couldn't  
 help himself and he'd do this little  
 jump in the air...He called it his  
 "jump for joy..."

And out of nowhere, for no particular reason, that's just what Max does...like he was on a pogo stick, he does a little jump in the air....his "jump for joy."

EXT. THE ARK - THE END OF THE DAY, 1954

Benjamin sitting with Max on the "ark" at the end of the day sharing a bottle of wine...

BENJAMIN BUTTON'S (V.O.)

Max, it turned out, had spent some time in a mental institution...

MAX HAND

I was hearing voices calling me... (calling) "Max," "Max..." I'd look around and nobody was there. Now, there are some people who believe those with mental defects are hearing the voices from the other side of the dead...do you believe that?

BENJAMIN

I guess anything's possible.

MAX HAND

(after a beat)

I met my beloved Mrs. Hand at the institution. She was scared at the time...scared of her own shadow...

EXT. A WALL SOMEWHERE - DAY

And we see just that, Mrs. Hand, a timid soul, jumping at her own shadow.

EXT. THE ARK, BALTIMORE - AT THE END OF THE DAY, 1954

Max and Benjamin on the ark...

MAX HAND

Somebody once told me we are all put on this earth for a reason...some people drive buses...some people deliver the mail...some people tap dance...some people build boats...What reason were you put on this earth, Mr. Button?

And it's a question that stops him...

BENJAMIN

(troubled)

I honestly don't know. I haven't figured that out yet.

BENJAMIN BUTTON'S (V.O.)

And I told Max about my "condition..." how I was aging backwards...

MAX HAND  
 (thinking about  
 it)  
 That'd come in handy...

BENJAMIN BUTTON'S (V.O.)  
 And he told me what the Greek  
 philosopher Plato had to say...

MAX HAND  
 Plato said we are all born  
 innocent...pure of thought...and it's  
 only with age that we become  
 corrupted...that the goal in life is  
 to become innocent again...

And for no particular reason, he does one of his little  
 patented jumps in the air...And once he's come back to  
 earth...

MAX HAND (cont'd)  
 Are you a married man, Mr. Button?

BENJAMIN  
 No. I'm by myself.

MAX HAND  
 I happen to believe that there is  
 somebody on this earth for each and  
 everyone of us...they just have to  
 find each other....  
 (lovingly)  
 I think I was put on this earth to  
 find Mrs. Hand...and I did...

And as if on cue Mrs. Hand comes back onto the boat...

MRS. HAND  
 (bringing, for the  
 collection)  
 Look what I located, darling...

And she holds up a jar with two butterflys...their collection  
 growing...And as Max, for no particular reason, does another  
 one of his little "jumps for joy..."

EXT. THE HOUSE ON THE HILL - EVENING, 1954

We see Benjamin sitting on the porch with the other boarders,  
 quietly talking, whiling away the evening...when Queenie  
 comes to the door...

BENJAMIN BUTTON'S (V.O.)  
 (after a beat)  
 And one day...

QUEENIE  
 There's a call for you, Benjamin...

And as he gets up and two of the oldsters, for no particular  
 reason, fart...

INT. THE OLD HOUSE ON THE HILL - EVENING, 1954

Benjamin on the phone...

BENJAMIN BUTTON'S (V.O.)  
I got a call from Daisy...asking if I  
could come and see her in Paris...and  
she gave me the address where she was  
staying...

EXT. A PARIS STREET - DAY, 1954

And we see Benjamin coming along a street in Paris...looking  
for an address...He stops, seeing the address, is of an old  
HOSPITAL...

INT. A PARIS HOSPITAL - DAY, 1954

Benjamin crosses an old tile floor to a reception desk...He  
asks for Daisy...a Woman calls up for him...

THE WOMAN  
It will just be a minute...please have  
a seat...

Benjamin turns to sit in a waiting room...and while he  
waits...

BENJAMIN BUTTON'S (V.O.)  
Sometimes we are on a collision course  
and we just don't know it...Whether  
it's by accident or it's fate, there's  
not a thing we can do about it...

(a beat, for  
instance, telling  
us)  
A woman in Paris was on her way to go  
shopping...

INT. AN APARTMENT, PARIS - DAY, 1954

A Woman going out the door to go shopping...

BENJAMIN BUTTON'S (V.O.)  
But she had forgotten her coat...and  
went back to get it...

We see the woman doing just that...

BENJAMIN BUTTON'S (V.O.)  
And when she had gotten her coat the  
phone had rung...and so she had  
stopped to answer it...and talked for  
a couple of minutes...

And we see that...

BENJAMIN BUTTON'S (V.O.)  
And while the woman was on the phone;  
Daisy was rehearsing for that  
evening's dance performance at the  
Paris Opera House...

## INT. THE PARIS OPERA HOUSE - DAY, 1954

And we see Daisy, in her late twenties, at the peak of her art, rehearsing for that evening's performance...

BENJAMIN BUTTON'S (V.O.)

And while she was rehearsing...the woman, off the phone now...had gone outside...to get a taxi...

## EXT. A PARIS STREET - DAY, 1954

And we see the Woman standing in the street, hand raised, looking for a taxi...a Cab comes a stop...she moves to get it...but somebody gets there first...the cab driving off...and as she waits for the next cab...

BENJAMIN BUTTON'S (V.O.)

Now a taxi driver...had dropped off a fare earlier...and had stopped to get a cup of coffee...

## EXT. A SIDEWALK CAFE, PARIS - DAY, 1954

A taxi parked...its Driver, sitting at a table, finishing a cup of coffee...

BENJAMIN BUTTON'S (V.O.)

And all the while Daisy was rehearsing...

## INT. THE PARIS OPERA HOUSE - DAY, 1954

And we see just that...Daisy, rehearsing...

BENJAMIN BUTTON'S (V.O.)

And the cab driver who had dropped off the earlier fare and had stopped to get the cup of coffee...had picked up the lady, who was going shopping...who had missed getting the earlier cab...

## INT. TAXI CAB, PARIS - DAY, 1954

We see the woman riding in the taxi of the now familiar cab driver...and the taxi has to stop for a man running across the street...

BENJAMIN BUTTON'S (V.O.)

And the taxi had to stop for a man crossing the street who had left for work five minutes later than he normally did...because he forgot to set his alarm...

## INT. A MAN'S BEDROOM IN PARIS - MORNING, 1954

We see the man sleeping...the alarm clock on the bedstand...

## EXT. THE PARIS STREET - DAY, 1954

The taxi stopped, waiting for the man to cross...

BENJAMIN BUTTON'S (V.O.)  
 ...And while the man, late for work,  
 was crossing the street...making the  
 cab wait...Daisy, finished rehearsing,  
 was taking a shower....

INT. THE PARIS OPERA HOUSE, BACKSTAGE SHOWER - DAY, 1954

And we see that...Daisy taking a shower...

EXT. ANOTHER PARIS STREET - DAY, 1954

The taxi waiting outside a Boutique...

BENJAMIN BUTTON'S (V.O.)  
 ...And while Daisy was showering; the  
 taxi was waiting outside of a Boutique  
 for the woman to pick up a  
 package...which hadn't been wrapped  
 yet because the girl who was supposed  
 to wrap it...had broken up with her  
 boyfriend the night before and forgot  
 to wrap it earlier...

EXT. THE BOUTIQUE - DAY, EARLIER, 1954

The Girl standing outside the back of the Boutique, crying,  
 brokenhearted...

BENJAMIN BUTTON'S (V.O.)  
 And when the package was done being  
 wrapped...and the woman was back in  
 the cab...The cab was blocked by a  
 delivery truck...

INT. THE TAXI, OUTSIDE THE BOUTIQUE - DAY, 1954

And we see just that...the Taxi blocked by a delivery  
 truck...the cab driver honking....

BENJAMIN BUTTON'S (V.O.)  
 While Daisy was getting dressed...

INT. THE PARIS OPERA HOUSE, DRESSING ROOM - DAY, 1954

And we see just that...Daisy getting dressed...

EXT. THE BOUTIQUE, PARIS STREET - DAY, 1954

The Delivery truck driving away...

BENJAMIN BUTTON'S (V.O.)  
 The Delivery truck pulled off and the  
 taxi was able to go...

The taxi moving off...

BENJAMIN BUTTON'S (V.O.)  
 While Daisy, the first to be dressed,  
 waited for one of her friends who had  
 broken a shoelace...

INT. PARIS OPERA HOUSE, DRESSING ROOM - DAY, 1954

And we see just that...her friend breaking her shoelace while she was tying it...

BENJAMIN BUTTON'S (V.O.)  
While the taxi was stopped, waiting  
for a traffic light...

EXT. ANOTHER PARIS STREET - DAY, 1954

We see just that, the taxi stopped for a traffic light.

BENJAMIN BUTTON'S (V.O.)  
Daisy and her friend came out of the  
theater...

EXT. THE PARIS OPERA HOUSE - DAY, 1954

And we see Daisy and her friend, carrying their dance bags, happily talking...coming down the steps out of the theater, coming along the street to the corner...they start to cross the street...Daisy, showing her friend a dance move...doing a small pirouette, when we see the Taxi coming around the corner...

BENJAMIN BUTTON'S (V.O.)  
And if only one thing had happened  
differently...if only the shoelace  
hadn't broken...

And we see the shoelace not breaking...

BENJAMIN BUTTON'S (V.O.)  
...or the delivery truck had moved  
earlier...

The delivery truck leaving earlier...

BENJAMIN BUTTON'S (V.O.)  
...or the package had been wrapped and  
ready...because the girl hadn't broken  
up with her boyfriend...

The girl and the boy happily talking...

BENJAMIN BUTTON'S (V.O.)  
..or the man had set his alarm and got  
up five minutes earlier...

The man's alarm going off, waking him up...

BENJAMIN BUTTON'S (V.O.)  
...or the taxi driver hadn't stopped  
for a cup of coffee...

The Driver passing by the cafe...

BENJAMIN BUTTON'S (V.O.)  
...Or the woman had remembered her  
coat...

The woman remembering to take her coat...

BENJAMIN BUTTON'S (V.O.)  
...And had gotten into an earlier  
cab...

The woman getting into the other cab...she beats somebody  
for...

BENJAMIN BUTTON'S (V.O.)  
Daisy and her friend would have  
crossed the street...

Daisy and her friend crossing the street...Daisy, showing her  
friend her dance move, doing the pirouette...

BENJAMIN BUTTON'S (V.O.)  
...and the taxi would have driven by  
them...

And we see the taxi turning the corner, driving safely by  
them...and becoming a ghost...of what might have been...

BENJAMIN BUTTON'S (V.O.)  
But life being what it is...a series  
of intersecting lives and incidents...  
the vagaries of time...out of  
anybody's control...the taxi did not  
go by...and the sun momentarily got in  
the driver's eyes and he didn't see  
them crossing the street...

Daisy and her friend crossing the street, Daisy showing her  
friend the dance move, doing the pirouette, the taxi coming  
around the corner...

BENJAMIN BUTTON'S (V.O.)  
...and the taxi hit Daisy...

And we see just that...Daisy being hit by the taxi...thrown a  
distance...lying crumpled in the street...

INT. THE PARIS HOSPITAL, A HOSPITAL ROOM - DAY, 1954

Benjamin coming into a hospital room...Daisy, immobilized,  
lying in a hospital bed...

BENJAMIN BUTTON'S (V.O.)  
And Daisy's leg wouldn't have been  
crushed...

Brokenhearted tears run down her cheeks...And as Benjamin  
bends to hold her...Daisy holding onto him for dear life...

BENJAMIN BUTTON'S (V.O.)  
And she told me her leg had been  
broken in five places...and that with  
therapy, in time, she might be able to  
stand again...and maybe even walk  
again...

DAISY  
 (shrugs at the  
 vagaries of life)  
 The world isn't exactly waiting for a  
 one legged dancer...

BENJAMIN BUTTON'S (V.O.)  
 Her dancing days were over...

BENJAMIN  
 Come home with me, Daisy...I'll get  
 you anything you need...I'll take good  
 care of you...

But she doesn't say anything...

BENJAMIN BUTTON'S (V.O.)  
 But the light had gone out of her  
 eyes...

And we see just that...a small piece of LIGHT literally going  
 out of her eyes...

EXT. A PARIS PARK - ANOTHER DAY, 1954

Snow is on the ground. We see Benjamin sitting on a park  
 bench outside the hospital...

BENJAMIN BUTTON'S (V.O.)  
 I stayed in Paris for three months...I  
 went to see her everyday...

INT. DAISY'S HOSPITAL ROOM - ANOTHER NIGHT, 1954

Daisy lying in the hospital bed a cast on her entire leg.  
 Benjamin sitting in a chair across from her. It's quiet.  
 After some moments:

DAISY  
 (after a beat)  
 I'd like you to go back home,  
 Benjamin...there's nothing you can do  
 here for me anymore...

BENJAMIN  
 (objecting)  
 I want to be here with you --

DAISY  
 (adamant)  
 I don't want you to stay here  
 anymore...I need to work this out by  
 myself...  
 (tearful)  
 Please, Benjamin...I'm asking you as a  
 friend...

It's quiet. She turns away from him...

BENJAMIN BUTTON'S (V.O.)  
 Her heart was broken. Her dreams were  
 shattered.

And after a moment, doing just that, respecting her wishes, he quietly gets up. He looks at her for a moment...a goodbye of a kind...and he turns, walking out of the room, moving off along the hallway...and out of her life...

BENJAMIN BUTTON'S (V.O.)

And I went home, without her...

DISSOLVE TO:

EXT. THE HOUSE ON THE HILL, BALTIMORE - ANOTHER NIGHT,  
1954

Benjamin standing in the third story window...looking outside at the empty road...if we didn't know any better he seems to be waiting for someone...and not seeing them, turning, he goes back inside his room, and after a moment, the light's turned off...

DISSOLVE TO:

EXT. THE CHESEPEAKE BAY - DUSK, 1954

We see Benjamin, in the golden light at the end of the day, coming along a path by the Bay...

BENJAMIN BUTTON'S (V.O.)

I went to visit Max and Mrs. Hand...

He comes to the marshes...And he abruptly stops...because in the marsh where the ark once was...it's now empty...Max, and his wife, and the ark, are gone...a shaft of golden light at the end of the day all that remains...And as he stands looking at the light where Max and the ark had been...

BENJAMIN BUTTON'S (V.O.)

What I heard was...there's a Baltimore law saying it's illegal to live on a boat on dry land...and illegal to have a home zoo...and so some men from the city's office had come with the police...

EXT. THE HAND'S ARK, IN THE CHESEPEAKE MARSH - ANOTHER DAY, 1954

Buurocrats and Policemen crawling all over the ark...

BENJAMIN BUTTON'S (V.O.)

And they took the animals away...

And we see just that, the animals being taken away...

BENJAMIN BUTTON'S (V.O.)

And they were going to take Mrs. Hand and Max away...

A policeman takes Mrs. Hand by the arm...to take her away...

BENJAMIN BUTTON'S (V.O.)  
 When Max, who could not let someone  
 harm the love of his life,  
 threateningly raised his hammer at the  
 policemen...and one of the policemen,  
 afraid, shot Max...

And we see Max, being shot...lying in a pool of his own blood  
 on the ark...Mrs. Hand comes to sit beside him...cradling her  
 husband's head...as the stuff of life leaves his eyes...

BENJAMIN BUTTON'S (V.O.)  
 They sank the ark...which was a good  
 thing...because it became a natural  
 reef for fishes...

EXT. THE CHESEPEAKE BAY, UNDERWATER - DAY, 1955

The ark, a reef for fish now...

BENJAMIN BUTTON'S (V.O.)  
 They even named it the "Max Hand Fish  
 Reserve..."  
 (a beat)  
 I never saw Mrs. Hand again...but I  
 heard she still lived in the Baltimore  
 vicinity...

EXT. A BALTIMORE STREET - ANOTHER TIME, NIGHT

We see a homeless person peering out a cardboard box...who  
 looks very much like Max's soul mate...Mrs. Hand...afraid,  
 I'm afraid to say, of her own shadow again...

BENJAMIN BUTTON'S (V.O.)  
 And that would have been that...But  
 one night I overheard a ship captain  
 telling some people a story...

INT. A BALTIMORE SEAMAN'S BAR - ONE NIGHT, 1957

We see Benjamin at a local bar, a sea Captain telling some  
 people at the bar...

THE SEA CAPTAIN  
 To show you how the sea can play  
 tricks on you...We were off the coast  
 of Africa and we ran into some bad  
 weather...

EXT. AN OIL TANKER SOMEWHERE IN THE OCEAN - NIGHT, 1955

The ship's Captain at the wheel on a rough sea...and the  
 Captain slows...peering into the night...

THE SEA CAPTAIN'S (V.O.)  
 And I saw what looked like an  
 ark...with all kinds of animals...and  
 at the helm a man with a white  
 beard...

And through the rain that's just what he sees out on the high sea; a boat that looks very much like an ark, with a well stocked menagerie of animals...including a couple of giraffes and even a couple of tigers...

THE SEA CAPTAIN'S (V.O.)  
 ...And the man with the white beard,  
 for some reason, was doing a little  
 jump...a jump for joy...

...and as the white bearded man does a little jump in the air for joy...and the "ark" disappears behind a wave...

BENJAMIN BUTTON'S (V.O.)  
 Maybe Max, he's rolling around  
 heaven...

EXT. THE PORCH, THE HOUSE ON THE HILL - ANOTHER NIGHT,  
 1957

We see Benjamin silently sitting on the porch with a line of the boarders listening to the stillness of the night...

BENJAMIN BUTTON'S (V.O.)  
 But most of all I thought about  
 Daisy...

Benjamin looking down the empty road...and when noone is coming and he quietly gets up and goes inside, the screen door closing quietly behind him...

DISSOLVE TO:

INT. THE TRAIN STATION IN BALTIMORE - DAY, 1960

The golden clock, with its cherub angels pushing the hands, on its destination...backwards..."1960."

EXT. THE CHESEPEAKE BAY, BALTIMORE - ANOTHER DAY, 1960

We see a SAILBOAT out on the Bay...

BENJAMIN BUTTON'S (V.O.)  
 Now as I said, once the sea is in your  
 blood, you can't let go of it...and I  
 learned how to sail...

And we see see just that, Benjamin, the wind in his hair, sailing on a 40ft. sailboat called the, "Button Up..." And the change in his appearance is startling...his hair is without a trace of gray...his face, with barely a wrinkle, chiseled...he is a healthy man of 43...in the fortieth year of his life...

BENJAMIN BUTTON'S (V.O.)  
 ...to be on the sea was all I ever  
 wanted...

Benjamin at peace, sailing...

BENJAMIN BUTTON'S (V.O.)  
 But Daisy was never far from my  
 thoughts...wondering where she  
 was...what she was doing?

INT. DAISY'S ROOM - LATE IN THE DAY, THE PRESENT

Daisy lying in her bed, looking out the window...

DAISY  
 He was never far from my thoughts...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1960

Benjamin standing in the window looking out at the empty  
 road...And as he turns from the window...

INT. A SMALL ROOM SOMEWHERE - NIGHT, 1960

We see Daisy lying in bed in a small room somewhere...trying  
 to go to sleep...

DAISY'S (V.O.)  
 And I would say...

DAISY  
 Goodnight, Benjamin...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1960

Benjamin lying in his bed...

BENJAMIN BUTTON'S (V.O.)  
 And I would say...wherever she was...

BENJAMIN  
 Goodnight, Daisy...

And as he lays in the moonlight through the trees branches...

DISSOLVE TO:

INT. THE TRAIN STATION IN BALTIMORE - DAY, 1962

The terminal's crowded with people.

DAISY'S (V.O.)  
 In 1962 they had a commemoration for  
 the 100th year of the train station.

A military band is playing...and among the people watching  
 are soldiers, carrying duffel bags, on their way to Vietnam.

DAISY'S (V.O.)  
 Even the President had come...along  
 with other dignitaries...

And we see the young handsome President Kennedy, thoughts of  
 war on his face...

DAISY'S (V.O.)

The City of Baltimore had commissioned the finest clockmaker...to clean and repair Mr. Gateau's clock to the finest working order...

And we see the clock cloaked under a drape again...

DAISY'S (V.O.)

The clockmaker climbed a ladder up to the golden clock....

We see the man climbing a ladder up to the clock....The military band, the people, go still...

DAISY'S (V.O.)

He pulled off its drape...

He pulls off its drape...the beautiful clock golden and shining...with its cherubs waiting to push the clock's hands...

DAISY'S (V.O.)

To commemorate the hundred years...they had asked the clockmaker to make the clock run the proper way...to run forwards...for perhaps another hundred years...

And we see the hands are set at exactly noon.

DAISY'S (V.O.)

And at exactly twelve o'clock noon, the clock was to be started again...

And the people, the President included, begin to count down the time...and as "one" is shouted in unison, twelve o'clock noon...the clockmaker activates the clock...and everyone waits to hear its sweet chimes, to watch the angels push the hands...but nothing happens...nothing at all...the clockmaker tries again...and still nothing...and once more...but still nothing...the clock is still...and once more...but the angels, and the clock's hands, don't move at all...and schedules being what they are, the President is whisked away...the people leaving, the military band packing up, the soldiers with their duffel bags running to their trains, saying their farewells to their loved ones...until the terminal is quiet...all but the clockmaker, still up on the ladder, still trying to get the clock to work...when the suddenly clock chimes its sweet chimes...and the angel comes to push the hand...

THE CLOCKMAKER

(shouts out to anyone listening)

You see, it works...

But the station is all but empty, those few still there, having lost interest...And as the Clockmaker looks again, he sees the angel is indeed pushing the clock's hand, but it's going, as it has for a hundred years, it's still going backwards..."1962"

EXT. THE CHESEPEAKE BAY - THE END OF THE DAY, 1962

We see Benjamin sailing on the, "Button Up," out on the gray-blue bay...

BENJAMIN BUTTON'S (V.O.)  
And one day in 1962...

EXT. A DOCK, THE CHESEPEAKE BAY - END OF THE DAY, 1962

We see Benjamin on his sailboat, coming in from sailing...

BENJAMIN BUTTON'S (V.O.)  
(simply)  
...She was there...

And we see Daisy, in a hat and a coat, 36 now, but still with her unmistakable Vermeer blue eyes, standing with the aid of a cane on the dock, waiting for him...

Benjamin gets off the boat...He moves to hold her...he hesitates...afraid he might hurt her...

DAISY  
It's okay...

And they embrace one another...holding onto each other...

DAISY (cont'd)  
(touching his  
face, what is so  
true)  
You haven't aged a day...  
(and even more)  
I missed you so much...

BENJAMIN  
I've missed you...

DAISY  
I'm sorry I never wrote or...

He stops her, he doesn't need to know...but she needs to tell him...

DAISY (cont'd)  
It was a journey I had to make by  
myself...

BENJAMIN BUTTON'S (V.O.)  
And she told me how she had lived in a  
small hotel in a small French town  
where the waters were healing...

EXT. A SMALL FRENCH TOWN - ANOTHER DAY, 1954

Daisy, getting treatments in a healing mineral pool...

DAISY'S (V.O.)  
 Everyday I would go to the bath's...I  
 would do my physical therapy...and I  
 would watch from my window the day go  
 by...

INT. A SMALL FRENCH HOTEL ROOM - DAY INTO NIGHT, 1956

And we see just that, Daisy, her heart broken, sitting in the window of her small hotel room, watching the day go by -- and turn into the night...people walking in the street...below her...

EXT. THE ROAD UP FROM THE CHESEPEAKE BAY - DAY, 1962

Benjamin and Daisy walking along the road up the hill. She has a noticeable limp...

DAISY  
 At first I wished I was dead...I  
 didn't see any reason to live...but as  
 the time went by little things became  
 important...the feel of my feet on the  
 cold floor...

INT. DAISY'S ROOM, THE SMALL FRENCH HOTEL - DAY, 1958

And we see her standing on a hardwood floor...

DAISY  
 ...how it felt to wear shoes again...

Daisy putting on her shoes...

DAISY'S (V.O.)  
 What it felt like to stand again...

Daisy, albeit with the aid of a cane, standing...

DAISY'S (V.O.) (cont'd)  
 And to walk again...

Daisy's tentative steps...walking across the small hotel room...catching herself from falling, holding onto a dresser, catching her breath, feeling triumphant...

BENJAMIN BUTTON'S (V.O.)  
 She had worked at a flower shop...

INT. A FLOWER SHOP - DAY, 1958

Daisy working in a flower shop.

DAISY'S (V.O.)  
 I went to American movies a lot.

INT. A SMALL FRENCH MOVIE THEATER - DAY, 1955

Daisy, in a small, nearly empty, French movie theater...

DAISY'S (V.O.)  
 For my thirtieth birthday I watched  
 "East of Eden..."

And we see "East of Eden" James Dean, with French subtitles,  
 on the screen...

DAISY'S (V.O.)  
 On my thirty-second birthday I saw  
 "Raintree County..."

Daisy watching "Raintree County," Elizabeth Taylor and  
 Montgomery Clift, on the screen...

DAISY'S (V.O.)  
 On my thirty-fourth birthday I  
 saw..."Imitation of Life..."

Daisy watching "Imitation of Life," the Lana Turner classic  
 potboiler, on the screen...

DAISY'S (V.O.)  
 For my thirty-fifth birthday I went  
 and saw the Bolshoi Ballet...

INT. A THEATER, PARIS - NIGHT, 1961

Daisy in the audience of an old theater watching a  
 performance of the Bolshoi...Anitoly still their premiere  
 dancer...

DAISY'S (V.O.)  
 Anitoly had grown old like everybody  
 else...but he could still defy time...

And as we see Anitoly hanging in the air on one of his  
 breathtaking leaps...

EXT. THE SMALL FRENCH TOWN - NIGHT, 1961

And we see Daisy, her cane echoing on the cobblestone, coming  
 through the square on her way home....

DAISY'S (V.O.)  
 And I had put away my regrets...

EXT. THE SMALL HOTEL, THE FRENCH TOWN - NIGHT, 1961

Daisy sitting in the window, watching the people walking on  
 the street below her...

DAISY'S (V.O.)  
 And I knew it was time to come home...

EXT. THE HILL OVERLOOKING CHESEPEAKE BAY - LATE  
 AFTERNOON, 1962

They've come along the road as far as the hillside...the old  
 house on the hill just ahead of them...they stop to look out  
 at the everlasting bay...

BENJAMIN  
(after a beat)  
What are your plans?

DAISY  
I don't have many...

BENJAMIN  
You could stay with me if you'd  
like...

She's quiet. And after a moment:

BENJAMIN (cont'd)  
(so she knows)  
I still love you.

And as she looks at him...this man she could always count on  
to be there for her...

BENJAMIN BUTTON'S (V.O.)  
And we moved into my father and  
mother's house on Hickory street...

EXT. THE BUTTON'S OLD HOUSE, BALTIMORE - NIGHT, 1962

The old house, in a decaying Baltimore neighborhood...but  
despite the faltering neighborhood the house retaining a  
dignity of its own...

INT. THE OLD HOUSE, BALTIMORE - NIGHT, 1962

Daisy in a nightgown in the familiar master bedroom, combing  
her hair at a dresser mirror...And we see Benjamin's  
reflection in the mirror, standing in the doorway...

BENJAMIN BUTTON'S (V.O.)  
She stayed in my parents bedroom...

They look at each other...

BENJAMIN  
If there's anything you need...I'm  
just down the hall...

He starts to go...

DAISY  
(after him)  
Benjamin...

He slows...

DAISY  
(about them)  
It all feels new to me...

He's quiet...

DAISY (cont'd)  
But right...

BENJAMIN  
 (pleased)  
 Goodnight.

He shuts the door. She gets into bed. She turns off the light. She lays there in the silence and she says, like so many other times...

DAISY  
 Goodnight, Benjamin...

INT. BENJAMIN'S ROOM, THE HOUSE ON HICKORY STREET - NIGHT, 1962

Benjamin lying in bed...listening to the quiet of the house...And he says, like so many other times...

BENJAMIN  
 Goodnight, Daisy...

BENJAMIN BUTTON'S (V.O.)  
 She would work with Mrs. Van Dam to strenghten her leg....

INT. A PORCH, THE HOUSE ON HICKORY STREET - DAY, 1962

And we see Daisy in a screened in front porch, exercising her leg under the supervision of an older woman...MRS. VAN DAM...

INT.. BENJAMIN'S ROOM, THE HOUSE ON HICKORY STREET - ANOTHER NIGHT, 1962

Benjamin lying in bed...

BENJAMIN BUTTON'S (V.O.)  
 But everything was not right...and some nights I heard her crying herself to sleep...

Daisy's soft cry...

BENJAMIN BUTTON'S (V.O.)  
 I suppose there is never the right answer for regret.

EXT. THE HOUSE ON HICKORY STREET - DAY, 1962

Daisy working in the front in a garden.

BENJAMIN BUTTON'S (V.O.)  
 She loved to garden....

INT. THE HOUSE ON HICKORY STREET - DAY, 1962

And we see Benjamin looking out a front window watching Daisy gardening...and thinking she's alone she tries to do the smallest of turns, to dance, and her leg gives way, and she sits down heavily in the garden...

EXT. THE GARDEN, THE HOUSE ON HICKORY STREET - DAY, 1962

Daisy sitting in the dirt...and it starts to rain...but she doesn't move...sitting in the rain letting the water pound down on her...and we see tears are running down her face....and Benjamin comes outside...bending to hold her...

DAISY  
I've lost the best years of my  
life....

BENJAMIN BUTTON'S (V.O.)  
(what he's tried  
to learn)  
What I was to learn was, every year,  
is the best year of our lives....

And as he holds her in rain...

INT. THE HOUSE ON HICKORY STREET - ANOTHER NIGHT, 1962

Benjamin lying in bed...listening to the stillness of the house...

BENJAMIN BUTTON'S (V.O.)  
And one night...

DAISY'S (V.O.)  
(quietly)  
Benjamin...

And we see Daisy in her nightgown at the door...

DAISY  
Would you come to bed with me...

INT. THE MASTER BEDROOM, THE HOUSE ON HICKORY STREET - NIGHT, 1962

Benjamin lying on his parents bed...with Daisy...

BENJAMIN BUTTON'S (V.O.)  
Her leg was crooked like a question  
mark...but I didn't mind...she was  
still the most beautiful woman I had  
ever seen...

And as he traces the scars on her legs with his lips...she reaches for him, bringing him to her, holding him as close as she can to him...and as they make love...Daisy in her middle thirties, Benjamin just in his forties...in the very same bed he was born...

BENJAMIN BUTTON'S (V.O.)  
I taught her to sail...

EXT. THE SAILBOAT, THE CHESEPEAKE BAY - DAY, 1962

Benjamin and Daisy, the wind in their faces, on the "Button Up," Benjamin showing her how to sail...

BENJAMIN BUTTON'S (V.O.)  
And we would go to the summer house on  
the lake...

EXT. THE HOUSE ON THE LAKE IN THE VIRIGINA WOODS - DAY,  
1962

The old stone house on the lake...

BENJAMIN BUTTON'S (V.O.)  
And we walked in the woods...

EXT. THE WOODS, THE SHENENDOAH MOUNTAINS - DAY, 1962

Benjamin and Daisy walking along a trail under a canopy of  
trees through the woods...

BENJAMIN BUTTON'S (V.O.)  
...and swam in the lake...

EXT. THE LAKE IN THE SHENENDOAH'S - NIGHT, 1962

We see them in the dark lake, only their heads above  
water...their faces reflecting in the moon's light on the  
dark water...and as they kiss...making love in the dark...

BENJAMIN BUTTON'S (V.O.)  
And I asked her to come away with  
me...

EXT. THE ATLANTIC OCEAN - ANOTHER DAY, 1963

And we see the sailboat out on the ocean...

BENJAMIN BUTTON'S (V.O.)  
We sailed down the coast...past  
Florida...for the Caribbean...

INT. THE SAILBOAT CABIN, THE ATLANTIC OCEAN - NIGHT, 1963

Benjamin steering the boat...Daisy at his side...

BENJAMIN BUTTON'S (V.O.)  
We stayed up all night...taking turns  
running the boat...

And we see just that...Benjamin grabbing a few hours sleep  
while Daisy sails...Daisy, sleeping, while Benjamin sails...

EXT. THE CARRIBAEAN - DAY, 1963

Daisy and Benjamin on the boat sailing on the crystal green  
water...

BENJAMIN BUTTON'S (V.O.)  
We went from island to island...

EXT. THE CARIBBEAN - NIGHT, 1963

The sailboat anchored in a cove.

BENJAMIN BUTTON'S (V.O.)  
We stayed at night in coves...

Benjamin and Daisy on the anchored boat looking at the moon...

BENJAMIN BUTTON'S (V.O.)  
We danced...

And we see Benjamin and Daisy...despite her disability, dancing to the Beatles on the radio..."Love Me Do..."

BENJAMIN BUTTON'S (V.O.)  
And we made love...until the day broke...

EXT. THE SAILBOAT, THE COVE - LATE AT NIGHT INTO DAYBREAK, 1963

Benjamin and Daisy making love on the deck of the boat in the moonlight, and on into the stillness of the Caribbean night, until the daybreaks...

EXT. THE CARIBBEAN - ANOTHER DAY, 1963

Benjamin and Daisy standing together as the "Button Up" moves under sail through the water....

BENJAMIN BUTTON'S (V.O.)  
It was like a dream...

INT. A CARIBBEAN HOTEL, BAR - DAY, 1963

A small caribbean hotel. We see Daisy and Benjamin sitting at a table drinking in a nearly empty bar...wind and rain lashing the hotel...waiting out a tropical storm...

INT. HOTEL ROOM, THE CARIBBEAN HOTEL - NIGHT, 1963

A white hotel room...the storm shutters closed...the wind and the rain banging at the shutters...Daisy and Benjamin lying together on a bed out of the storm...She studies his face...as if for the first time...

DAISY  
You barely have a line, or a crease,  
or a wrinkle...

She touches her own face...

DAISY (cont'd)  
I'm getting nothing but wrinkles...

BENJAMIN  
(smiles, tracing a  
wrinkle on her  
face with his  
finger)

I love your wrinkles...

She smiles...but it's the first echo, the first real thought, of what is to come...

DAISY

(musing)

Will you love me when I'm  
forty-five...and fifty and  
sixty...when you're thirty and  
twenty-five and twenty...?

BENJAMIN

I told you I'm going to love you  
forever...Nothing is going to change  
that...

They're quiet...listening to the storm outside...

DAISY

(after a beat)

What does it feel like growing  
younger?

BENJAMIN

I remember a man who was in his  
nineties...and I asked him...what did  
it feel like being ninety...and he  
said...he didn't know...he felt  
ageless...because he was always  
looking out of his own eyes...

They're quiet, just the sound of the rain and the chattering  
shutters...

BENJAMIN (cont'd)

Whatever happens...no matter how old I  
am...I'll always be here...

And he touches his eyes, meaning behind his eyes...and  
touching her eyes...meaning behind her blue eyes...

BENJAMIN (cont'd)

And you'll always be there...

They look into each others eyes...

BENJAMIN (cont'd)

(after a beat)

The other day I was thinking of a  
woman I had met at the home some years  
ago...and for a moment I couldn't  
remember her name...or what she looked  
like...it came to me...but it scared  
me...that I was starting to lose my  
memories...

DAISY

(a beat, a distant  
fear)

Do you think you'll remember me when  
you're younger...?

And before he can say anything a shutter slams open...the  
rain and the wind coming in on them...Benjamin gets up to  
close it tight, keeping the rain and the wind out...He comes  
back to bed...And Daisy, suddenly afraid, asks him to...

DAISY (cont'd)

Hold me, Benjamin...

He holds her, tight...and as they make love on the bed in the white room with the wind and the rain trying to get in, banging on the shutters...Benjamin and Daisy afraid of what might be coming...

INT. THE CARIBBEAN HOTEL ROOM - LATER THAT NIGHT, 1963

The storm's died down...Benjamin and Daisy falling asleep...

BENJAMIN BUTTON'S (V.O.)

And she said...

DAISY

Goodnight, Benjamin...

BENJAMIN BUTTON'S (V.O.)

And I said...

BENJAMIN

Goodnight, Daisy....

And as they fall asleep...

INT. THE CARIBBEAN HOTEL ROOM - MIDDLE OF THE NIGHT, 1963

Benjamin and Daisy sleeping...the shutters quietly talking on a breeze...when one of the shutters slams open as if somebody's come in...Benjamin wakes up...and he sees Queenie is standing over him...

QUEENIE

I wanted to tell you your mama's gone  
but I will always love you...

And she bends, sweetly kissing him...

And Benjamin rolls over...his eyes come open...he gets up to close the errant shutter...he gets back into bed...

DAISY

(murmurs)

Is anything wrong?

BENJAMIN

I had a dream...Queenie came to tell  
me my mother had died...and gave me a  
kiss...

DAISY

(softly)

Your mother's been dead for many  
years...

(comforting)

Ssssh sweetheart, it was just a  
dream...go back to sleep...

And as she caresses him...falling back to sleep...

EXT. THE LONG ROAD UP THE HILL, BALTIMORE - DAY, 1963

We see Daisy and Benjamin coming along the road going up the hill from the Bay, coming home...

EXT. THE OLD HOUSE ON THE HILL - DAY, 1963

They stop by the old house on the hill....the porch, empty...Benjamin goes up the steps, opens the screen door and goes inside...

INT. THE OLD HOUSE ON THE HILL - DAY, 1963

Benjamin comes inside...Daisy just behind him...The front room empty...the house still...

BENJAMIN

(calls)

Hello...Queenie...we're back...

The house quiet...He looks into the parlor...the still piano...He goes down a hallway...looks into the kitchen...

BENJAMIN (cont'd)

Queenie...?

...Nobody...He goes down the hall looking in Queenie's small room under the stairs...Nobody's there...He goes back into the front room...looking up the stairs...calling...

BENJAMIN (cont'd)

Hello....Anybody here?

He looks at Daisy..."what's going on...?" when finally an old Woman, who's been sleeping, comes out of her bedroom half-awake...

BENJAMIN (cont'd)

It's Benjamin, Mrs. Carter...where is everybody?

THE OLD WOMAN

Benjamin...your mother died.

BENJAMIN

My mother died?

THE OLD WOMAN

Queenie, she died two nights ago.

INT. A BLACK BAPTIST CHURCH, BALTIMORE - DAY, 1963

The church crowded...and we see Benjamin and Daisy come in the back as the service is going...Benjamin walks up to the open casket...standing by his mother's side as the choir sings a Hallelujah chorus...

BENJAMIN BUTTON'S (V.O.)

We buried her by her beloved Mr. Weathers...

EXT. THE HILLSIDE, OVERLOOKING THE BAY - DAY, 1963

The hillside cemetery in sight of the old house on the hill...where so many we've known are laid to rest...The mourners standing at Queenie's gravesite beside her beloved Mr. Weathers. We see Queenie's daughter among them...in her late twenties herself now...And Benjamin, standing over his mother's grave...is saying his goodbyes...

BENJAMIN

You picked me up and made me strong...you gave me the courage to walk and talk...and think for myself...you always treated me with dignity...

(an echo)

...and respect...

(and he finally says for her)

"Don't be tempted by the shiny apple. Don't eat of the bitter fruit. Hunger only for the taste of justice. Hunger only for the taste of truth. Because, big or small, rich or nothing at all...All you have is your soul..."

DISSOLVE TO:

INT. THE TRAIN STATION, BALTIMORE - DAY, 1964

Monsieur Gateau's timeless golden clock high on the terminal wall...The clock hand still turning...the angel pushing the hand backwards, "tick"... "tick"... "1964."

INT. A DANCE STUDIO, BALTIMORE - DAY, 1964

A small dance studio...a scratchy phonograph record playing music...young teenage girls learning how to dance....

BENJAMIN BUTTON'S (V.O.)

Daisy opened a dance studio...

And we see Daisy, in a long skirt over a long sleeved leotard...wearing ballet slippers...the first time we've seen her dressed like this in many a year...teaching young teenage girls how to dance...her mobility limited...but, the doing is all that matters...

BENJAMIN BUTTON'S (V.O.)

And the light was in her eyes again...

And we can literally see a piece of light in her eyes...

INT. THE DANCE STUDIO, BALTIMORE - NIGHT, 1964

We see Daisy, a coat over her long skirt...alone in the studio...cleaning up...music playing on the record player...and for a brief moment she stops, and dances by herself...the smallest, most tentative of dance steps...but a dance nonetheless...and as she stops, proud of herself...she instinctively turns...seeing Benjamin having come into the studio...has been standing silently watching her...

BENJAMIN

You're still beautiful to watch....

She stops to look at herself in the dance mirror...  
self-conscious...

DAISY

I envy the little girls...Dancing is  
all about the line...the line of your  
body...after awhile...you lose the  
line...and you can never get it  
back...

And she looks at Benjamin's reflection...thinking about the  
passages of time...

DAISY (cont'd)

I figured out if you were 85 when you  
born in 1919...forty-six years  
ago...you're the same age I am now...  
39...except you're going one way and  
I'm going the other...

They look at their reflections in the mirror...one losing  
their body line the other growing into it...

DAISY (cont'd)

(smiles, wry)

I know you may not be losing your  
hair...and your teeth are straighter  
and whiter...and you're getting sexier  
every day...But I won't hold it  
against you...I love you just the way  
you are...

He smiles. She turns to get her things...she shuts off the  
lights...They start to leave...and she tells him...

DAISY (cont'd)

I'm pregnant...

He stops...

BENJAMIN

Pregnant?

They look at each other. She smiles, nodding "yes," it's  
true.

BENJAMIN BUTTON'S (V.O.)

It was one of the happiest moments of  
my life...

And deeply moved he takes her in his arms...holding  
her...grateful...and he slowly dances with her...dancing with  
her in the dark studio...singing to her...

BENJAMIN

Embrace me you sweet embraceable  
you...embrace me you irreplaceable  
you...

EXT. THE DANCE STUDIO, BALTIMORE - NIGHT, 1964

The dance studio on a Baltimore street. The shops closed for the night. And like a painting, Benjamin and Daisy dancing in the small studio, as if they were the only two people on the earth...

BENJAMIN BUTTON'S (V.O.)

And while we waited...

INT. THE BEDROOM, THE HOUSE ON HICKORY STREET - NIGHT, 1964

Benjamin at a desk in the bedroom, writing in a journal...

BENJAMIN BUTTON'S (V.O.)

I wrote in a journal...putting down everything I could remember before I forgot it...

And while he writes in a small pool of light we see Daisy in bed...asleep...

BENJAMIN BUTTON'S (V.O.)

And Daisy flourished...

And we see Daisy, as time passes, growing ever bigger...and bigger...while she sleeps...

INT. THE BEDROOM, THE HOUSE ON HICKORY STREET - ANOTHER NIGHT, SOME MONTHS LATER, 1965

Benjamin coming to bed...lying beside her...and as he kisses her fertile stomach...

BENJAMIN BUTTON'S (V.O.)

And in the spring of 1965...

INT. THE HOUSE ON HICKORY STREET - MORNING, 1965

We see Benjamin in the bedroom, his shirt off, a strong, virile man...putting on a shirt...getting dressed...And there's the sound of something falling...and then...

DAISY'S (V.O.)

Benjamin...

And he runs out of the room...to see Daisy, who had been carrying a glass of milk, having fallen, is sitting on the stairs...the glass of milk spilled on the carpet...and there's blood on her nightdress...He picks her up...carrying her back up the stairs into their bedroom...laying her in bed...he calls the operator...

BENJAMIN

(emergent)

Get me the police...my wife is seven months pregnant and fell on the stairs...

DAISY

Benjamin...the baby's coming...

And he hurries to her side...and as she clasps his hand...

INT. THE HOUSE ON HICKORY STREET, BALTIMORE - DAY, 1965

Paramedics are there...Daisy still lying in bed...

BENJAMIN BUTTON'S (V.O.)

And in the same bed I was born...Daisy  
gave birth to a five pound four ounce  
baby girl...

And we see, lying on Daisy's chest, is a newborn baby...  
Benjamin, standing beside her...And a young Woman Doctor  
that's there...packing up her things...

BENJAMIN

(concerned,  
because of his own  
history)

You're sure there's nothing  
different...nothing wrong her?

THE YOUNG DOCTOR

She's a normal, healthy baby in every  
way...

And Benjamin touched, kisses the baby's head...

BENJAMIN BUTTON'S (V.O.)

....and a little girl, we named  
Caroline, for my mother, was born...

And as Benjamin holds Daisy's hand while she nurses her...

INT. DAISY'S ROOM - LATE IN THE DAY, THE PRESENT

Caroline's stopped reading...motionless...

CAROLINE

(and she now  
knows)

He was my father...?

And tears run down her sweet face...

CAROLINE (cont'd)

You never said anything to me...why  
didn't you ever tell me...? How could  
you....?

DAISY

Sssh...I know...I know,  
sweetheart...I know...

She comforts her...

DAISY (cont'd)

It's one of the reasons I wanted you  
to read this to me...so you could know  
too...

Caroline's motionless...racked...

DAISY (cont'd)

Please go on...

CAROLINE

(empty)

I can't...

DAISY

There aren't going to be many more chances...

Caroline doesn't say anything, betrayed...there's a dark silence...and Caroline, needing to say something, anything...

CAROLINE

(trying to think  
of something to  
say, angry)

Why didn't you at least marry him?

DAISY

We talked about it...

INT. THEIR BEDROOM, THE HOUSE ON HICKORY STREET - ANOTHER NIGHT, 1965

Sometime in the middle of the night, when it feels like a dream...The baby asleep, lying between them...Daisy says...

DAISY

Will you marry me, Benjamin?

He's quiet. And he says...

BENJAMIN

You know I would do anything for you. But I can't marry you...I can't promise I'll grow old with you...and what else is a marriage...but people living, and loving, and growing old together...the best I can give you is who I am now...

INT. DAISY'S ROOM - LATE IN THE DAY, THE PRESENT

Daisy with her regal turban in her bed, looking outside...

DAISY

And that was enough for me...

Caroline, still stunned, and fragile, is standing now, looking out the window trying to come to grips with what she's found out about herself...

DAISY (cont'd)

(a beat, distant)

We were married a thousand different times...every time we looked at each other...or took a walk together...we were married all over again...

Caroline doesn't say anything...looking out the window...

CAROLINE

You cheated me.

DAISY

We all are cheated out of something...

(after a beat)

Read the rest of it...it might help...please, sweetheart...

Caroline hesitates...and despite her pain she sits back down and takes up the journal...And after a moment, she reads, hesitantly...

CAROLINE

(reads)

We were a family...Daisy and Caroline and I...

BENJAMIN BUTTON'S (V.O.)

It was the best time of my life...

EXT. THE SHENENDOAH MOUNTAINS ~ DAY, 1966

We see them climbing, Caroline in a backpack on Benjamin's back, to the top of Mary's peak...And as they sit on the peak...looking, as his father said, "into the future..."

BENJAMIN BUTTON'S (V.O.)

Anything seemed possible...

INT. THE BEDROOM, THE HOUSE ON HICKORY STREET - LATE AT NIGHT, 1967

Benjamin sitting at the desk writing in his journal...while Daisy and Caroline sleep in the bed...

BENJAMIN BUTTON'S (V.O.)

And anything was...

INT. THE HOUSE ON HICKORY STREET - NIGHT, 1968

Benjamin and Daisy in the living room...Caroline, now four, playing on the floor...the television going...

A MAN'S (V.O.)

(on television)

The oldest woman to ever swim the English Channel...Sixty-eight year old Elizabeth Abbott...

And Benjamin looks up...

A MAN'S (V.O.)

(on television)

...Arrived in Calais today...having made the swim in thirty-four hours, twenty-two minutes and fourteen seconds...

And we see dear Elizabeth Abbott, who finally took the chance, coming out of the water, completing the English Channel swim. And as she smiles, a lifetime of waiting, triumphant...and Benjamin smiles for her, too...

INT. THE HOUSE ON HICKORY STREET - NIGHT, 1969

We see Benjamin in bed, the baby sleeping between him and Daisy...And as Benjamin watches them sleep...he sees his reflection in a wall mirror...his fifty-second year on this earth...thirty-five years old...a young man...He looks at Daisy...in her forties...her hair begun to gray...her face begun to show the natural touches of age...and as he watches them sleeping, troubled...

BENJAMIN BUTTON'S (V.O.)

And when Caroline was five...

EXT. A PARK IN BALTIMORE - DAY, 1970

Benjamin sitting with Daisy...watching Caroline play...

BENJAMIN

(after a beat)

I think you should consider finding a real father for her...

DAISY

(stops)

A real father? What are you talking about? You're her father.

BENJAMIN

I'm thirty-four years old...before we turn around I'll be twenty-five and twenty and fifteen...and ten...

He trails off...

BENJAMIN (cont'd)

She needs somebody to grow old with...to be there when she's a woman...to give her the benefit of experience...wisdom...

DAISY

That's nonsense...You're her father...She'll learn to accept you whatever happens...She loves you...

BENJAMIN

She should be able to watch her parents age normally...growing older is a large part of life...soon enough, she will be older than I am...she needs a father not a playmate...

DAISY

(realizes, looking  
at herself)

Am I growing too old for you,  
Benjamin?...Is my age starting to  
show...? Is my hair turning gray....?  
Am I getting wrinkles? Have you lost  
your desire for me...?

BENJAMIN

(from the bottom  
of his heart)

I will never stop loving you...I will  
love you until the day I die...

And as they sit on the bench watching Caroline playing...and  
she sees his heart is breaking...

BENJAMIN BUTTON'S (V.O.)

And one night out of my love for  
them...

INT. THE HOUSE ON HICKORY STREET - NIGHT, 1970

We see Daisy, Caroline asleep beside her, in their bed. And  
we see Benjamin, having gotten dressed, is standing at the  
side of the bed...and he bends to kiss them both...and while  
they sleep...he crosses out of the dark room...starting out  
the door...stopping to look back at them sleeping...silently  
closing the door behind him...and going down the  
stairs...into the foyer...stopping to look back up the stairs  
at what he's left behind...and going out the door...closing  
the door behind him...

EXT. THE HOUSE ON HICKORY STREET - NIGHT, 1970

He stops for a moment, looking back at the dark house...and  
as he walks into the night...and we see a light come on in  
the house...

INT. THE HOUSE ON HICKORY STREET - NIGHT, 1970

We see Daisy, knowing he's gone, lying in bed, the small  
bedside light on...and as she watches her child sleep...tears  
running down her cheeks...

INT. DAISY'S ROOM - LATE IN THE DAY, THE PRESENT

Daisy propped up in her bed looking out the window.

CAROLINE

He abandoned you.

Daisy doesn't say anything.

CAROLINE (cont'd)

What kind of father leaves a mother  
and his five year old daughter...?

DAISY

He thought he was doing what was best  
for us.

CAROLINE  
Best for us? It was like the first  
five years of my life didn't exist.

Daisy doesn't say anything.

CAROLINE (cont'd)  
(after a beat)  
It must have broken your heart.

DAISY  
(a beat)  
It broke his, too...

CAROLINE  
(after a beat)  
Where did he go off to?

DAISY  
Would you read it for me?

And as she looks out the window dealing with the old  
heartache...

CAROLINE  
(reads)  
I went back out to sea...

EXT. THE SAILBOAT - ANOTHER NIGHT, 1970

And we see Benjamin alone on the sailboat out on the sea...

BENJAMIN BUTTON'S (V.O.)  
And for seven years...I went where the  
wind took me....And I let myself grow  
old...

INT. THE SAILBOAT - NIGHT, 1971

Benjamin writing in his journal...and we see he's letting his  
hair and his beard grow...and he's started to look old...

BENJAMIN BUTTON'S (V.O.)  
I saw things I could only dream of...I  
walked on the top of trees...

EXT. THE RAIN FOREST, BRAZIL - DAY, 1972

And as if in a dream we see Benjamin walking in a mist on  
rope ladders that traverse the canopy of hundred foot trees  
above the rain forest...howler monkeys screaming in the  
branches at his feet...

BENJAMIN BUTTON'S (V.O.)  
In India I sat with a 127 year old  
man...

INT. A HUT ON THE GANGES, INDIA - DAY, 1973

And we see Benjamin, with a full beard and long hair, sitting on a mat next to a small frail man...with a face that's seen eternity, lying on a mat in a hut on the banks of the River Ganges...penitents in a long line waiting to get wisdom from the great man...

BENJAMIN BUTTON'S (V.O.)

And I asked him the secret of life.

The man looks at up him and says...

THE ANCIENT WISE MAN

Women...have many women.

And as he makes an eternal giggle...

BENJAMIN BUTTON'S (V.O.)

In Africa I slept on a plain with people seven feet tall.

EXT. A PLAIN IN AFRICA - NIGHT, 1974

And as if in another dream, we see animals, under a full moon, asleep on an African plain...We see Benjamin lying awake in a conical grass hut...in a village of conical huts...and in the "dream" a seven foot tall Masai man is standing tending his herd of cattle as he's done for thousands of years...and as a cow bell sounds...

BENJAMIN BUTTON'S (V.O.)

But most of all I learned what it was like to age...and what it felt like, ultimately, as it will come to all of us...to be alone...

EXT. THE SAILBOAT - STILL ANOTHER NIGHT, 1976

And we see Benjamin, under a blanket of stars, steering the boat across the ocean...and he looks, with his weathered skin...his long beard and long hair...like a very old man...completely and totally alone...

INT. DAISY'S ROOM - END OF THE DAY, THE PRESENT

Daisy in her turban looking out the window...

DAISY

I never for a moment stopped thinking about him...

INT. A BEDROOM - NIGHT, 1973

Daisy lying in bed...Caroline, now nine, lying in bed beside her, asleep...

DAISY'S (V.O.)

And I would say...

DAISY  
(she says)  
Goodnight, Benjamin...

INT. THE SAILBOAT ON THE SEA SOMEWHERE - NIGHT, 1976

The boat at sea...Benjamin lying in his bunk, staring off...

BENJAMIN BUTTON'S (V.O.)  
And wherever I was I would think about  
Caroline and Daisy...and I would  
say...

BENJAMIN  
(says)  
Goodnight my darlings...

And as he shuts his eyes...

DISSOLVE TO:

INT. THE TRAIN STATION, BALTIMORE - DAY, 1977

We see the golden clock of Monsieur Gateau high on the train  
station wall...turning, going backwards...time ever  
turning, "1977."

EXT. THE OLD HOUSE ON THE HILL, BALTIMORE - DAY, 1977

And we see what looks like an old man, with a beard and long  
hair, painfully thin, his back hunched over, carrying a  
suitcase, coming up the road toward the house..a new boarder?

BENJAMIN BUTTON'S (V.O.)  
And then I came home...

And as he comes closer...we see it's Benjamin...carrying his  
suitcase...coming to the house on the hill...old people  
sitting in chairs on the porch...He comes onto the porch...

BENJAMIN  
Good afternoon...

But nobody really says very much...He goes inside...

INT. THE HOUSE ON THE HILL - DAY, 1977

A little African American girl...no more than four is playing  
with a doll in the living room...

A WOMAN'S (V.O.)  
(calls)  
Sugar...?

And Queenie's daughter, in her early forties now, wearing an  
apron, comes into the living room looking for her little  
girl...and seeing Benjamin...

QUEENIE'S DAUGHTER  
Can I help you sir? If you're looking  
for a home, we're short of space right  
about now...

BENJAMIN  
 (identifying  
 himself)  
 It's Benjamin.

QUEENIE'S DAUGHTER  
 (looking closer)  
 My God in heaven, what have you done  
 to yourself now?

And as they embrace.

BENJAMIN  
 I'd like to come back home if I could.

QUEENIE'S DAUGHTER  
 Your room's just as you left it...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - DAY, 1977

Benjamin standing in his old room...the room, just as he'd  
 left it...

INT. BENJAMIN'S ROOM, THE OLD HOUSE ON THE HILL - LATER  
 IN THE DAY, 1977

And we see Benjamin in the bathroom standing naked at the  
 sink, shaving...

LAP DISSOLVE TO

Benjamin raises his head looking at himself in the sink's  
 mirror...and it's staggering...with his beard gone...his hair  
 cut...we see he's a young strong man in his mid  
 twenties...and as he stands naked...this boy before us...

INT. THE DANCE STUDIO, BALTIMORE - NIGHT, 1977

A record's playing piano music. We see Daisy, in her long  
 dance skirt...picking up errant clothing, the jackets, and  
 the sweaters, that children have left behind...and in the  
 seven years since we've last seen her, past fifty now, her  
 hair's cut short...and left to gray...and although her age is  
 on her face, she still has a dancer's posture, her head held  
 high...carrying herself with grace...and one thing that will  
 never change, are her unforgettable Vermeer blue eyes...we  
 hear the door open...Daisy turns...

DAISY  
 We're closed...

And she stops, seeing Benjamin, hands in his pockets, is  
 standing there...and she's momentarily taken back by his  
 youthful appearance...she gathers herself...there's an  
 awkward moment...And she simply says...

DAISY (cont'd)  
 Hello, Benjamin...

BENJAMIN  
 (says, simply)  
 Hello, Daisy...

It's quiet...the small studio...just the piano music. And despite the quiet...there's a terrible aching they have for each other...and before they can say anything...the door swings open and Caroline, thirteen now, comes running in...

CAROLINE

You ready?

DAISY

This is my friend, Benjamin...you knew him when you were little...

CAROLINE

(doesn't recognize him)

Hi...

BENJAMIN

(taking her in)

Hello...You've grown alot....you were just a little girl then...

A MAN'S (V.O.)

Hello...

And a stocky man in his fifties, wearing a suit and a tie, comes in...

THE MAN

I'm sorry...I thought you were done...

DAISY

This is an old friend of mine, Benjamin Button...this is my husband...Robert Williams...

They shake hands...There's an awkward quiet...

ROBERT

(sensitive)

It was nice to have met you Mr. Button...We'll be in the car, darling...

DAISY

I'll just close up...

And Robert and Caroline go outside to wait for her...

BENJAMIN

(taken)

She's so lovely...

DAISY

She's a dear sweet girl...

(honestly)

...a little lost...

(beat)

But who isn't a little lost at thirteen?

BENJAMIN  
 (a small smile,  
 the truth)  
 I wouldn't know.

And she shuts off a set of the lights.

DAISY  
 He's a doctor...He was a  
 widower...He's been wonderful to both  
 of us...

And she shuts off the record player and another set of  
 lights...and for a moment they stand in the dark studio...the  
 darkness making it feel more intimate...and they look at  
 their reflections in the mirror...seeing who they are now...

DAISY (cont'd)  
 (quietly, just  
 above a whisper,  
 with some wonder)  
 You're so much younger than me.

BENJAMIN  
 (shakes "no", and  
 softly,  
 affectionately)  
 Just what you can see.

And aware of the car's headlights waiting at the curb....she  
 turns, holding the door open for him...He walks by her...

EXT. THE BALTIMORE STREET - NIGHT, 1977

She stops to lock the door. She turns...

DAISY  
 (a beat, awkward)  
 It was good seeing you again...

They look at each other...

BENJAMIN  
 You too...

They formally shake hands...and she turns, getting into the  
 car...and leaving...Benjamin standing on the corner, his  
 hands in his pockets, the car driving by him, Daisy at the  
 window....and she can't help but look at him...and then the  
 car's gone...and as he crosses the street and walks off into  
 the night...

BENJAMIN BUTTON'S (V.O.)  
 And one night...

INT. BENJAMIN'S ROOM, OLD HOUSE ON THE HILL - NIGHT, 1977

Benjamin sitting at his desk, writing in his journal. There's  
 a knock on the door...he opens it...and Daisy is there...

DAISY

May I come in?

BENJAMIN

Please...

She comes inside...there's an awkward quiet...she looks around the room.

DAISY

How does it feel to be back here?

BENJAMIN

I'm finding it hard to get used to being called "young man."

She smiles. They're quiet again. And after some moments:

DAISY

(painfully)

Why did you leave me?

He looks at her...and after a short time...

BENJAMIN

There's a story I read by O'Henry. A young married couple wanted to give each other a Christmas gift. They were very poor. All he had of value was a two hundred year old pocket watch that had been handed down to him from his father and his father's father...For Christmas he wanted a chain for his gold watch. She had nothing of value, but her hair. She had let her hair grow for twenty years...and it was dark and beautiful. And for Christmas she wanted a hair comb to keep in her beautiful hair. To get her the hair comb he sold his pocket watch. To get him his watch chain she cut her long beautiful hair and sold it...And when it came to giving the gifts...he didn't have a watch for her chain, and she didn't have hair for his comb...but they had the greatest gift...they had each other...

(after a beat)

You gave me the most wonderful gift, a child...I gave you the only gift I had to give you...I left so that you could have a real family.

They look at each other...painfully aware of their closeness...still in love with each other...he affectionately pushes a hair off of her forehead...

DAISY

(self-conscious)

I'm an old woman now, Benjamin.

BENJAMIN

(shakes no)

All I can see is what's behind your  
blue eyes.

And he helps her off with her coat...and he undresses  
her...undressing himself...and they stand momentarily  
naked...the young man and the older woman...

DAISY

Are you sure?

BENJAMIN

Some things you don't ever  
forget...the feel...the taste...

And he kisses her...

BENJAMIN (cont'd)

...the smell....

He puts his mouth by her cheek...breathing her in...

BENJAMIN (cont'd)

...the touch...

Caressing her...

BENJAMIN (cont'd)

Of someone you love...

And as they lay on his bed and make love...remembering the  
feel, the taste, the smell, the touch...of their love...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - NIGHT, 1977

We see Benjamin standing at the window watching as Daisy gets  
into a taxi...the taxi starting to drive off...and Daisy  
turning...to look back...waving to him...Benjamin waving to  
her...

BENJAMIN BUTTON'S (V.O.)

I watched her go...

...and as the taxi drives off down the road...

BENJAMIN BUTTON'S (V.O.)

Until she went out of sight...

...the taxi going down a hill and out of sight...for the last  
time...

EXT. THE HOUSE ON THE HILL - NIGHT, 1977

Benjamin standing in the third story window. A moment and he  
turns inside. Another moment..and as he turns off the light.

INT. DAISY'S ROOM - LATE IN THE DAY, THE PRESENT

Daisy sitting silently in her bed looking out the  
window...And we realize Caroline's stopped reading...

CAROLINE  
 (leafing through  
 pages, quietly...)  
 The book's empty after that...That's  
 all he wrote...he stopped writing...

Daisy's quiet...they both are, alone with their thoughts...

CAROLINE (cont'd)  
 (caring)  
 What happened to him after that,  
 mother?

DAISY  
 (after a beat)  
 When he was in his early twenties...he  
 did what a young man should...he went  
 to challenge the world...He climbed  
 mountains...

And we see Benjamin, his shirt off, climbing a sheer rock  
 face...

DAISY'S (V.O.)  
 ...and ran rivers...

Benjamin in a kayak, running rapids on a river...

DAISY'S (V.O.)  
 He jumped out of an airplane...

And we see Benjamin jumping out of an airplane...his chute  
 opening, yanking him back up, and then floating in the  
 eternal blue sky...

DAISY'S (V.O.)  
 I think he was finally free...

DISSOLVE TO:

INT. THE TRAIN STATION, BALTIMORE - DAY, 1984

The golden clock high on the station's wall...the cherub  
 pushing its hand...forever backwards..."1984."

EXT. THE HOUSE ON THE HILL - DAY, 1984

And we see a young man, a pack over his shoulder, coming  
 along the road to the house...and as he comes closer we see  
 it's Benjamin...

DAISY'S (V.O.)  
 When he was 18 he came back home to  
 stay...

He comes up onto the porch...old people sitting in a line of  
 chairs on the porch watching the day go by...

BENJAMIN  
 (introduces  
 himself)  
 Hello, I'm Benjamin Button...

And as Benjamin goes inside...never to leave home again...

DAISY'S (V.O.)  
He went to high school...

EXT. A BALTIMORE HIGH SCHOOL - DAY, 1985

We see Benjamin, seventeen, on the quad with the other kids...doing what kids do...

DAISY'S (V.O.)  
He dated...

INT. A MOVIE THEATER, BALTIMORE - NIGHT, 1985

We see Daisy and Caroline...just twenty-one, carrying shopping bags, coming in late for a movie. They settle in their seats watching the movie. Daisy looks over...and sees Benjamin making out with a high school girl...

DAISY'S (V.O.)  
And one night...

INT. THE OLD HOUSE ON THE HILL - NIGHT, 1986

We see Daisy in a raincoat, Queenie's daughter leading her along the third floor hallway...

QUEENIE  
I think he's been drinking...

Daisy knocks on the door...

DAISY  
Benjamin...

It's quiet. She tries the door. It's open. She goes inside.

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - DAY, 1986

Benjamin, 16, his shirt off, is sitting on his bed, leaning his back up against the wall...sullen...

DAISY  
I hear you've been drinking.

He doesn't say anything...and before she can say anything else...

BENJAMIN AT SIXTEEN  
What do you care?

DAISY  
Because I care a alot about you.

BENJAMIN AT SIXTEEN

(sullen)

Well you can stop all your caring...I'm fine...I don't need anybody...I don't know why you keep coming around here...you're not my mother or something...

DAISY

You're right...I'm not...

BENJAMIN AT SIXTEEN

What are you exactly...? I mean why do you care so much? Are we related or something?

DAISY

You don't remember who I am?

BENJAMIN AT SIXTEEN

There's something about you that's familiar...Your eyes look real familiar...if that's what you mean...There's something about your eyes I remember from a really long time ago...

She's quiet...He's all but forgotten who she is...and after a moment...what's upsetting him...

BENJAMIN AT SIXTEEN (cont'd)

(upset)

I get the feeling there's a lot of things I can't remember...

DAISY

What do you mean?

BENJAMIN AT SIXTEEN

It's like there's this whole life I had and I can't remember what it was...like it was somebody else's life...

(and angrily)

I wish I could remember what the fuck it was...

And tears well up in his eyes...

DAISY

It's alright...it's alright...It's alright to forget things...

She sits down on the bed. She puts her arm around him, comforting him...and he lets her...And as they sit on the bed...Daisy and her "boy..."

DAISY'S (V.O.)

And another time...when he was about fifteen...

EXT. A BALTIMORE STREET - DAY, 1987

We see Daisy coming along a Baltimore street...and a car filled with teenagers comes racing up to the signal...Benjamin with them...and seeing Daisy...

BENJAMIN AT FIFTEEN

(boyish)

Hello Mrs. Williams.

DAISY

Hello, Benjamin...

The light changes...the car pulls off...there's the sound of laughter...and Daisy turns to see Benjamin has his pants down mooning her and the rest of the planet...And as they drive off...the sound of young voices...Daisy, standing on the corner, stops to look at herself...in her sixties...her youth far behind her...and as she turns to walk away...

DAISY'S (V.O.)

Once...when he was thirteen...I had brought him a birthday gift...

INT. BENJAMIN'S ROOM, THE HOUSE ON THE HILL - DAY, 1989

Daisy, standing in the room, holding a gift, waiting...the bathroom door's shut...there's a young boy's voice...

BENJAMIN AT THIRTEEN (V.O.)

I'll be right out...

A moment and the door opens...and Benjamin, thirteen...his shirt not buttoned quite right...fly undone...his hand over his pants front...but not quite able to hide...what he's been doing in there...

DAISY'S (V.O.)

He had discovered an old friend for the first...

(and almost sadly)

...and the last time...

And as he smiles, sheepishly...and says...

BENJAMIN AT THIRTEEN

(in a cracked  
teenager's voice)

I had a dream about you last night  
Mrs. Williams...

DAISY'S (V.O.)

When he was ten...

EXT. THE HOUSE ON THE HILL, THE ROOF - DAY, 1992

We see Benjamin, a young boy, just ten now...feeling immortal, standing on the roof...Daisy standing down below him...

DAISY  
(nervous)  
I wish you'd come down...

BENJAMIN AT TEN  
(a little boy)  
I can see everything.

And he points out...

BENJAMIN AT TEN (cont'd)  
I can see the bay...all the boats...I  
can see the graveyard where mama's  
buried and all those other people...I  
can see where you told me a deer was  
buried...I can see the city...where  
Caroline lives...and you have your  
dance studio...

And tears fill Daisy's eyes ...

DAISY  
(sweetly)  
You're right, you can see everything  
sweetheart...

And he can...he can see all the way across to the Bay...the  
graveyard on the hillside...the sawgrass where the deer was  
laid...the city....his whole life...

DAISY (cont'd)  
I think you better come down...

And he says...

BENJAMIN AT TEN  
Nobody likes me.

DAISY  
What do you mean nobody likes you?

BENJAMIN AT TEN  
I'm always the smallest and the  
youngest...

DAISY  
You're the bravest.

BENJAMIN AT TEN  
I am.

DAISY  
By far.

He's quiet, thinking about that. He turns up the roof out of  
sight...Some short moments...and he comes running out the  
front door...his hands in his pockets like the brave little  
man he is...Daisy bends down...and as he runs into her  
arms...Daisy holding him...

DAISY'S (V.O.)  
And then your father, the good doctor,  
passed away...

INT. DAISY'S ROOM, THE HOUSE ON THE HILL - THE END OF THE  
DAY, THE PRESENT

Daisy propped in her bed looking out the window...thinking of  
her husband's passing...After some moments...finishing...

DAISY  
And I came here to rest...

EXT. THE OLD HOUSE ON THE HILL - DAY, 1997

And we see Daisy, in her seventies now, carrying a suitcase,  
coming up onto the porch...the line of old people sitting in  
the chairs...the screen door swings open...and Benjamin, just  
five, comes running outside...after him...our Sugar  
Apple...the young African American girl just in her twenties.

SUGAR APPLE  
You get back here...

DAISY'S (V.O.)  
He was five when I moved in...the same  
age I had met him...

INT. BENJAMIN'S ROOM, THE OLD HOUSE ON THE HILL - NIGHT,  
1995

Daisy lying in her bed...Benjamin in a small bed across the  
room...

DAISY  
I stayed with him in his room...and I  
watched over him...

INT. THE BATHROOM, DAISY'S ROOM - ANOTHER NIGHT, 1995

She sits watching as he takes a bath with a friend...another  
little boy...

THE LITTLE BOY  
(seeing, and  
asking him)  
How come you have a picture of a  
flower on your back...?

BENJAMIN AT FIVE  
I don't remember...but it's my  
favorite flower...the most beautiful  
flower in the whole world...Isn't that  
right, Daisy?

DAISY'S (V.O.)  
The days passed...

EXT. THE HOUSE ON THE HILL - ANOTHER DAY, THE FALL, 1998

And we see Benjamin, just three or so now, holding Daisy's  
hand, walking with her in some autumn leaves...

DAISY'S (V.O.)

I watched as he learned how to talk...

INT. THE HOUSE ON THE HILL - ANOTHER DAY, 1999

Benjamin not much more than a year....sitting on Daisy's lap  
in the front room...and saying...

BENJAMIN

(points to  
himself)

Benjamin...

(points to her)

Daisy...

DAISY

(sadly smiles)

That's right...Benjamin and Daisy...

Proud of himself he smiles....

DAISY'S (V.O.)

I saw him learn how to walk...

INT. HOUSE ON THE HILL, FRONT ROOM - ANOTHER DAY, 1999

And we see him, just a toddler, pull himself up and take his  
first steps...Daisy there to catch him from falling...

DAISY'S (V.O.)

And I watched him sleep...

INT. DAISY'S ROOM, HOUSE ON THE HILL - ANOTHER DAY, 1999

Benjamin, just a baby, sleeping in her lap...and she sees the  
tattoo on his back has faded...and that too is gone...

DAISY'S (V.O.)

In 2000, for the millenium, they put a  
new clock on the train station wall...

INT. THE TRAIN STATION, BALTIMORE - DAY, 2000

And we see a workman on a ladder taking down the old clock of  
Monsieur Gateau's...handing it down to another workman...and  
putting up a new clock...a digital clock...the time  
turning...the way it's meant to be...going forward...

INT. DAISY'S ROOM - AT THE END OF THE DAY, THE PRESENT

Daisy in her bed...looking out the window...

DAISY

And in the spring of 2001...when the  
world still seemed innocent...

INT. DAISY'S ROOM, THE HOUSE ON THE HILL - DAY, 2001

Daisy sitting in one of Benjamin's old chair's in the middle  
of the room...with the daylight streaming in on her...holding  
Benjamin on her lap...a tiny thing now...like a newborn...he  
can almost fit in her two old hands...

DAISY'S (V.O.)

And he looked at me...

And we see him looking up at her...

DAISY'S (V.O.)

And he looked into my eyes...

And we see him looking into her eyes...

DAISY'S (V.O.)

And he moved his fingers...and with his little hand he held my thumb...

...and that's just what he does...looking into Daisy's eyes...holding her thumb with his tiny hand...

DAISY'S (V.O.)

And like he had said...no matter what age he was...he was the same person behind his eyes...and at that moment I knew...he knew who I was...

The baby staring into her blue eyes...

DAISY'S (V.O.)

And he seemed to smile...like he knew something...

And we see him smiling, a pure innocent smile of peace...

DAISY'S (V.O.)

And then he closed his eyes as if to go to sleep...

And we see his eyes flutter and softly close...forever...and it's dark...

And then we see eyes open...blue eyes...Vermeer eyes...and we're in Daisy's room...now...

INT. DAISY'S ROOM, THE OLD HOUSE ON THE HILL - NIGHTFALL, THE PRESENT DAY

We see she's looking out the window at the passing of the day into nightfall...The room darkened. Sugar turns on a table lamp. Caroline moves to put the journal down when a loose piece of paper falls out...She picks it up...She looks at it...there's writing on it...and she reads to her mother what he's written:

CAROLINE

Some of us are struck by lightning...

And we see just that...a man being struck by lightning...

BENJAMIN BUTTON'S (V.O.)

Some are born to sit by a river...

And we see just that...Ota Benga sitting by his river...

BENJAMIN BUTTON'S (V.O.)  
Some go down falls in a barrel...

And we see Helen Maple going down the falls in a barrel...

BENJAMIN BUTTON'S (V.O.)  
Some are tugboat captains...

And we see Captain Jack...with his skin illustrations  
standing on his tug...

BENJAMIN BUTTON'S (V.O.)  
Some swim the English channel...

And we see Elizabeth Abbott doing just that...

BENJAMIN BUTTON'S (V.O.)  
Some roam the mountains...

And we see Pleasant Curtis in his mountains...

BENJAMIN BUTTON'S (V.O.)  
Some walk the roads...

And we see the Cherokees on their road of roses...

BENJAMIN BUTTON'S (V.O.)  
Some build arks...

Max and Mrs. Hand building their dream...

BENJAMIN BUTTON'S (V.O.)  
Some make buttons...

And we see Thomas Button holding a button in the palm of his  
hand...

BENJAMIN BUTTON'S (V.O.)  
And some people dance...

And we see Daisy dancing...forever young...

DAISY'S (V.O.)  
We laid him to rest...by his mother...

EXT. THE GRAVEYARD ON THE HILLSIDE, OVERLOOKING THE BAY -  
DAY, 2001

And we see Daisy watching as Benjamin is put to his rest next  
to Queenie...

DAISY'S (V.O.)  
Where he could look out and always see  
the boats and the sea...

And as he's put to his final resting place...

BENJAMIN BUTTON'S (V.O.)

And maybe that's all that matters...  
whether we live our lives forward or  
backwards...really doesn't make any  
difference at all...as long as we've  
lived our lives well...

(a beat,  
understanding)

So I think that's the whole point of  
this life of mine...what God had  
intended...and I think he would be  
pleased with me...

INT. DAISY'S ROOM, THE HOUSE ON THE HILL - THE END OF THE  
DAY, THE PRESENT

And they're still...Caroline puts the paper down on her  
lap...And it's quiet, the day gone...

DAISY (cont'd)

Sugar darling would you mind going  
downstairs and bringing me up some  
tea...?

Sugar leaves...It's quiet...

CAROLINE

(musing)

I think I'm going to learn how to  
sail...

DAISY

That would be wonderful...

CAROLINE

There are so many things I'd like to  
do...maybe I'll even meet somebody  
along the way...

(after a beat)

I'm going to get some air...you'll be  
alright...?

She nods. Caroline goes out of the room...It's  
quiet...Daisy, in her turban, alone now...looking out the  
window...And she says to herself...

DAISY

Benjamin, I know you by heart. I see  
your sweet smile shine through the  
darkness...I still hear your voice on  
warm summer nights...The joy you gave  
to me lives on and on...Benjamin,  
you're still here beside me  
everyday...because I know you by  
heart...I know you by heart...

And there's a slight sound...a tapping sound...and we see a  
hummingbird is tapping at the window...as if coming to bring  
her a message...and the hummingbird flies away...off into the  
heavens...she watches it go...It's still...and after some  
moments she says...

DAISY (cont'd)  
(sweetly)  
Goodnight, Benjamin...

And she closes her eyes for the very last time...and it's dark...where it's peaceful, even safe...

And all of a sudden another eye opens...a blue eye...we pull back and we see it's a baby's blue eyes...we keep coming back and we see we're in a nursery filled with babies...and as one cries, and they all cry...

INT. THE TRAIN STATION, BALTIMORE - NIGHT

We see the new clock high on the terminal wall running the right way...going forward...and as the clock turns...people hurrying to their destinations, living their lives...

INT. THE TRAIN STATION, A STORAGE ROOM - NIGHT

A storage room. Old track signs. Old waiting room chairs. The discarded, the forgotten. And lying on its side is Monsieur Gateau's clock...the angel still pushing the hands...running backwards...forever...

FADE OUT: