

pretenders

writer/director
josh boone

caa
hawkins/rabinow/ruspoli

The history of cinema is boys photographing girls.

-Jean-Luc Godard

If I had the stars of the darkest night
And the diamonds from the deepest ocean
I'd forsake them all for your sweet kiss
For that's all I'm wishing to be owning

-Bob Dylan

"We must be careful about what we pretend to be."

-Kurt Vonnegut

The Spanish tinged guitar plucked intro to Sun Kil Moon's "Young Love" begins as we

FADE IN ON

The view through the open window of a room at the Admiral Fell Inn in Baltimore, Maryland. A white curtain dances gently in the breeze.

1979

INT. MOVIE THEATER - NIGHT

College student TERRY LAMM'S wide eyes. Reflected in them is a dancing Anna Karina in Jean-Luc Godard's "A Woman Is a Woman." Terry sits by himself in a revival movie house, basking in her glow.

WOMAN'S VOICE (O.C.)

Excuse me. Terribly sorry.

Terry glances over and watches a young woman squeeze past bony knees and tubs of popcorn. She apologizes her way to an empty seat directly in front of Terry's. This is CATHERINE. She brushes some popcorn off the seat before sitting and Terry gets a good look at her face. She glances up at him, an embarrassed smile on her face.

CATHERINE

Sorry.

Behind Catherine, Anna smiles in close up on screen. Catherine bears a striking resemblance to her. It's the eyes. Beautiful and large. You could drown in them. Terry can't help but stare. Catherine sits down in front of him and pulls off her sweater revealing a white tank top. A black bra strap hangs off her shoulder. Terry stares at it. Catherine, perhaps feeling his eyes, returns it to her shoulder.

EXT. MOVIE THEATER - NIGHT

Terry steps out into the night and is greeted by honking horns, loud pedestrians, distant police sirens. He lights a cigarette and paces the sidewalk, watching people stream out of the theater. He picks up a flyer listing upcoming movies. Pretends to look it over. Then she appears, pulling her sweater back over her head. She stops and searches her purse for a pack of cigarettes. Finds only a crumpled, empty box.

Looks around and sees Terry. Smiles at him. It's one of those smiles that render men speechless. Terry's no exception.

CATHERINE

Would you be kind enough to bum me a smoke? I can pay you.
(back into her purse)
Would a nickel do the trick?

TERRY

You don't have to pay me.

He gives her one and lights it. She cups her hands around his, keeping the flame alive.

CATHERINE

Thanks.

TERRY

Sure.

CATHERINE

Terrific movie.

TERRY

Yeah.

They stand there smoking. Awkward silence. She waits for him to say something, anything. Terry tries not to stare and fails.

CATHERINE

Well... Thanks again!

Big smile. Then she's walking away. Terry looks like he's about to call after her but doesn't.

TERRY

Shit.

Click! The sound of a photograph being taken.

PHIL (O.C.)

You dropped something.

TERRY

Huh?

Terry turns and sees a Nikon camera pointed at him. The guy holding it lowers it from his face. This is PHIL - Terry's age, handsome and magnetic.

PHIL
(points down)
Right there.

Terry looks down and sees flattened cigarette butts, a penny, a piece of gum still in it's wrapper.

TERRY
I don't think I dropped any--

PHIL
Your jaw. Pick it up off the sidewalk.

TERRY
What?

PHIL
Why didn't you talk to her?

TERRY
I did. You were obviously watching. Did you take a picture of me?

PHIL
She looked at you and smiled. You could've reached out and touched her. You could've stopped her from walking away. You didn't even get her name--

TERRY
I was trying to play it cool--

PHIL
There was nothing cool about that. This is New York City, man. She's gone. You got another cigarette?

Terry reluctantly fishes one out. Phil lights it himself with a Zippo.

PHIL
She was something though, huh?
Looked just like her.

On Terry, reacting to this. Respecting, but not liking one bit, that they both made the same connection.

TERRY
Better.

PHIL
Let's not get carried away. I'm Phil.

Phil sticks out his hand. Terry takes it.

TERRY
Terry. I've seen you around campus. You've always got a different girl with you.

PHIL
You want to know my secret?

INT. PHIL'S DORM ROOM, BATHROOM - NIGHT

We watch a photograph develop. A beautiful young woman appears. She's nude. Skin like ivory. Phil has converted his tiny bathroom into a makeshift dark room. He and Terry stare at the naked woman floating in the solution filled tray.

PHIL
I let my camera do the seducing for me.

TERRY
And they just take their clothes off?

PHIL
Yeah. But you have to convince them they're doing it for a classy reason.

Other nude photos, both B&W and color, hang around them. Phil has an eye for talent. His models are uniformly gorgeous; his photos of them are sexy, playful, achingly beautiful. Terry examines photograph after photograph, really impressed.

TERRY
Art.

PHIL
Exactly. Then it's not about them, it's about me. How I see them. That makes them feel safe, and making them feel safe is our most important job as artists--

TERRY
I never said I was an artist--

PHIL

You went to a revival movie house to see a twenty year old Godard film. You want to be a director, right?

TERRY

Yeah, but I'm not doing it to meet girls.

PHIL

I'm not doing it to meet "girls," Terry. I'm doing it to meet the most desirable women on the planet. I want to be inspired by them, I want to capture their essence, their beauty, freeze it in time, and yes - God, yes! - I want to fuck them!

Terry cracks up. It's infectious. They laugh and laugh.

EXT. CENTRAL PARK - NIGHT

Terry and Phil lay under the stars and share a joint.

PHIL

They practically live there, man. Had me brainwashed. God, the Devil, angels, demons. Hell, I wore a tie and blazer to school and carried a little Bible under my arm every day til I was thirteen.

TERRY

Wow. So you got the hell out of there.

PHIL

Just as fast as I could. You know what though? My folks need it. Believing there's someplace better they get to go after their shitty lives are over is probably the only thing keeping them from blowing their brains out. What about yours?

TERRY

My Dad was in Vietnam. He hasn't been right since he got back. My Mom couldn't handle it, she took off.

(MORE)

TERRY (CONT'D)

He and I, we'd go to the movies
two, maybe three nights a week.
That was our church.

PHIL

My church is between a woman's
legs.

They both start laughing again.

TERRY

How many girls have you been with?

PHIL

Not nearly enough. Eight or nine,
I guess.

TERRY

Jesus. I've only been with one.

PHIL

One ain't enough. You see all
those stars up there? You gotta
grab as many out of the sky as you
can before they bury you.

EXT. DORMS - NIGHT

Terry and Phil walk past dorms.

PHIL

That girl you blew it with tonight,
Anna Karina's twin, she's an
actress.

TERRY

How do you know?

PHIL

I could tell by the way she moved,
how she smoked her cigarette. Body
language fascinates me. She
probably goes to school here. I
bet you could find her.

TERRY

How?

PHIL

Hang around the Drama Department,
look for her at that movie theater,
especially nights they run French
New Wave films. I'll help you.

TERRY
I'm this one.

They stop in front of Terry's dorm.

TERRY
Why do you want to help me?

PHIL
'Cause what I saw tonight was perplexing--

TERRY
Perplexing--

PHIL
Yes, it was perplexing. She gave you this great invitation and you choked up. If I'd known you'd only been with one girl, I would've gone easier on you. I'd like to see you get another shot--

TERRY
Maybe you want a shot--

PHIL
Not my type. She's got a great face, I'll give you that, but she's flat as a board. She has the body of a twelve-year-old, no offense. When you've seen as many naked women as I have you get very specific about your likes and dislikes--

TERRY
Okay, I believe you--

PHIL
She's all yours.

TERRY
We'll look for her.

PHIL
Attaboy.

INT. TERRY'S DORM ROOM - MOMENTS LATER

Terry walks in and finds his roommate DOUG (really nice, fit, pretty boy) performing a speech from "Inherit the Wind."

DOUG

"Shield your eyes, monk! You're about to meet the mightiest of your descendents--"

TERRY

Did you get it?

DOUG

"--A man who wears a cathedral for a cloak, a church spire for a hat, whose tread has the thunder of the legions of the Lion-Hearted!"

TERRY

You got it, didn't you?

DOUG

E. K. Hornbeck!

TERRY

Congrats, man! That's great!

DOUG

I couldn't have done it without you. Thanks for running lines with me.

TERRY

No worries.

Terry goes into the bathroom and squirts some toothpaste on his brush. He starts brushing then something occurs to him and he stops.

TERRY

Hey, Doug, are there any girls in your acting class who look like Anna Karina?

DOUG

Who's Anna Karina?

TERRY

Nevermind.

INT. CLASSROOM - MORNING

Terry sits with his classmates waiting for their teacher to arrive. MR. STANISH, a bearded, Scorsese type, walks in, chomping on an apple. No small talk, he gets right to it.

STANISH

Let's talk about Godard's "Une femme est une femme." I hope everyone saw it over the weekend. Who'd like to get things started this morning?

Hands are raised. Stanish scans faces.

STANISH

Charlie, sure, take it away.

CHARLIE, pudgy and opinionated, stands up.

CHARLIE

It's fluff. Completely frivolous--

Some loud "booh's" from his classmates along with a sprinkling of applause.

CHARLIE

It's true! Godard practically invented style over substance. He litters his films with references to books and pop culture to fool critics into thinking he's some sort of genius, but none of it amounts to a hill of beans--

More "booh's" and groans. The supportive applause is a bit louder now than it was before, but not nearly loud enough to compete with the "boohing."

STANISH

Okay, let's settle down. Someone else? Terry Lamm, how about you? You usually have something interesting to add to our discussions.

TERRY

I just think he really loved her. They made six or seven films together and every one of them's a love letter to her. She was his muse.

STANISH

Thank you, Mr. Lamm. Let's talk a little about the artist/muse relationship. I'd love to hear a woman's take on this, I know we have one or two of you here.

INT. TERRY'S DORM ROOM - MORNING

Terry walks in. Doug's not around. There's a manila envelope on the floor. Someone slid it under the door. Terry's name is written on it. Terry tosses his bookbag on the bed and kneels down to pick up the envelope. Opens it. Inside is the photograph Phil took of him standing under the marquee. Terry, back to camera, watches Catherine walk away. A note accompanies the photo. It reads:

DON'T BE THIS GUY EVER AGAIN

Terry grins and sets the note aside. He studies the picture. Touches Catherine's back.

Cue Mungo Jerry's "In the Summertime." It's not actually summertime but that doesn't matter because this is the greatest song ever about hitting on girls.

"IN THE SUMMERTIME" MONTAGEINTERCUT BETWEEN:

1.

EXT. COLLEGE CAMPUS - DAY

It's beautiful out. The campus buzzes with life. Improv. Terry and Phil walk around. Phil has his camera with him. He chats up every pretty girl he sees. He has a natural way with women. He knows just what to say to disarm them and get a smile. He snaps pictures of them as they talk, always making sure they're cool with it first. Every girl walks away with a business card with his number on it.

Phil introduces Terry as a talented director prepping a short film for class. He's looking for an actress with a very specific look, would they mind looking at a picture. Terry has a book with him on Godard. He shows them a still image of Anna Karina from "Band of Outsiders" and asks if they know anyone who looks like her. No one's face lights up with recognition but several try and convince him they'd be perfect for the part.

2.

Phil photographs the girls he and Terry met on campus.

EXT. WOODS - DAY

Phil, camera in hand, walks through the woods with a VOLUPTUOUS REDHEAD.

She's playful, staying ahead of him, stripping off one article of clothing at a time and leaving a trail on the forest floor for him to follow. He burns through film as he goes. They come upon a deer. The now fully nude redhead looks back at Phil, eyes wide. He puts a finger to his lips and gestures for her to stay still. Starts shooting.

INT. CAR - DAY

Terry drives. Phil is turned around in the passenger seat snapping pics of a beautiful nude BRUNETTE smoking a cigarette in the back seat.

INT. SWIMMING POOL - AFTER HOURS

An indoor swimming pool. Phil is in the shallow end with his camera. A cute, TATTOOED BLONDE swims around him. Her discarded bikini floats in the water. Phil and the blonde have sex in the pool.

EXT. ROOF - SUNRISE

A BLACK GIRL - really tall, really hot - stands at the edge of a rooftop and watches the sun rise over the city. She wears only a cowboy hat and a pair of boots with spurs. Phil moves around the roof, shooting her from different angles.

INT. PHIL'S DORM ROOM - NIGHT

ANOTHER BLONDE, a string of blinking Christmas lights wrapped around her nude body, poses for Phil.

3.

INT. MOVIE THEATER - MULTIPLE NIGHTS

Terry watches movies and keeps an eye out for Catherine. Sometimes he's alone, sometimes he's with Phil.

Quick cuts: A parade of devastatingly beautiful actresses in close up on the screen: Catherine Deneuve in "Belle de Jour," Brigitte Bardot in "Contempt," Jean Seberg in "Breathless," Haydee Politoff in "La Collectionneuse," Monica Vitti in "Red Desert," Harriet Andersson in "Summer with Monika," Anna Karina, weeping in a movie theater as she watches "The Passion of Joan of Arc" in "Vivre sa vie."

EXT. MOVIE THEATER - MULTIPLE NIGHTS

Terry smokes under the marquee and watches patrons stream out after each show. He looks for Catherine but never sees her. Sometimes Phil is with him.

END INTERCUT, PLAY OUT REMAINDER OF MONTAGE AS FOLLOWSINT. MOVIE THEATER - NIGHT

Phil makes out with the black girl he photographed on the rooftop. She brought a friend for Terry, a cute LATINA GIRL with big tits. Terry looks a little uncomfortable as the near stranger nuzzles against him. She has zero interest in watching Louis Malle's "Zazie dans le Metro." She presses her lips against Terry's ear and whispers:

LATINA GIRL

You're so shy.

Her tongue darts out playfully and touches the inside of his ear causing him to shift in his seat. She bites his earlobe, and then does a slow, slinky slouch in her seat. She motions for him to come down. Reluctantly, Terry slouches to meet her. From behind, their seats look empty.

LATINA GIRL

Will you fucking kiss me already?

She raises her eyebrows. Well? Terry kisses her. A few seconds later, Terry opens his eyes and steals a peek at Phil. He and the black girl are still going at it. His hand is between her legs, moving beneath her short skirt. Terry's impressed.

EXT. MOVIE THEATER - NIGHT

Phil stands on the curb with the girls. He hails a cab. Terry smokes nearby. He watches people exit the theater. A cab pulls up.

PHIL

Come on, Terry, let's go!

Phil opens the door for the girls and they climb in. Terry holds up his smoke apologetically.

TERRY

Sorry, almost done!

Phil knows exactly what Terry's doing and gives him a "please don't blow this for us" look.

TERRY

Okay, okay.

Terry pitches his smoke, hurries over to the cab, and gets in. Phil climbs in after him.

INT. CAB - CONTINUOUS

Latina Girl's hand is instantly on Terry's knee. Phil looks out the window as the cab pulls away and sees Catherine exit the theater. Phil's eyes widen and then she's gone, ripped from his view as the cab speeds away. The girls are laughing. Phil doesn't say a word.

INT. POOL HALL - NIGHT

Improv. The foursome drink and play pool. It's crowded and loud.

EXT. MOTEL - NIGHT

The girls, now very drunk, dance in the parking lot. Terry smokes. We see Phil rent a room at the front desk through the glass.

INT. MOTEL ROOM - NIGHT

Phil has sex with the black girl. They're sitting up in bed. She's riding him. His face is buried in her breasts.

INT. MOTEL ROOM, BATHROOM - CONTINUOUS

Terry leans against the bathroom sink, eyes closed. The Latina Girl is on her knees giving him a blow job. "In the Summertime" comes to and end.

EXT. NYC STREET - NIGHT

Terry and Phil. Walk and talk.

PHIL

What are we seeing?

TERRY

"The Last Picture Show."

PHIL
 Cybil Shepherd. Jesus, she's good
 looking in that. She shows her
 tits, right?

INT. MOVIE THEATER - NIGHT

Cybil Shepherd looks absolutely stunning in close up. She idles in her convertible, flirting with Timothy Bottoms who stands in the street. Terry and Phil are absorbed in the film.

EXT. MOVIE THEATER - NIGHT

The ritual. They wait, they watch. Faces. None of them hers. Phil's feeling guilty. He should have told Terry he saw her.

PHIL
 Terry--

TERRY
 I know, I know. Let's get out of
 here--

PHIL
 I gotta tell you something--

TERRY
 Oh my god.

PHIL
 What?

Then Phil sees her too. She just stepped out of the theater. She lights a cigarette.

TERRY
 Wait here.

Terry leaves Phil and walks right over to her.

TERRY
 Hi.

CATHERINE
 Hi.

TERRY
 Do you remember me?

CATHERINE

Nope.

TERRY

We saw "A Woman is a Woman" here together a couple weeks ago--

CATHERINE

Together?

TERRY

Well, not together--

CATHERINE

Good. For a second there, I thought you were trying to pull a "Last Year at Marienbad" on me.

TERRY

That's a great movie.

CATHERINE

Did we see that one together too?

TERRY

No, I bummed you a cigarette. We were standing right here.

CATHERINE

Oh, right.

(remembers)

Right!

(digs into her purse)

Do you need one?

TERRY

No, I'm good. Look, I know how this is gonna sound, but I've been coming here just about every night since then hoping I'd see you again. I was starting to think it was never gonna happen, that you'd come here just that once--

CATHERINE

No, I'm in a play. I come here all the time when I'm not working. I'm Catherine.

Sticks out her hand. Terry takes it.

TERRY

Terry. You're an actress?

CATHERINE

Yeah.

Terry looks back at Phil excitedly.

TERRY

She's an actress!

Phil walks over and joins them.

TERRY

Catherine, this is my friend Phil.
Phil, this is Catherine.

PHIL

Catherine. What a perfect name for
her.

TERRY

Right?

PHIL

Hi, Catherine.

CATHERINE

Hi... I'm so confused right now.
Will one of you please tell me
what's going on?

PHIL

Come have dinner with us.

CATHERINE

What?

PHIL

We're not axe murderers. Did he
tell you about the movie he wants
you to be in?

CATHERINE

(suspicious)
What sort of movie?

TERRY

No--

PHIL

No, it's not that kind of movie--

TERRY

I'm a film student. I have to make
a short film--

PHIL
Come eat with us.

TERRY
Please.

CATHERINE
Okay. Jesus. Let's eat.

INT. PIZZA JOINT - NIGHT

Terry, Phil, and Catherine drink beer and eat pizza. The place is busy and caters to the college crowd.

TERRY
Where are you from?

CATHERINE
Iowa.

PHIL
"The American Heartland."

CATHERINE
That's what they call it. What about you two?

TERRY
Baltimore.

PHIL
Philadelphia.

CATHERINE
Phil from Philly?

PHIL
That's right.

TERRY
You mentioned you're in a play?

CATHERINE
Ingmar Bergman's "Through a Glass Darkly."

TERRY
That's one of my favorite Bergman films, it's a masterpiece. Karin's the role of a lifetime.

CATHERINE
She's an incredible character--

PHIL

I haven't seen it.

CATHERINE

I play a young woman who has schizophrenia. I've just been released from an asylum and I'm recuperating on a remote island with my husband, father, and younger brother. Deeply fucked up psychodrama ensues.

TERRY

We'd love to come.

CATHERINE

Please. We'd love to have you.

TERRY

Is this like Bergman approved?

CATHERINE

No. It's more of an underground thing. We never do it in the same place twice. We don't charge for it. People just hear about it and they come.

TERRY

That's so cool. How did you get into acting?

CATHERINE

It's in my blood. My parents run a community theater and my mom teaches drama at the high school. My heart belongs to the movies though. My parents think I'm rebelling. For them, the theater's the end-all-be-all. I love them, but they're snobs. Phil, I know Terry wants to make movies, all starring me, of course--

TERRY

Of course--

CATHERINE

But what about you?

PHIL

I'm a photographer.

CATHERINE
What do you photograph?

PHIL
Nudes mostly.

CATHERINE
Why nudes?

PHIL
I love women.

CATHERINE
I'm actually having some pictures
taken tomorrow. I'll be fully
clothed though.

PHIL
Headshots?

CATHERINE
Yeah, the ones I have are old and
getting older. Have you ever heard
of this guy?

(fishes a business card
out of her purse)
Lowdy Dodd?

PHIL
(looks at the card)
What sort of name is Lowdy?

TERRY
Sounds made up.

CATHERINE
He's supposed to be good--

PHIL
Save your money. Let me take the
pictures. I guarantee I'll do a
better job.

CATHERINE
Really? You'd do that?

Terry gives Phil a look. Beneath the table, Phil gently
squeezes his leg. Relax, buddy.

PHIL
Sure.

CATHERINE
When?

PHIL

Tomorrow? Does that work for you,
Terry?

TERRY

I can do tomorrow.

PHIL

Great. You can help me out and you
two can talk about this short
you're gonna make.

CATHERINE

That sounds fantastic. Thank you
so much, I really appreciate it.

INT. PHIL'S DORM ROOM - DAY

Phil has turned his dorm room into a photography studio. The windows are blacked out. He's busy getting lights set up. Terry assists. Catherine looks at Phil's most recent photographs. We recognize some of the women from the "In the Summertime" montage. Terry keeps glancing over at her, knowing how she's going to react to them, pangs of jealousy visible in his eyes.

CATHERINE

These are beautiful. But there's a
defiance there too, isn't there?
It's in their eyes. They're almost
daring you to judge them. When you
said you shot nudes, I thought--

PHIL

You thought I was a pervert--

CATHERINE

I still think you're a pervert.
You're just a very talented one.

Phil and Catherine crack up. Terry is dying.

INT. PHIL'S DORM ROOM - LATER

The shoot. Terry holds up a reflector, giving Catherine some extra light while Phil shoots her. She looks beautiful. Terry stares. He couldn't be more into this girl. She smiles at him, he smiles back, then her eyes return to Phil's camera. Tight on Catherine's face, her mouth.

TERRY (V.O.)

He found his eyes drawn to her perfectly placed moles. Tiny dark islands in a sea of luminous skin. The beauty marks around her mouth he noticed first, but they did not capture his imagination.

Catherine wears a low cut shirt. Terry's eyes drift down to her bare chest. Hold on his gaze.

TERRY (V.O.)

It was the three above her small breasts on her sternum and three more scattered across her collar bone that he could not look away from...

Extreme close up of Catherine's chest. We drift slowly across her skin, following the mole trail.

INT. TERRY'S DORM ROOM - NIGHT

Terry pounds his typewriter. His V.O. becomes his actual voice.

TERRY

"They floated above blue veins like some wild constellation in the night sky."

(stops typing, looks it over)

Goddamn, that's good!

Terry hops up from his seat, excited. He paces.

TERRY

Then we cut to the night sky. The stars are endless.

Back to his seat, starts typing again. The door opens and a very drunk, very happy Doug, still in his "Inherit the Wind" costume, stumbles in.

DOUG

Terry, we're a hit!

TERRY

That's great!

Terry gets up to greet him.

TERRY

Sorry I missed the big opening.
I'll be there tomorrow night--

DOUG

Terry, you should have heard them.
The applause was deafening. I've
never felt that way before, not
ever.

TERRY

I'm so happy for you.

DOUG

I couldn't have done it without
you.

Doug embraces Terry, who gives him a friendly hug back and
then releases. Doug doesn't let go.

DOUG

Terry, I've gotta tell you
something.

TERRY

No, you don't.

DOUG

I do, I really do.

TERRY

Please don't.

Doug squeezes him even tighter and bursts into tears.

EXT. CENTRAL PARK - DAY

Terry and Phil are out jogging.

PHIL

You live with a fag?

TERRY

I didn't know he was gay.

PHIL

He tried to kiss you?

TERRY

Yeah.

PHIL

I don't have a roommate. Could be fun.

TERRY

I gotta get out of there.

PHIL

You need to go to the nearest bar and fuck the first girl you see. I'll take you out--

TERRY

I'm into Catherine, man.

They stop, catching their breath.

PHIL

That's great. Hang out with her, put her in your movie, fuck her if you can, but don't be that guy--

TERRY

What guy?

PHIL

That guy who's seen too many movies. I don't watch movies the way you do, Terry. Movies have fucked up your head--

TERRY

What? Because I'd be happy seeing one girl naked instead of all of them?

PHIL

It's the work that sustains us. Not relationships. Relationships implode every day. The work is constant. Those love stories you see up on that screen, they're fantasies--

TERRY

We just look at the world differently.

PHIL

The only thing you should be taking seriously right now is becoming a filmmaker. That's all I'm saying. Come on.

They start jogging again.

PHIL
We'll get you moved in today.

INT. PHIL'S DORM ROOM - DAY

Phil helps Terry move his bed into the room.

INT. PHIL'S DORM ROOM - LATER

Terry gets his half of the room set up. Phil pulls a necktie out of a drawer.

PHIL
This tie's gonna be a very important component in this new chapter of our relationship.

TERRY
You hate ties.

PHIL
I do hate ties. This is the only one I own.

Phil opens the door to the common hallway and ties the tie around the door handle.

PHIL
I don't think I have to explain this to you--

TERRY
No, I get it.

Phil takes it off the handle and closes the door.

PHIL
May we both have to use it often.

EXT. STREET - NIGHT

Terry, Phil, and a small crowd of YOUNG ARTSY TYPES wait anxiously around a chained up gate that bars entrance to an abandoned subway station.

ARTSY GIRL
I see a light.

Through the gate, a flashlight beam cuts through the darkness, bouncing off graffiti on the walls. Holding the light is a guy wearing a red USHER jacket over an Eraserhead T-shirt.

USHER
Good evening!

The usher bends down to unlock the chain but is finding it difficult to do while holding his flashlight.

USHER
Would one of you--

He sticks his flashlight through the gate. Phil takes it and trains the light on the lock.

USHER
Thanks.

The usher gets it unlocked and removes the chain, which falls to the concrete. He swings the gate open.

USHER
Please watch your steps as you descend the stairs.

INT. SUBWAY STATION - CONTINUOUS

The usher retrieves his flashlight from Phil and guides the group down into the station. A GIRL USHER, also wielding a flashlight, greets them at the bottom.

GIRL USHER
Hi, everybody!

A muffled generator rumbles nearby on the platform. It powers a trail of string lights that lead to a graffiti covered subway car. Lights are strung up inside the car as well.

USHER
All aboard!

Everyone files inside.

INT. SUBWAY CAR - NIGHT

Hold on Catherine in glorious close up

CATHERINE

I walk through the wall, you see. Early in the morning I'm woken by someone calling my name in a firm voice. I rise and come to this room. One day someone called me from behind the wallpaper. I looked in the closet but there was no one there. But the voice kept calling me, so I pressed myself against the wall, and it gave way, like foliage and I was inside. You think I'm making it up?

The group is crammed together on one side of the car. The other end is the stage where Catherine stands with another actor who plays her brother, MINUS.

CATHERINE

I enter a large room. It's bright and peaceful. People are moving back and forth. Some of them talk to me and I understand them.

Hold Terry and Phil in a two shot for the remainder.

CATHERINE (O.C.)

It's so nice, and I feel safe. In some of their faces there's a shining light. Everyone is waiting for him to come, but no one is anxious. They say that I can be there when it happens.

MINUS (O.C.)

Why are you crying?

Playing out simultaneously on Terry and Phil's faces are vastly different emotions. Terry is completely absorbed, so wrapped up in Catherine's performance that tears stand out in his eyes. Phil's eyes dart around the subway car, fall on her and then flicker away again. Like he doesn't want to look at her for too long. But then he does. His face darkens as his focus on her intensifies. There's anger in his eyes.

EXT. STREET - NIGHT

Terry, Phil, and Catherine stand on a street corner.

TERRY

You were incredible! You honestly gave Harriet Andersson a run for her money--

CATHERINE

Let's not go overboard--

PHIL

Yeah, let's not.

Terry glares at Phil. What the fuck?

CATHERINE

You didn't like it?

Phil lights a cigarette, watches taxis blow past. Doesn't make eye contact with her.

PHIL

No, it was fine. You were great.

Terry pulls the script for his short out of his coat. He hands it to Catherine. It's folded in half vertically.

CATHERINE

Is this what I think it is?

TERRY

I finished it the other night.

CATHERINE

I can't wait to read it.

TERRY

What are you up to now?

CATHERINE

I'm gonna meet my friends from the show for a drink. You're welcome to join us.

PHIL

I need to get back. I've got a date.

CATHERINE

Terry?

TERRY

Sure, I'd love to.

Phil whistles and hails a cab.

PHIL

Taxi!

When he turns back to them to say goodbye all traces of an attitude have vanished.

PHIL

I'll see you back at the ranch.

TERRY

See you there.

PHIL

Catherine, congratulations. You were terrific.

CATHERINE

Thanks.

PHIL

I'll have those pictures for you soon.

Phil climbs in the cab and it pulls away.

CATHERINE

What's up with him?

TERRY

I don't know.

CATHERINE

Come on. They're waiting for me.

She loops a friendly arm through his and they start walking.

INT. BAR - NIGHT

Terry and Catherine have drinks with her theater troupe. They sneak little looks at each other.

INT. CAB - LATER

A slightly buzzed Terry and Catherine share a cab home.

CATHERINE

That was fun.

TERRY

Yeah. I really liked your friends.

CATHERINE

They're great. Soooooo. Tell me about this movie we're gonna make.

TERRY

Well, it's love story--

CATHERINE

Shocker.

TERRY

What's that supposed to mean?

CATHERINE

Well, you did stand outside a movie theater every night for weeks looking for me--

TERRY

It wasn't every night. It was almost every night.

Catherine laughs.

TERRY

That's sort of what it's about. How we met.

CATHERINE

It's about me?

TERRY

Yeah.

She gets it out of her purse.

TERRY

Wait. Don't read it now.

CATHERINE

Why not? It's short. I can probably finish it before my stop--

TERRY

Please, don't--

CATHERINE

Why?

TERRY

I don't know. It's embarrassing.

CATHERINE

That's a good thing. It means you put yourself out there. That's what artists do.

Terry gives up.

TERRY

Okay, but I can't be in here with you when you read it.

EXT. STREET - MOMENTS LATER

The cab idles on the side of the street. Terry and the CABBIE are on the sidewalk smoking. Terry paces. We see Catherine through the window reading.

CABBIE

You all are some weird motherfuckers. Which is fine by me. I like getting paid to do nothing. We can stand out here all night if you want.

Terry ignores him.

INT. CAB - LATER

They sit in silence. Catherine stares out the window at the passing streets. She chews on her thumbnail.

TERRY

That bad, huh?

Catherine doesn't answer. The pages sit between them on the seat.

EXT. CATHERINE'S BUILDING - NIGHT

The cab pulls up in front of Catherine's apartment building.

INT. CAB - CONTINUOUS

Catherine opens the door. Terry reaches over and touches her arm.

TERRY

Catherine--

CATHERINE

Goodnight.

She gets out and goes inside.

CABBIE

(shakes his head sadly)

Damn.

INT. DORMS - NIGHT

Terry arrives back home to find Phil's tie hanging from the doorknob.

INT. DORM COMMON AREA - THE NEXT MORNING

It's early. Terry is asleep on the couch in the commons. He's still in his clothes. Cartoons play on a TV nearby.

Catherine enters the dorms with purpose. She heads for Terry and Phil's room, glancing over at the couch along the way. It doesn't register for a second and then she back pedals. She watches him for a beat and then goes quietly over to the couch and kneels beside him.

CATHERINE

Terry?

TERRY

Hmm?

He slowly stirs. Squints at her.

CATHERINE

Hi.

TERRY

Hi. I didn't think I was ever gonna see you again.

CATHERINE

Why are you sleeping out here?

TERRY

Phil had a guest.

CATHERINE

Oh, right. His "date."

TERRY

Yeah. Look, I don't know what upset you in my script--

CATHERINE

I wasn't upset--

TERRY

Whatever you were, I'm sorry.

CATHERINE

There's nothing to be sorry for. What you wrote was beautiful. No one's ever written anything like that about me, I don't know if anyone's ever even thought of me that way before. It scared me.

TERRY

Why?

CATHERINE

Because we barely know each other.

TERRY

I want to know you.

CATHERINE

And I want to know you, I just... Think we should take it slow.

Terry touches her cheek.

TERRY

We'll go really slow.

CATHERINE

I'm really not looking for anything serious.

TERRY

I don't have to be serious.

He leans forward and kisses her. She kisses him back. After a beat, Catherine pulls back, grinning. She pulls her shirt down enough for him to see that wild constellation of moles across her chest.

CATHERINE

Want a closer look?

Terry presses his lips against them, kissing one after another.

PHIL (O.C.)

Get a room, you filthy animals!

Catherine and Terry jump at Phil's voice. They look over simultaneously. He's standing across the room, a big smile on his face. Beside him is a SEXY ASIAN GIRL.

PHIL

You guys want to come get breakfast with us?

TERRY

I think we're good.
(to Catherine)
You good?

CATHERINE

I'm good.
(to Phil)
Another time.

PHIL

You kids have fun.

He and his date move along. Terry and Catherine crack up. They laugh and start kissing again.

Cue "Jimmy Mack" by Martha Reeves & The Vandellas.

INT. BAR - NIGHT

Phil sits in a booth sipping a whiskey in a nearly deserted bar. A manila envelope is on the table in front of him. "Jimmy Mack" continues on the jukebox. Catherine walks in and looks around. Phil stands so she can see him and waves. She waves back and walks over.

CATHERINE

Hi.

PHIL

Hey.

A friendly hug and they sit. Phil slides the envelope across the table.

CATHERINE

I've been so anxious to see these.

PHIL

I think you'll be pleased.

She takes the photos out and looks at them. Phil watches her.

CATHERINE

Wow. These are great. Thank you so much. I wish you'd let me pay you--

PHIL

Absolutely not.

Phil looks around for his WAITRESS, sees her, and hollers.

PHIL

Hey, can we get a drink for my friend?

(to Catherine)

What do you want?

CATHERINE

I'll have a water.

PHIL

Have a drink with me.

CATHERINE

You're having whiskey?

The waitress arrives at the table.

CATHERINE

Whiskey on the rocks with a splash of water, please.

Phil polishes off his glass.

PHIL

Make that two.

WAITRESS

Coming right up.

The waitress leaves to get their drinks. Phil and Catherine stare at each other.

PHIL

Terry seems very happy.

CATHERINE

He's sweet. He says he wants us to be like Godard and Anna Karina--

PHIL

Godard and Karina divorced. They didn't live happily ever after. They treated each other badly. That's what people do.

Phil lights a cigarette.

PHIL
I want to photograph you.

CATHERINE
You already did.

PHIL
You know what I mean.

The waitress returns with their drinks. Phil glances up at her.

PHIL
Thanks.

Catherine doesn't acknowledge her. She stares at Phil.

CATHERINE
What do you want from me?

PHIL
A lot less than Terry does.

CATHERINE
What's that supposed to mean?

PHIL
I've seen the way he looks at you. He had you up on a pedestal before he even knew your name. You're not a person to him, you're a cinematic ideal. But I know the truth, Iowa. You're flesh and blood just like the rest of us. And you and I both know he will never fuck you the way you need to be fucked. Never. It's all too precious for him.

CATHERINE
That's all this is about? You want to fuck me?

PHIL
Once. To prove to myself there's nothing special about you. I've had this gnawing in my gut ever since the night we saw your play. I need it to stop. It's having a negative impact on my work.

Catherine slides out of the booth. She picks up her whiskey and throws back the entire thing. She sets the empty glass down in front of Phil.

CATHERINE

I'm going to the bathroom.

She walks to the back of the bar. Phil watches her. She cranes her neck back and looks at him right before opening the bathroom door. They lock eyes. Catherine disappears inside. Phil smiles. He finishes his cigarette and stubs it out. Take a sip of whiskey. Gets up. Heads for the bathroom. Swings the door open and

INT. BAR, BATHROOM - CONTINUOUS

steps inside. She's waiting for him. He grabs her face and kisses her fiercely. Their tongues are in each other's mouths. Phil pushes her against the wall and they continue to kiss. His hands are all over her. He grabs her ass with both hands and lifts her up. She wraps her legs around his waist. Phil carries her into a stall and closes the door.

Hold on the stall door for a beat and then we move DOWN to the floor so we can see under it. We see Phil's shoes. We then see Catherine's as Phil sets her down. He turns her around. We hear RIPPING and a GASP and Catherine's panties drop to the floor by their shoes. Catherine begins to moan loudly.

Cue the lovely, nylon-string intro to "Young Love" that we heard at the film's start.

EXT. MOVIE THEATER - NIGHT

A tiny student film crew works under the marquee.

TERRY

Action!

Catherine walks out of the theater. She's dressed in the clothes she wore the night they met. She does a perfect imitation of herself, searching her bag for cigarettes and looking up at the actor who played her brother, Minus, in "Through a Glass Darkly."

CATHERINE

Would you be kind enough to bum me a smoke? I can pay you.

(back into her purse)

Would a nickel do the trick?

MINUS

You don't have to pay me.

Terry stands by a 16 mm movie camera, a smile on his face. His DP, long hair pulled back tight in a ponytail, operates. "Young Love" continues.

INT. CATHERINE'S APARTMENT - NIGHT

Terry and Catherine make love in her tiny apartment. It's tender and romantic. They stare into each other's eyes. Catherine touches his face.

INT. CATHERINE'S APARTMENT - LATER

After. Terry and Catherine, bodies entwined, laughing and talking.

INT. CATHERINE'S APARTMENT - DAWN

Catherine stands naked in front of the window, smoking a cigarette. Her skin looks lovely in dawn's early light. She stares down at the street. It's deserted save for a HOOKER standing on the corner. She watches as a car rolls up, a brief conversation is had through the window, and the hooker climbs in. Catherine takes one last drag, stubs her cigarette out on a blackened windowsill, and blows out a blast of smoke. She turns and looks at Terry, who is sound asleep in bed. Hold on her face. End "Young Love."

INT. CLASSROOM - DAY

The class sits in the dark screening Terry's short film. It's in B&W. Catherine is on screen. The camera moves towards her, closing in on her chest. We hear Minus speaking over the image.

MINUS (V.O.)

"They floated above blue veins like
some wild constellation in the
night sky."

Catherine's chest dissolves into the night sky. Stars twinkle. The screen fades to black. Light applause. Stanish stands up.

STANISH

Folks, we applaud the Herculean effort it takes to make any film regardless of our opinion of it. Let's try that again.

Everyone applauds. Stanish gets the lights.

STANISH

Okay, let's get into this. Terry, you ready?

TERRY

I guess so.

STANISH

You look a little queasy.

TERRY

I'm okay.

STANISH

We'll get the worst of it over with first. Charlie?

Everyone laughs. Terry braces himself.

CHARLIE

Truffaut asked that "The 400 Blows" be judged based on its sincerity. Obviously, this isn't "The 400 Blows," but it felt very sincere to me. I think it's one of the best shorts that's been screened in this class. Nice work, Terry.

Terry's stunned. This coming from the guy who shit all over Godard. He can't believe it.

TERRY

Thanks.

STANISH

Wow. I was way off the mark there. Someone else?

Lots of hands shoot up in the air.

STANISH

Mike?

MIKE

Terry, who the hell is that girl? I want her number.

Everyone laughs.

STANISH

As always, very constructive, Mike.
Laurie?

He points to the only girl in the room.

LAURIE

Terry, you obsess over this
beautiful woman with your camera.
You linger on her face, the moles
on her chest, but I don't think you
have the slightest idea who she is.
Her lack of dimension is the
biggest problem with your piece.
You created her. Who is she?

INT. DORMS - NIGHT

We follow Terry down the hallway to his room. He passes Oscar, fresh out of the shower, towel wrapped around his waist. They have a conversation without stopping.

TERRY

You're leaving a trail, Oscar.

OSCAR

That's what I do, baby. You want
to come to a party with me?

TERRY

When?

OSCAR

Right now.

TERRY

Sorry, man, I've got a lot of
homework.

OSCAR

Suit yourself. That just means
more pussy for Oscar.

Terry reaches his door and fishes his keys out of his pocket. He unlocks it and steps inside. The light from the hallway penetrates the dark room, falling across Phil's bed.

Phil and Catherine are having sex. They're on their sides and Phil is fucking her from behind. Catherine's cheeks are flushed crimson. Her mouth is open wide.

Phil's arms are wrapped around her, one hand is between her legs, the other cups one of her small breasts. His mouth is on her neck. We see this for only a split second and then their eyes are open and they're scrambling to cover themselves up.

PHIL

Terry!

Catherine wraps herself in the bedsheets. Phil is already up and pulling his boxers on. He's in a panic.

PHIL

Terry, the fucking tie's on the door! Why'd you come in here?

Terry doesn't say a word, he just turns around and heads back the way he came. Phil stumbles out after him, glancing at the tieless door handle in disbelief.

PHIL

Terry, wait!

Phil slips in Oscar's water trail, hitting the floor with an "oomph!"

PHIL

(getting up)

It didn't mean anything!

Terry turns around. Catherine, now dressed, comes out of the room. Phil glances back at her, then returns his attention to Terry, who glares at him.

PHIL

It was just sex.

Catherine isn't phased by Phil's assessment of their relationship.

CATHERINE

Terry... It just happened. No one wanted you to see that.

Terry stares at her for a beat, then turns and walks away.

PHIL

Goddamnit!

Phil goes back in the dorm room. Catherine follows.

INT. PHIL & TERRY'S DORM ROOM - CONTINUOUS

PHIL
(puts his clothes on)
I told you we shouldn't have done
it here. Some FUCKING ASSHOLE--
(he shouts it out the open
door into the hallway)
--swiped my tie!

Catherine picks up her purse.

CATHERINE
I'll call you later.

INT. DORMS - CONTINUOUS

Cue Lobo's "I'd Love You To Want Me."

Single shot. Catherine leaves Phil and Terry's room and walks down the hall. We're in front of her. She glances over at the common area, at the couch where she and Terry first kissed. Keeps walking. Out the door.

EXT. DORMS - CONTINUOUS

Pauses at the trash can outside. She opens her purse, takes out Phil's tie, and tosses it.

EXT. CAMPUS - NIGHT

Terry storms across campus, fists clenched, seething.

DOUG (O.C.)
Terry! Hey, Terry!

Terry turns and sees Doug walking quickly to catch up with him.

DOUG
Wait up, man!

Terry ignores him. Doug keeps pace with him.

DOUG
I just want you to know how sorry I
am. What I did, it wasn't cool, I
know that. I was drunk, I know
that's no excuse--

Terry LUNGES for Doug, catching a hold of his collar, and PUNCHES him in the face. Doug falls backwards onto the ground. Terry doesn't let go of his collar. He hauls Doug back up, TEARING his shirt. He hits him again and again.

"I'd Love You To Want Me" plays loud on the soundtrack.

1983

EXT. MANHATTAN - DAY

Cue "Alesund" by Sun Kil Moon. Skyline. Establish.

EXT. CITY STREETS - CONTINUOUS

A film crew has taken over a city block. Honey wagons are lined up along the sidewalk. GRIPS haul equipment off trucks. PRODUCTION ASSISTANTS walk with purpose and talk on their walkies. Above them, a crane LIFTS a camera high in the air.

A crowd of ONLOOKERS are kept at bay by POLICE OFFICERS and barricades. Terry is among them. A longing face in the crowd.

EXT. MOVIE THEATER - NIGHT

The marquee reads:

LAST TANGO IN PARIS MIDNIGHT

Terry buys a ticket. He wears a long, camel coat exactly like Brando's. The TICKET GIRL looks at him and smirks.

TICKET GIRL

Cute.

Terry grins at her and takes his ticket.

INT. MOVIE THEATER - CONTINUOUS

"Last Tango" has already started. Terry enters the crowded theater and finds a seat. Looks around.

A couple rows behind him is a PRETTY YOUNG WOMAN. She's dressed up like Maria Schneider in the film.

Iconic fur coat over a very short dress, sexy boots that climb almost to her knees, and that striking black flower hat. We'll call her JEANNE, the name Schneider reveals to Brando when she shoots him at the film's climax.

They make eye contact and she gets up and leaves. After a beat, Terry does the same.

"Alesund" transforms into a nylon-string version of the theme from "Last Tango."

EXT. MOVIE THEATER - CONTINUOUS

Terry exits the theater and sees her walking quickly away down the sidewalk. She casts a glance back at him. He follows after her.

EXT. STREETS - CONTINUOUS

Terry walks fast, trying to close the distance between them but Jeanne doesn't slow her pace. Before he can reach her, she darts across an intersection just as the light changes and disappears into a hotel.

INT. HOTEL - CONTINUOUS

Jeanne crosses the empty lobby and calls the elevator. It arrives just as Terry enters the hotel. She steps on, gives him a naughty smile, and presses a button. She then turns around and hikes up her white fur coat and dress, revealing her bare ass. The doors begin to close.

Terry rushes across the lobby. He sticks his arm into the closing elevator doors and GRABS her fur coat. The doors rebound off his arm and slide back open. Terry steps inside and pulls her into a passionate kiss/embrace.

INT. HOTEL ROOM - MOMENTS LATER

Terry fucks Jeanne hard against the hotel room door. They're still in costume. Her legs are wrapped tight around his waist, boots digging into his lower back.

EXT. CENTRAL PARK - MORNING

Terry runs through the park. Phil waits for him on the side of the trail and joins him as he passes. They run together.

TERRY

I didn't think you were gonna show.

PHIL

Sorry, I was out late with that reporter from The New York Times.

TERRY

How'd it go?

PHIL

I drank too much, told him shit I shouldn't have.

TERRY

What'd you tell him?

PHIL

He met Catherine. We talked about her. He asked if all the gorgeous models were a temptation for me.

TERRY

And?

PHIL

I told him we had an open relationship.

TERRY

That won't hurt you. Not here.

PHIL

He prints it, my folks'll never leave their house again.

TERRY

Is that the worst of it?

PHIL

Who knows? I don't remember half of what I said.

TERRY

I was out late last night too.

PHIL

Were you?

TERRY

Yeah. Last Tango.

PHIL

Nice. Still no name?

TERRY

No names. If it's playing in the city, one of us leaves a classified ad to let the other know we'll be there. It's fun.

PHIL

You've been on a tear lately. You're getting almost as much ass as I am.

TERRY

I doubt that.

Two HOT JOGGERS pass.

PHIL

Morning, ladies.

HOT JOGGERS

Morning!

Phil turns and checks out their asses. One of them glances back, catching him in the act, and laughs.

PHIL

There'll be plenty at the show tonight.

TERRY

They're not interested in me. I'm not rich or famous--

PHIL

Look at Truffaut, Godard, Paul Schrader. All of them started out doing exactly what you're doing right now.

TERRY

Don't do that--

PHIL

What?

TERRY

Just don't.

INT. MOVIE THEATER - DAY

Terry sits in a packed press screening for Woody Allen's "Zelig." He's dressed in a budget blazer and tie.

He scribbles notes on a yellow legal pad, his eyes never once leaving the screen. He's surrounded by other SCRIBBLING CRITICS.

INT. GALLERY - NIGHT

Tight on one of Phil's photographs.

A naked woman with perfect posture and an incredible back sits at a bar, legs crossed. She's surrounded by sweaty, blue collar workers well on their way to being shit-faced after a long day's work.

Terry stares at it. He stands in front of a wall where many other photos hang. The gallery is crowded with wealthy collectors, pretentious art snobs, stunning models, celebrities, and socialites. Terry is the invisible man.

STACY, a hip, older, art critic - think Ted Danson - leads his much younger wife, CHLOE, to the wall near Terry.

STACY

Here's the one I told you about.
Isn't it fabulous?

They study a familiar photo. We haven't seen it before, but we were in the car when it was taken. A beautiful, nude brunette smokes in the back seat.

TERRY

I was actually there when he shot that.

STACY

Excuse me?

TERRY

I was driving the car.

STACY

(a quick glance down at
his cheap suit and shoes)
And who might you be?

CATHERINE (O.C.)

Stacy, this is Terry Lamm.

Terry turns and finds a stunning Catherine by his side. She smiles at him.

CATHERINE

Hey, you.

TERRY

Hi.

They hug.

CATHERINE

Terry's Phil's best friend. They were roommates in college.

STACY

Really? I bet you've got some stories.

(shakes his hand)

So nice to meet you, Terry.

TERRY

You too.

STACY

This is my friend, Chloe. Catherine, I believe you and Chloe already met--

CATHERINE

We did.

CHLOE

(shakes Terry's hand)

Hi, I'm Chloe.

TERRY

Yeah, I caught that.

STACY

Your old roommate's the most exciting photographer of women to come along since Helmut Newton.

CATHERINE

Is that what you're gonna write?

(to Terry)

Stacy's covering the show for *American Photographer*.

STACY

You'll have to wait and see.

CATHERINE

Is he that good?

STACY

Yes. And he's a press magnet. He's young, he's good looking, he's a bit of a bad boy--

CATHERINE

A bit?

STACY

Don't pretend that's not what you love about him. Women like their men broken so they'll have something to fix. Am I right, my dear?

CHLOE

I can't fix you.

STACY

Yes, but by the time you figured that out it was too late.

(back to Catherine)

Richard Avedon, Guy Bourdin. I think he could exist in that realm. Terry, what do you do?

TERRY

I'm a film critic.

STACY

Newspaper or magazine?

TERRY

I do a bit of both, actually. I'm freelance--

CHLOE

Oh, I see Ellen! Honey, we have to go talk to Ellen!

She grabs his hand and pulls him away from Terry and Catherine.

STACY

I apologize! She's a little stoned! We'll talk more later!

Terry and Catherine exchange a grinning glance and laugh. They walk slowly along the wall. Terry stops to look at each of Phil's photos.

CATHERINE

I feel like we haven't seen much of you lately.

TERRY

Phil and I go running a couple mornings a week--

CATHERINE

I haven't seen much of you.

TERRY

I've been swamped.

CATHERINE

I'd hoped maybe you'd fallen in love, that some lucky girl was taking up all your time.

TERRY

Sorry to disappoint.

Catherine is the subject of the next photo they stop to look at. It's an early morning candid Phil took in their bedroom. Natural light. She's naked, sitting up in bed on her knees, sprouting like a tree from a pile of ruffled sheets that conceal her from the waist down. She stares out the window at the city.

CATHERINE

This was the only one I'd let him show.

TERRY

It's beautiful.

CATHERINE

We've been quarreling about it for weeks. He tried to wear me down, but I stood firm. I'm not one of his models. Did you see Phil yet?

TERRY

No, he's been mobbed since I got here.

CATHERINE

Come on.

(takes his hand)

I know he wants to see you.

Catherine guides him across the gallery to where the crowd is thicker.

A handful of Phil's most striking photos have been blown up and are on display.

A naked model blows a huge, pink, bubblegum bubble. It's so big that her entire face is blocked. It would look like she had a bubble instead of a head if the gum weren't so stretched and translucent that her face can be seen through it.

A smartly dressed GAY COUPLE, both French, stand in front of the bubblegum piece. One of them calls to Catherine as she and Terry pass.

GAY FRENCHMEN
Bonjour, Catherine!

CATHERINE
Bonjour!
(stops to chat)
Terry, this is Philippe and Gilles.
Philippe's the editor of the French
magazine PHOTO.

Improv handshakes and greetings.

CATHERINE
Terry, do you mind if I practice my
French?

TERRY
Not at all.

CATHERINE
Gentlemen, will you humor me?

They're happy to. Catherine stumbles through a brief conversation with them in French. Philippe and Gilles are wonderful with her, helping her along the way. Catherine wraps it up quickly, gesturing to Terry, apologizing for butchering their language, etc. Good-byes are said, and they continue on their way.

TERRY
You're learning French?

CATHERINE
Yes! Trying to. My goal's to be
able to watch my favorite films
without having to read the
subtitles. Don't you ever feel
like you're missing all the
nuances?

TERRY
All the time. The translations are
usually so poor--

PHIL (O.C.)
Terry!

Phil, big smile, a little tipsy, stands with a small crowd.

PHIL
Just the man I wanted to see!

TERRY
Congratulations!

Phil throws an arm around Terry's shoulder.

PHIL
Thanks, buddy! Terry's my closest friend. We've known each other since college. He's a writer. Terry, this is Madeline Bishop.

MADELINE, an older, sexy, Helen Mirren type, shakes his hand.

PHIL
Madeline wants to publish a book of my photographs, everything you see here tonight. We just need a title-

MADELINE
We don't need one this second--

PHIL
Nonsense. Terry's gonna christen it right now. He's used to working under a tight deadline.
(to Terry)
No pressure.

TERRY
Uh...

All eyes are on Terry. He looks to Catherine, who smiles at him, then around the gallery at all the beautiful models. The room is filled with them.

TERRY
How about Electric Ladyland?

Phil and Madeline exchange a glance.

MADELINE
Marvelous.

PHIL
Told you.

Phil applauds Terry and everyone else follows suit.

Cue "You Belong to Me" by Elvis Costello.

INT. CLUB - NIGHT

After party. Private club. The dance floor is packed with beautiful models. Cigarette smoke hangs in the air. Everyone rocks out to Elvis Costello. Phil's in the thick of it with his camera. He moves around the dance floor, snapping photos, enjoying his many muses.

Terry's over by the bar having a drink with Stacy.

STACY

How long have you been in love with Catherine?

TERRY

Excuse me?

STACY

I like to think I have a very attractive wife, would you agree?

TERRY

Sure, she's very pretty.

STACY

How would you know? You barely looked at her.

TERRY

You wanted me to check out your wife?

STACY

No. You didn't, that's my point. When you're my age with a wife that young, you become hyper aware of how other men look at her, what those looks mean. You couldn't keep your eyes off Catherine.

TERRY

Speak of the devil.

A tipsy Catherine emerges from the crowd. She dances over to Terry, making goofy faces at him as she approaches. He can't help but grin.

CATHERINE

What are you drinking?

TERRY

Vodka cranberry.

CATHERINE
Do you have a UTI?

TERRY
No. Not that I know of.

CATHERINE
(grinning)
You just like that drink.

STACY
Can't a man enjoy a Cape Cod?

CATHERINE
(ignores Stacy)
Come dance with me.

Terry finishes his drink and Catherine takes his hands and pulls him gently towards the dance floor. Stacy calls after him.

STACY
You didn't answer my question!

Terry cups a hand to his ear, pretending he can't hear him.

Terry and Catherine dance to "You Belong to Me." They're laughing and being silly. It ends and "Crimson and Clover" by Tommy James and The Shondells begins, slowing things down.

Catherine puts her arms around Terry's neck. They dance in silence for a moment. Terry stares at her. She eventually meets his gaze.

CATHERINE
What are we doing, Terry?

TERRY
What do you mean?

CATHERINE
I was in the bathroom earlier and there were half a dozen models snorting coke off a print of one of Phil's photos. I feel like David Bowie in "The Man Who Fell to Earth."

TERRY
I've seen it, but I'm not following.

CATHERINE

He came to our planet on a mission, a really important mission, but he got so caught up in all our human nonsense that he never completed it. I'm an actress--

TERRY

I know. You're a great actress--

CATHERINE

I'm losing sight of my mission. You giving up hasn't helped--

TERRY

I didn't give up--

CATHERINE

Really? You're still trying to get a movie made? I thought you were just reviewing everyone else's--

TERRY

I threw that feature against a brick wall for years, nobody was interested--

CATHERINE

Write another one.

A flash of light STRIKES their faces. They're startled but quickly put on their best smiles for Phil. He's drunk and having the time of his life.

PHIL

My two favorite people in the world!

He embraces them, crushing Terry and Catherine against each other in the process.

PHIL

Iowa, get a picture of me and Terry.

He hands her his camera. He and Terry stand side by side and wrap their arms around each other's shoulders.

PHIL

Let's get one of all three of us. Hey, Robin!

Phil recruits the closest model, ROBIN, a blonde in a sexy backless dress that shows off a hint of her ass.

PHIL
Take a couple of me and my friends?

ROBIN
My pleasure.

She takes the camera. Terry and Phil stand on either side of Catherine.

CATHERINE
Boys!
(taps an index finger
against each cheek)
Lay one on me.

Phil and Terry each kiss a cheek. Robin snaps away, flash bursting.

Onto the dance floor storms a STRIKING YOUNG WOMAN. Her hair is pulled back tight in a ponytail. She wears a long T-shirt that hangs low over a pair of sweatpants. No makeup. There's still no hiding the fact that she's a model. Her face could launch a thousand ships. And right now that face is a thunderstorm. She cuts a swath through the crowd, looks around, scanning faces "Terminator" style. Everyone who makes eye contact with her hopes to god she's not looking for them. She sees Phil and that thunderstorm grows even darker.

This is ALEXIS.

ALEXIS
Hey, asshole!

She barrels towards him.

ALEXIS
Max O'Connor called me from The New York Times today. You told him we fucked?

PHIL
I was drunk--

ALEXIS
Is this yours?

She SNATCHES his camera from Robin's hands.

ROBIN
Hey, bitch!

"Crimson and Clover" has reached it's psychedelic finale. Alexis lifts the camera up over her head...

PHIL
No, no, no, no, no!

...and HURLS it to the floor. It EXPLODES. Parts shoot in every direction. No one's dancing anymore. Alexis glares at Phil.

ALEXIS
Fucker.
(turns to Robin)
What'd you call me?

Robin looks down at the floor, doesn't meet her eye.

ALEXIS
That's what I thought, bitch.

Alexis leaves the way she came. Everyone watches her go.

CATHERINE
Good times.

Catherine leaves the dance floor. Phil lets out a long sigh. Stares down at the remains of his camera. Terry pats him on the back and heads in the direction Catherine went.

EXT. CLUB - CONTINUOUS

Terry steps outside. Catherine's there, smoking on the sidewalk. Brow creased. Lost in thought.

TERRY
You okay?

CATHERINE
Peachy. You out of here?

TERRY
Yeah, I think I've had enough excitement for one night. I'll smoke one with you before I go.

She gives him one and lights it for him. The smoke and stare at each other in silence.

CATHERINE
What are you thinking?

TERRY
Do you see other people too?

CATHERINE
Sure.

TERRY

Then why don't you ever see me?

CATHERINE

Because I care about you. I want you to be happy.

TERRY

You make me happy.

CATHERINE

No. I make you very sad. I hurt you, I know we don't talk about that.

His eyes flicker away from hers.

CATHERINE

Sometimes I'm scared I broke something in you--

TERRY

I'll live.

CATHERINE

Terry?

She takes his hand and he meets her gaze again.

CATHERINE

I wish I could be that person for you. That morning all those years ago when we kissed for the first time, I really thought I could be. But I was wrong. You want forever, and I don't know who I'll be tomorrow--

TERRY

Stop it. You're not nearly as complicated as you pretend you are--

CATHERINE

Terry, I can walk away from that--
(points at the club)
--at any time. You're a different story. Be my friend.

TERRY

I am your friend.

CATHERINE

A friend who's in love with me isn't a friend I know how to keep.

TERRY

I wouldn't share you with anyone.

They stare at each other, eyes locked. Catherine kisses Terry hard on the mouth. Breaks it.

CATHERINE

I know you wouldn't.

She turns and goes inside. Terry stares after her.

TERRY

Unfuckingbelievable.

INT. BAR - NIGHT

Terry throws back a shot. Sets his glass next to another empty one in front of him. It's late. The bar is nearly deserted. The cute, blonde BARTENDER comes over to check on him.

BARTENDER

How you doing, handsome?

She wears a low cut shirt that shows off her cleavage. Terry stares, but not at her tits. He's looking at the moles scattered across her chest.

BARTENDER

You like those?

Terry looks up at her. She's grinning at him.

TERRY

No, I wasn't--

BARTENDER

(laughs)

You can look all you want. If I wanted to hide them, I wouldn't be wearing this shirt.

She stares at him for a beat.

BARTENDER

You're just about the saddest puppy dog I've ever seen.

(ruffles his hair)

I think I'm gonna take you home with me.

INT. BARTENDER'S APARTMENT - NIGHT

Terry fucks the bartender on her ratty, old couch. The lights are out. The TV's on, bathing them in it's glow. An old western plays. A young John Wayne sits astride a galloping horse.

EXT. CENTRAL PARK - MORNING

Terry and Phil run through the park in silence. You can feel the tension in the air. Phil's the first to speak.

PHIL

I know you hate my guts right now.

TERRY

She deserves better than you.

PHIL

You don't know half of what you think you know.

TERRY

Enlighten me.

PHIL

Catherine's the only person I sleep with.

TERRY

What?

PHIL

I don't fuck other women.

TERRY

You fuck everyone!

PHIL

Catherine's the only person I've slept with since college.

TERRY

You expect me to believe that?

PHIL

It doesn't matter if you do or not.

TERRY

That model the other night--

PHIL

I orchestrated that. Not her showing up and going apeshit, that was a happy accident, but telling that reporter we fucked was no drunken slip.

TERRY

She didn't deny it.

PHIL

Why would she? People thinking we did certainly doesn't hurt her career.

TERRY

But why?

PHIL

Because if Catherine knew I'd turned into as big of a pussy as you, she'd be gone. We'd never see her again.

Terry stops, exploding at him.

TERRY

Who are you?

PHIL

Your best friend.

TERRY

She's out there fucking other people because she thinks that's what you're doing!

PHIL

Catherine's doing exactly what she needs to do to feel free. She stays with us because we give her something she needs. I give her the wild bad boy she'll never tame, and you give her true, unrequited love she can feel wistful about on rainy days.

TERRY

You're out of your mind.

PHIL

Terry, I love her just as much as you do, but I understand her better than you ever will.

A telephone RINGS.

INT. TERRY'S APARTMENT - MORNING

Terry awakens and reaches for the ringing phone.

Movie posters on the wall: "A Woman is a Woman," Truffaut's "Stolen Kisses," Bob Rafelson's "Five Easy Pieces." Books on cinema piled around the room. Visible are Pauline Kael's "5001 Nights at the Movies," "Hitchcock/Truffaut," Robert Kolker's "A Cinema of Loneliness," William Goldman's "Adventures in the Screen Trade." A small suitcase is open on the floor. We can hear rain falling outside.

TERRY

Hello?

Catherine's voice on the other end.

CATHERINE

Hey, it's me.

TERRY

I was just dreaming about you.

CATHERINE

Was it a sex dream?

TERRY

No. Sort of.

Catherine laughs.

CATHERINE

You can tell me all about it at breakfast.

TERRY

What time is it?

CATHERINE

It's just after eight. Will you meet me?

TERRY

Sure.

CATHERINE

I'm very excited.

EXT. DINER - MORNING

It's raining cats and dogs.

INT. DINER - CONTINUOUS

Terry, still damp, sits in a booth by a window, watching raindrops race each other across the glass. A cab pulls up. A wet Catherine gets out and gets even wetter. She waves to him and rushes inside. She's very excited, as promised, and dripping everywhere.

CATHERINE

I have your movie.

She sits down across from him. Terry pulls napkins out of an aluminum dispenser and passes them to her. She dries herself off as they talk.

CATHERINE

The Z Channel showed a double feature last night. Antonioni's "L'Avventura" and "The Passenger." I went to bed thinking about the woman who disappeared--

TERRY

Anna--

CATHERINE

Right. And Jack Nicholson stealing the arms dealer's identity. When I woke up, the idea was just sitting there, fully formed--

Their WAITRESS, an old lady wearing too much makeup, arrives and sets two steaming cups of coffee in front of them.

WAITRESS

Honey, do you need a towel?

CATHERINE

I'm fine, thank you.

TERRY

I ordered you a coffee.

CATHERINE

Perfect.

WAITRESS

I'll be back once you've had a chance to look at the menu.

CATHERINE
Great.

TERRY
Thanks.

The waitress leaves to check on her other tables. Catherine picks up where she left off.

CATHERINE
So, it's a love story, but it's also a mystery, and a story of pursuit--

Terry's stares at her, a strange smile on his face.

CATHERINE
What?

TERRY
I don't think you've ever looked more beautiful than you do right now, all wet and pitching me movies.

CATHERINE
Shut up, I'm a mess.

TERRY
You are a mess.

They stare at each other.

TERRY
I want to hear the rest. Keep going.

CATHERINE
It's about a detective. He's not really a detective, but he's had to become one because the woman he loves has vanished. He follows her trail and discovers she's not who he thought she was. She takes on new identities, then sheds them like snakeskin. She's left a trail of ruined men behind her. Was our detective one of them or was their love real? All the while, we're flashing back to their time together, watching their love story unfold--

TERRY
This actually sounds really fucking good.

CATHERINE

And I haven't even told you the twist. There's a hint of the supernatural. The detective meets an old man who recognizes the woman's photo. He breaks down at the sight of her, weeping. He tells the detective, this was the love of my life, we spent a summer together when I was in college--

TERRY

No!

CATHERINE

Yes. She vanished without a trace. Is she flesh and blood or is she something else? Is the old man confused or is the woman our detective thought he knew so well somehow ageless, immortal? You make it classy, you just hint at the possibility without ever answering the question--

TERRY

I'm sold. Let's write this.

CATHERINE

I'm not a writer--

TERRY

This is your idea--

CATHERINE

I'll help you work out all the details so when you sit down to write, the hard part will be done. Shall we get started today?

TERRY

I'm visiting my dad this weekend. I rented a car, I'm gonna head down there after we eat.

CATHERINE

Take me with you.

TERRY

You want to go with me to Baltimore?

CATHERINE

A three hour car ride's just what we need to get this movie in shape.

Cue Sun Kil Moon's cover of Modest Mouse's "Four Fingered Fisherman."

INT. RENTAL CAR - DAY

Terry and Catherine talk animatedly about the movie. They're having a blast figuring it out. Catherine plays all the parts, making up dialogue as she goes.

EXT. BALTIMORE, MARYLAND - DAY

Establish. Baltimore's Inner Harbor.

EXT. LAMM HOUSE - DAY

A street lined with brick and formstone row houses. Terry parks his rental by the curb and he and Catherine get out.

EXT. LAMM HOUSE, FRONT DOOR - CONTINUOUS

Terry knocks. His GRANDMA (early 80s) opens the door. Her face lights up at the sight of her grandson.

GRANDMA

Oh, Terry!

He leans down to hug her and she kisses his cheek.

TERRY

Hey, Grandma! This is my friend, Catherine.

GRANDMA

Aren't you a pretty thing.

CATHERINE

It's so nice to meet you.

They hug.

TERRY

Dad inside?

GRANDMA

He's at the movies.

TERRY

I told him I was coming.

GRANDMA

I reminded him. He said he didn't want to miss the John Wayne double feature. I told him I'd send you along when you got here.

INT. MOVIE THEATER - NIGHT

Terry and Catherine step inside a dark, nearly deserted, theater. A scratchy print of "The Searchers" is projected on the screen.

Terry scans the scant audience and sees a man with his legs kicked up on the seat in front of him, a cloud of cigarette smoke hangs around his head. This is Terry's dad, JOE (late 40s). His right ear is a deformed mass of scar tissue. Shrapnel burns on the right side of his neck. They continue down, disappearing under his T-shirt, and reappearing on his arm and hand.

TERRY

(whispers)

Dad?

Joe glances up at his son. He stares at him blankly for a second before coming to life.

JOE

(way too loud)

Hey, buddy!

He gets up, spilling the popcorn in his lap on the floor, and gives Terry a big hug. He needs a shave and a fresh pair of clothes.

TERRY

Hey, Dad.

JOE

How ya doing?

TERRY

Good.

JOE

Who's this?

TERRY

This is Catherine.

Joe sticks out his hand and Catherine takes it.

JOE
Please to meet you, Cath--

An OLD MAN a few rows back HOLLERS at them.

OLD MAN
Siddown!

TERRY
Let's sit down, Dad--

Joe EXPLODES at the man.

JOE
I'm trying to say hello to my son!
You got a problem with that?

OLD MAN
I'm trying to watch a movie! Go
have your family reunion outside!

JOE
Like you haven't seen "The
Searchers" before!

Another guy, this one wearing a BASEBALL CAP, throws his two cents in.

BASEBALL CAP GUY
Both of you shut up!

JOE
Fuck you!

Baseball Cap gets up.

BASEBALL CAP GUY
Fuck me?

TERRY
Dad, we've seen this movie a
hundred times. Let's get out of
here and go get something to eat.
Are you hungry?

Joe glares at Baseball Cap.

CATHERINE
(trying to help)
I'm starving.

Terry takes Joe's arm and gently guides him down the aisle towards the emergency exit door. Joe never takes his eye off Baseball Cap.

BASEBALL CAP GUY
That's right! Keep walking!

Catherine opens the door, letting in a blinding shaft of sunlight. The trio leave the theater. The door closes behind them. Everyone settles back into their seats to watch the movie.

The door swings open. Another explosion of light. Joe runs back in and PITCHES his soda cup at Baseball Cap. It hits him square in the chest and EXPLODES, Coca-Cola soaking him. Joe turns around and hauls ass out of there.

BASEBALL CAP GUY
Motherfucker!

He LEAPS up and starts climbing over seats after Joe, who's long gone.

EXT. ICE CREAM SHOP - DAY

Joe works his tongue around a stacked ice cream cone. He sits with Terry and Catherine at a table outside. They're eating ice cream too.

JOE
So, you think you're a cinephile.

CATHERINE
I didn't say that, Terry did--

JOE
And Terry's a very good judge of that sort of thing, but let's put it to the test.
(to Terry)
"Zardo?"

TERRY
Sure.

CATHERINE
What's "Zardo"?

JOE
I thought you said she was a cinephile.

TERRY

"Zardoz" is this whacky fantasy movie Sean Connery made in the 70's. We went to see it opening day and he came up with this game after. We've been playing it ever since.

JOE

I say "Zardoz," you gotta give me a movie title beginning with the letter "Z."

CATHERINE

"Zelig."

JOE

Great. Now I grab the last letter of "Zelig," which is a "G," we'll say "Godzilla," and the "A's" on you.

CATHERINE

"Annie Hall."

JOE

A Woody Allen fan. "Lolita."

CATHERINE

"All the President's Men."

JOE

"Network."

CATHERINE

"King Kong."

JOE

"The Godfather."

CATHERINE

"Rear Window."

JOE

"The World According to Garp."

CATHERINE

"Picnic at Hanging Rock."

JOE

"Klute."

TERRY

It can go on like this for hours.
You can't say the same title twice,
so it can get a little hairy after
a while--

JOE

And you have to answer quickly. If
you get stumped, I get to ask you a
movie-related question--

CATHERINE

Like what?

JOE

Anything I want--

TERRY

Like I could ask him to name ten of
Hitchcock's leading ladies.

JOE

Ingrid Bergman, Grace Kelly,
Shirley MacLaine, Doris Day, Vera
Miles, Kim Novak, Eva Marie Saint,
Janet Leigh, Tippi Hedren, Julie
Andrews.

CATHERINE

Whoa.

TERRY

If you answer correctly, you're
back in the game. You just start
over at "Zardoz"--

JOE

Only this time you can't say
"Zelig"--

CATHERINE

"Zulu."

JOE

Who's the star of "Zulu"?

CATHERINE

Who gets the edge, Terry? Michael
Caine or Stanley Baker?

JOE

(to Terry)

I like her. There's nothing sexier
than a woman who knows her movies.

EXT. LAMM HOUSE - NIGHT

Joe stands in the backyard in his boxers, a cigarette in his mouth, a bottle of beer in hand. He has tattoos on his arms and a larger one on his back between his shoulder blades. Fireflies twinkle around him. He stares blankly out into the darkness.

INT. LAMM HOUSE - CONTINUOUS

Terry watches his father through the kitchen window. Catherine stands beside him at the sink, which is overflowing with dirty dishes. They're trying to get it under control.

TERRY

He's gotten worse.

CATHERINE

I can't imagine what he went through over there.

TERRY

He doesn't talk about it.

Terry's grandma comes in. She wears a nightgown.

GRANDMA

Thank you both so much.

CATHERINE

You're so welcome.

GRANDMA

I'm embarrassed the house looks like this. My mind's just as sharp as it was when I was sixteen, but this arthritis has done a number my hands--

TERRY

I think we need to hire someone to clean up around here once or twice a week.

GRANDMA

Terry, we barely get by on my social security and your father's disability--

TERRY

I can help with that.

EXT. LAMM HOUSE - LATER

Terry joins Joe in the backyard.

TERRY

Hey, Dad.

JOE

You got a cigarette? I just smoked my last one.

Terry gives him one.

TERRY

Dad, I need you to try and help out around here a little more. Grandma's old. She can't do for us like she did when I was a kid. You've gotta try and do for her now--

JOE

That's a real pretty girl you got there--

TERRY

Dad--

JOE

Reminds me of your mother. Pretty enough to be up on that screen--

TERRY

She's not my girlfriend, Dad--

JOE

I don't know where she's gone. I stand out here damn near every night trying to figure out where she could be. If I knew where to look, I'd look. How does someone just disappear?

INT. THE HORSE YOU CAME IN ON - NIGHT

The bar where Edgar Allen Poe had his last drink is quiet tonight. Terry and Catherine sit shoulder to shoulder at the bar.

TERRY

What was I gonna do? Get stuck here the rest of my life taking care of him? I couldn't.

(MORE)

TERRY (CONT'D)

I know that makes me a selfish person, I know that--

CATHERINE

You're not. You want a life that's your own, like anyone does.

TERRY

He was better when I was here. I think about him sitting in that movie theater every day all by himself...

Tears burn Terry's eyes. He sucks it all in, downs a shot of something dark, exhales.

TERRY

I don't know what'll happen when my grandma dies.

Catherine leans her head against his shoulder.

CATHERINE

I love you.

Terry wasn't expecting that. He looks over at her. Her big, blue eyes meet his.

CATHERINE

Take me to bed.

Cue Sun Kil Moon's "Admiral Fell Promises."

EXT. ADMIRAL FELL INN - NIGHT

Establish. The Admiral Fell Inn is a European-style hotel located in the historic, waterfront village of Fell's Point, just steps from The Horse You Came In On.

EXT. ADMIRAL FELL INN, LOBBY - CONTINUOUS

Terry and Catherine get a room.

INT. ADMIRAL FELL INN, ELEVATOR - NIGHT

Terry and Catherine share the elevator with an OLDER COUPLE. The elevator stops, and the couple step off at their floor. The doors close behind them. Terry and Catherine start making out.

INT. ADMIRAL FELL INN, HALLWAY - NIGHT

Terry and Catherine walk down the hallway to their room. They're all over each other and stop to kiss several times along the way.

INT. ADMIRAL FELL INN - NIGHT

Overhead shot. Terry and Catherine make love. He's on top of her. Terry's lips move from her mouth to her flushed cheeks, to her neck, her chest, her breasts. She grabs his hair as he disappears from frame. Hold on her face. She moans. A slow push into Catherine's chest. Her moles.

INT. ADMIRAL FELL INN - LATER

After. Terry and Catherine are entwined in bed. The window is open. The night air stirs the sheer curtains.

CATHERINE

Do you remember the last time you saw your mom?

Terry lights a cigarette. He and Catherine pass it back and forth as they talk.

TERRY

Sure. I was nine. She came into my room in the middle of the night and woke me up. She asked if she could sleep in my bed. She crawled under the covers and put her arms around me. I fell back asleep. When I woke up the next morning, she was gone. I love you too, by the way.

Catherine touches his face.

TERRY

What's your mom like?

CATHERINE

She's wonderful. She's fair and kind. She can make a perfect French braid. She has an amazing laugh. My dad always says he heard her laughing before he saw her, and he knew when he heard that laugh that he was about to meet his wife.

TERRY
And they're still in love?

CATHERINE
My father has a deviated septum so
they sleep in separate beds, but
yeah, I think so.

Silence, then:

TERRY
Catherine?

CATHERINE
Yeah?

TERRY
Be with me.

CATHERINE
I am with you.

She takes Terry's hand and presses his palm against her heart.

CATHERINE
Can't you hear my heart beating?

TERRY
I miss you all the time.

CATHERINE
Come live with us.

TERRY
No. This isn't "Jules and Jim."

CATHERINE
Couldn't it be? My name is
Catherine, isn't it?

TERRY
I don't know how you live with him.
He's a terrible roommate. Does he
still kick his dirty clothes under
the bed?

CATHERINE
Yes!

Catherine laughs. She's so beautiful when she laughs that Terry, overcome with love, kisses her. She kisses him back. It starts to get heated, then Terry breaks it.

TERRY

Run away with me. We'll go to California, we'll try to make this movie--

Beneath the sheet, Catherine's starts rubbing Terry, shutting him up.

CATHERINE

I want you to fuck me again.

TERRY

I want to talk to you--

She rubs harder.

CATHERINE

I know what you want.

She kisses him, and continues rubbing. Terry moans and gives up. He kisses her back.

CATHERINE

You can do whatever you want to me. You just have to promise you'll do it hard.

TERRY

Turn over.

CATHERINE

Is that what you want?

She turns over on her stomach. Terry lays on top of her, mounting her from behind. He starts fucking her.

CATHERINE

Harder.

Terry fucks her harder.

CATHERINE

Harder.

Terry wraps his arms around Catherine, squeezing her tightly, and fucks her really hard. She cries out in a mixture of pain and pleasure. The now familiar intro to "Young Love" begins. Terry and Catherine grunt and moan.

INT. ADMIRAL FELL INN - MORNING

The room is filled with the morning light. Terry sits on the edge of the bed, staring out the window.

The curtains stir in the breeze. Catherine is asleep behind him. The phone rings. Terry gets up and answers it quickly before it can wake her.

TERRY

Hello?

It's Phil. He sounds cheery and out of breath.

PHIL

Hey, buddy. Just got back from a run. Missed you out there.

Terry has no idea how to respond to this.

PHIL

Terry, you there?

TERRY

Yeah, I'm here.

Terry stares at Catherine.

PHIL

Did I wake you guys?

TERRY

Catherine's still asleep.

PHIL

But not you.

TERRY

No.

PHIL

Let me guess. You were watching her sleep.

Silence from Terry. Phil laughs good-naturedly.

PHIL

Jesus, you're a sap.

TERRY

You're not pissed?

PHIL

Over a weekend away? You're my brother, Terry. I'd rather her be with you than anyone else. Maybe you'll smile a little more now.

TERRY
I doubt it.

PHIL
Well, when she wakes up--

TERRY
She's awake.

Catherine stares up at Terry, all sleepy eyes and messed up hair.

TERRY
It's Phil.
(covers the receiver)
You told him we were here?

CATHERINE
I didn't want him to worry.

He hands her the phone. Terry gets a cigarette and smokes while Catherine and Phil talk. We only hear Catherine's side of the conversation.

CATHERINE
Hi... Yeah, just now... It's
okay... Tell me...

Catherine sits up in bed, her face lighting up.

CATHERINE
Are you serious? I can't believe
it!

Terry smokes and stares at her. She looks over at him, beaming.

CATHERINE
I'll be home later today... Love
you too.

Catherine hangs up the phone.

TERRY
What happened?

CATHERINE
You know Maxwell Wood?

TERRY
Of course.

Catherine gets out of bed and starts getting dressed.

CATHERINE

He wants to feature some of Phil's photos in his next movie. He and Victoria Stratton are coming over tonight for dinner.

TERRY

Wow. Hollywood royalty.

CATHERINE

Terry, this is our in. I'm gonna tell them all about our movie idea!

Catherine throws her arms around him and kisses him.

CATHERINE

I'm so happy!

EXT. MANHATTAN - DAY

Establish. Skyline.

EXT. PHIL & CATHERINE'S BUILDING - DAY

Terry pulls to the curb and turns on his hazard lights. He and Catherine get out. Terry pops the trunk and pulls out Catherine's bag.

CATHERINE

I had a great time. Thanks for letting me tag along.

TERRY

Anytime.

CATHERINE

Do you think you have enough to start writing?

TERRY

Yeah, I think so.

CATHERINE

Call me anytime if you get stuck. We'll brainstorm.

TERRY

Okay.

They hug. Catherine takes her bag and heads inside. Terry watches her go. She stops just as she's about to enter her building, turns, and rushes back over to him.

CATHERINE
You forgot to tell me your dream.

TERRY
Huh?

CATHERINE
Your dream. The other morning when I called and woke you up. You said you were dreaming about me.

TERRY
Oh. I can't remember.

CATHERINE
Too bad.

She gives him a quick peck on the mouth.

CATHERINE
Love you.

TERRY
Love you too.

She goes inside. Hold on Terry. Cue David Bowie's "The Prettiest Star."

INT. PHIL & CATHERINE'S - NIGHT

A ravishing close up of movie star VICTORIA STRATTON (mid-to-late 30s). Drop dead gorgeous.

VICTORIA
I always felt his presence when the camera was rolling. Penetrating eyes, very intense.

Tight on Terry, looking at her, a smile playing on his lips.

VICTORIA
We shared these fleeting moments of intimacy on set. He held my hand once, I remember that.

Wide. Standing sheepishly beside her is her husband, film director MAXWELL WOOD (40s, handsome). He takes her hand.

MAXWELL
I remember that too.

They smile at each other and the small circle of partygoers surrounding them eats it up. Terry is among them.

VICTORIA

The day we shot the sex scene he was a whisper in my ear. He showed me how wide he wanted my mouth to be when I climaxed. He told my make-up artist how flushed he wanted my cheeks. He told my co-star how to kiss me, how to touch me, how hard he should pretend to fuck me--

MAXWELL

She's exaggerating--

VICTORIA

I'm not!

GIRL PARTYGOER

Jesus. That is kinky, Maxwell.

Everyone's cracking up.

MAXWELL

Nonsense. All directors are guilty of falling in love--

VICTORIA

Lust--

MAXWELL

--in love with their leading ladies. A director and actress enter into a game of seduction the moment they meet. The connection can be electric. It's fertile ground for romance to bloom. Godard and Anna Karina, Woody Allen and Mia Farrow--

GUY PARTYGOER

And Diane Keaton--

MAXWELL

Yes! Exactly! The list goes on and on. Vincente Minnelli and Judy Garland, Roberto Rossellini and Ingrid Berman, Ingmar Bergman and every actress he ever worked with, Peter Bogdanovich and Cybil Shepherd--

VICTORIA

Enough! He's just going on and on to keep me from finishing my story--

MAXWELL

(feigns innocence)

I would never--

VICTORIA

Zip it. That night, after we wrap, I go back to the hotel to try and sleep and it just will not come. I toss and turn. I can't get Maxwell's voice out of my head. I'm trapped inside that Bruce Springsteen song "I'm On Fire." I end up walking down the hall and knocking on his door at one a.m. He's half asleep, his hair's a mess, and he's looking at me like-- I think you thought you were still dreaming.

MAXWELL

I still do.

VICTORIA

So, I make my best sultry face...
(she makes it, everyone
laughs)

And I say to him: How do you know how I like to be fucked?

GIRL PARTYGOER

You did not!

VICTORIA

I did!

GIRL PARTYGOER

(to Maxwell)

What did you say?

MAXWELL

I said: I know because I make love to you every night in my dreams.

GIRL PARTYGOER

Oh, you're good.

Everyone laughs. Terry stares at Victoria. Her eyes meet his for a brief second then flicker away.

EXT. PHIL & CATHERINE'S, BALCONY - LATER

Terry smokes and admires the view of Manhattan. Through the glass walls behind him, the party continues.

We see a bearded Phil running around with a joint in his mouth, snapping Polaroids of his guests. Victoria steps out onto the balcony and joins Terry.

VICTORIA
Got an extra cigarette?

TERRY
Sure.

He gives her one and lights it. She cups her hands around his, keeping the flame alive, reminding us of Catherine.

VICTORIA
Thanks. You're Phil's friend,
Terry?

TERRY
I am. Terry Lamm. That was quite
a story.

VICTORIA
Maxwell loves it when I tell it in
public. His ego has no ceiling.
Are you the film critic Terry Lamm?

TERRY
Guilty.

VICTORIA
You wrote the most beautiful thing
about me.

TERRY
I did?

VICTORIA
You did. You said: "Stratton's
face is an altar men worship at,
but it's her fearless performances
that assure her place in cinema
history."

TERRY
I can't believe you read that.

VICTORIA
I did. I read them all, and I
remember names, so watch out.

TERRY
I will.

She touches his arm.

VICTORIA

That review meant the world to me.
You were very kind.

TERRY

You deserved it, you were terrific.

VICTORIA

Phil's shooting me out in the
Hamptons next weekend. You should
come.

TERRY

I'd love to.

They stare at each other.

VICTORIA

How old are you?

INT. PHIL & CATHERINE'S, COAT CLOSET - LATER

Terry and Victoria make out in a dark coat closet. It's
heated. She breaks it off, catching her breath.

VICTORIA

I don't do things like this. Not
ever.

TERRY

Yeah, you do.

They start kissing again. Terry turns her around and presses
her up against the wall. He lifts up her dress and put his
hand down the front of her panties. She gasps and starts
moaning. She reaches back and grabs his crotch.

INT. PHIL & CATHERINE'S - CONTINUOUS

More guests arrive. Catherine greets them at the door and
takes their coats. We follow her as she weaves her way
through partygoers and down a hallway to the coat closet.
She opens the door. Terry and Victoria, deer in headlights,
stare out at her. Terry's pants are around his ankles.
Catherine doesn't flinch or miss a beat. She's cool as a
cucumber.

CATHERINE

Hang these up, Terry.

She tosses the coats to him and closes the door.

VICTORIA

Oh my god.

Victoria bursts into laughter and buries her face against Terry. Cue Sun Kil Moon's "Admiral Fell Promises" again.

EXT. SAILBOAT - DAY

The lovely guitar picking carries us out over Long Island Sound. The sun is blinding, the world golden. Victoria, arm wrapped around the mast, poses for Phil's camera as the chartered sailboat cuts through the water. Terry watches from behind dark sunglasses.

Improv: Pictures are taken, Victoria's wardrobe changes, a bottle of champagne is opened and soon empty, followed by another. Victoria sports a captain's hat like Anna Karina wore in "Pierrot le Fou." More pictures are taken. Terry and Phil recount a racy college story. Victoria laughs and laughs. Phil gets sick and pukes over the side.

EXT. THE HAMPTONS, BEACH - EVENING

Phil lays flat on his back in the sand, face pointed skyward. Terry stands over him.

TERRY

You okay?

Phil groans and waves Terry away with a weak arm.

VICTORIA (O.C.)

Terry!

Victoria calls to him from a little ways down the beach by a blackened fire pit.

VICTORIA

How's he doing?

TERRY

How you doing, buddy?

PHIL

I'm fine. I just need to rest.

TERRY

He's fine! He's gonna rest!

VICTORIA

Come help me build a fire!

TERRY

Okay!

(to Phil)

You want to come lay over there?

PHIL

I still can't believe you hooked up with a movie star in our coat closet while her husband was right outside. You're a Jedi now, young Skywalker. I'm staying right here. Go work your magic.

TERRY

I'll come back and check on you.

Terry leaves him to join Victoria. Phil lets out a watery burp.

EXT. BEACH - NIGHT

Terry and Victoria sit by a blazing fire. Her legs are outstretched, bare feet pointed at him. They're at the tail end of a joint, which she finishes and buries in the sand.

VICTORIA

Press your feet against mine.

TERRY

What?

VICTORIA

Have you read "Cat's Cradle"?

TERRY

No.

VICTORIA

The characters in it are Boknonists, which is this crazy religion Vonnegut dreamed up. Their supreme act of worship is pressing the soles of their bare feet together. It's called bokomaru. It's like sex for them. I tried to get Maxwell to do it with me once, but he made me feel silly about it.

They press their feet together.

TERRY

Where is Maxwell?

VICTORIA

Off fucking the star of his next movie, I'm sure.

TERRY

You're not working together on this one?

VICTORIA

He doesn't think it'll be good for our marriage.

TERRY

I'm sorry.

VICTORIA

It's my fault, I should never have married him. He collects actresses. He'd mount our heads on the wall like wild game if he could.

Terry stares at her. She looks lovely and fragile in the firelight.

VICTORIA

Catherine speaks very highly of you.

TERRY

Does she?

VICTORIA

She told me that you're the kindest, gentlest--

TERRY

She called me gentle?

VICTORIA

--person she knows, and that your dream is to be a filmmaker. She told me about your script. I want to read it.

TERRY

Really?

VICTORIA

It sounds like an incredible story.

TERRY

It was Catherine's idea.

VICTORIA

She gave you all the credit. Is she in love with you?

TERRY

No. She's been with Phil since college.

VICTORIA

So? Most people in relationships are in love with other people.

TERRY

We're just friends.

Silence. The sound of the ocean. The snap, crackle, pop of the fire.

VICTORIA

Terry, I don't have the luxury of taking things slow because I'm never in the same place for more than a few weeks. I like you. We certainly have sexual chemistry.

TERRY

(grins at her)
You think?

VICTORIA

I can still feel your fingers inside me.

TERRY

I like you too.

VICTORIA

Then we should see a lot more of each other.

EXT. RESTAURANT - NIGHT

Establish. A posh Manhattan restaurant.

INT. RESTAURANT - NIGHT

Terry sits across from Victoria.

VICTORIA

That suit looks great on you.

TERRY

Thanks. You really didn't have to buy it for me--

VICTORIA

I've seen what's in your closet, Terry. First impressions are everything. Oh, here he comes--

The HOSTESS leads ALBERT WEISGAL, a well-dressed, Peter Guber type, to their table. Terry and Victoria get up to greet him.

VICTORIA (CONT'D)

Albert!

They embrace and Albert kisses her cheek.

ALBERT

Hey, sweetheart.

VICTORIA

This is the writer I've been telling you so much about. Terry Lamm, this is Albert Weisgal.

TERRY

It's a pleasure to meet you.

They shake hands.

ALBERT

The pleasure's all mine. You're a great writer.

TERRY

Thank you.

Everyone sits.

TERRY

Victoria tells me you put her in her first movie.

ALBERT

I did. I was over at Fox at the time, they were looking for a young Natalie Wood, and I found her on a beach in Big Sur. She was a little surfer girl, just like the Beach Boys song. A damn good one too. She surfed circles around all the boys, and every single one of 'em was in love with her--

VICTORIA
They hated me--

ALBERT
It's all the same thing when you're
that age.

Their WAITER arrives.

WAITER
Good evening.

ALBERT
Good evening. We're gonna need a
few minutes, but we'd love a bottle
of Cabernet to get things started.
Surprise us.

WAITER
Very good, sir.

The waiter leaves.

ALBERT
So, let's talk about "The
Pretender."

VICTORIA
Yes, let's.

ALBERT
Terry, I've read thousands of
scripts. It's very rare to read a
truly great one. Victoria and I
would very much like to make this
movie.

Terry's floored. He looks at Victoria in disbelief.

VICTORIA
Surprise!

TERRY
I don't know what to say. Thank
you. Thank you both so much. Do
you think I'll be able to direct
it?

ALBERT
Look, this is an expensive film.
Vicky has a deal at Warners.
Getting them to sign off on a first
time director is gonna be next to
impossible.

(MORE)

ALBERT (CONT'D)

Vicky's told me how much directing this film means to you, so I want to make a deal with you. You entrust this film to us, and I'll make sure you're on set every day. I'll have the director take you under his wing, and teach you the ropes. You write your next one to direct, I'll make it happen. You have my word on that. Do we have a deal?

TERRY

Yes, sir. Thank you.

ALBERT

Thank Vicky. I don't make deals like that. Ever. Excuse me a moment.

(gets up from the table)

I need to use the rest room.

Albert leaves. Victoria reaches over and takes his hand.

VICTORIA

Are you okay with this?

TERRY

Are you kidding me? You don't know how grateful I am--

VICTORIA

Stop it. You wrote a beautiful movie. I should be thanking you.

TERRY

You can thank me later.

Beneath the table, Victoria lets one shoe fall, and rubs her foot against his leg.

VICTORIA

I'll thank you as many times as you'd like.

They grin at each other like naughty teenagers.

VICTORIA

I have another surprise.

TERRY

What?

VICTORIA
I asked Maxwell for a divorce.

EXT. CENTRAL PARK - MORNING

Terry and Phil jog.

PHIL
I'm worried about Catherine, man.

TERRY
What do you mean?

PHIL
She hasn't been herself since you started seeing Victoria. She's not happy.

TERRY
What am I supposed to do about it?
It's your job to make her happy--

PHIL
I can't do it by myself, Terry.
You balance things out.

TERRY
I'm not interested in balancing things out anymore. It's my turn to be happy.

PHIL
I gotta go. I've got a shoot in half an hour.

Phil veers off the path away from Terry, who continues running. He's lost in thought. After a beat, his face breaks into a big, goofy smile. He can't help himself. He grins like an idiot. She's miserable!

INT. PHIL & CATHERINE'S, BATHROOM - NIGHT

Catherine lays in the bathtub, an empty wine glass beside her. She's crying. Floating on the surface of the water is an invitation. Phil comes in. He kneels down beside the tub, concerned. She can't look at him. Phil lifts the invitation from the water, and reads it. He touches her face. Catherine starts to cry even harder. She sits up and throws her wet arms around him. He hugs her while she sobs against his neck.

PRELAP: The sound of silverware being CLINKED against glass.

INT. RESTAURANT - NIGHT

An upper-crust Manhattan restaurant has been rented out for Terry and Victoria's engagement party. Victoria stands and addresses their guests. Terry is seated beside her. Phil and Catherine are at their table.

VICTORIA

Thank you all for coming tonight to celebrate our engagement. I'll try and keep this short. Kurt Vonnegut said: "Love is where you find it. I think it's foolish to go around looking for it." I wasn't looking for love when I met Terry, and that's exactly when I found it. I have Terry's closest friends, Phil and Catherine, to thank for that. They introduced us. Thank you both so much.

Everyone applauds. Catherine empties her champagne glass.

INT. RESTAURANT - LATER

Catherine stands at the bar, drink in hand. She's toasted. She watches the happy couple socialize with guests across the room. Victoria's very touchy feely with Terry. Catherine grimaces. Terry, feeling Catherine's eyes, looks over at her. She fakes a smile for him and raises her glass. Terry excuses himself and walks over to her.

TERRY

Hey.

CATHERINE

Hi.

Terry takes an envelope out of his coat.

TERRY

This is for you.

CATHERINE

What is it?

TERRY

Warners optioned the script. This is your half. It's not much, but we'll make a lot more when it goes into production--

CATHERINE

I don't want this. You wrote it--

TERRY

I want you to have it. You deserve every cent. There wouldn't be a movie if you hadn't--

She snatches the envelope from him.

CATHERINE

Fine. When's the wedding?

TERRY

Next summer. How much have you had to drink?

CATHERINE

Not nearly enough.

TERRY

Why are you acting like this? Are you mad at me?

CATHERINE

No, I'm mad at me.

She finishes her drink.

CATHERINE

Tell Phil I took a cab home. Congratulations.

Catherine leaves Terry at the bar. He doesn't watch her go.

TERRY

I'll have whatever she was having.

The bartender goes to scoop up Catherine's empty glass, but Terry stops him.

TERRY

Leave it. I'll use hers.

The bartender does as he's told, refilling Catherine's glass. Terry stares at the lipstick stain she left on it. He lifts it, putting his mouth where hers was, and drinks.

EXT. RESTAURANT - CONTINUOUS

Catherine steps out onto the sidewalk and lights a cigarette. She stands there, staring at the restaurant, waiting for Terry to come out after her, sure he will, but he doesn't. Catherine hails a cab.

EXT. THE DAKOTA - DAY

Establish.

INT. VICTORIA'S APARTMENT, LIVING ROOM - CONTINUOUS

Victoria sits on the couch, an afghan over her legs, reading a script. Terry enters carrying an overnight bag.

TERRY

I'm gonna get going.

VICTORIA

I wish you'd take me with you. I'd love to meet your dad and your grandmother--

TERRY

You say that now--

VICTORIA

I'm serious. I can't meet them for the first time at our wedding--

Terry leans down and kisses her, cutting her off.

TERRY

Another weekend.

VICTORIA

Soon.

TERRY

Soon. I gotta go if I want to beat the traffic.

INT. CAR - NIGHT

Terry drives, lost in thought.

EXT. LAMM HOUSE, BACK YARD - NIGHT

Terry stands with Joe on the grass playing a game of "Zardoz." Joe answers mechanically, eyes fixed on something out there in the darkness no one else can see.

TERRY

Bring me the Head of Alfredo Garcia.

JOE

Arsenic and Old Lace.

TERRY

The Elephant Man.

JOE

Nights of Cabiria.

TERRY

Amarcord.

EXT. ADMIRAL FELL INN - NIGHT

Terry stands across the street. He stares up at an open third floor window. Familiar sheer curtains move gently in the night air.

INT. THE HORSE YOU CAME IN ON - NIGHT

Terry has a drink.

INT. ADMIRAL FELL INN, HALLWAY - NIGHT

Terry steps off the elevator and walks down the hallway. He arrives at room 306. The security latch on the inside has been flipped out to keep the door open a crack. Terry stands there a beat before entering.

INT. ADMIRAL FELL INN, THEIR ROOM - CONTINUOUS

Terry steps into the dark room. Moonlight reveals the details. Catherine is sitting up in bed. Her pose is almost identical to the one in the photo Phil took of her. She's naked, her bottom half disappearing in white sheets. She looks incredibly vulnerable.

CATHERINE

I didn't know if you'd come.

TERRY

I'm here.

CATHERINE

Will you do something for me?

TERRY

What?

CATHERINE

Take off your clothes and get in bed.

TERRY

Now you want me.

CATHERINE

Terry, please.

TERRY

I'm with Victoria.

CATHERINE

Then why are you here?

TERRY

That's a damn good question.

They stare at each other in the darkness.

CATHERINE

Take off your clothes.

Reluctantly, Terry gets undressed. Catherine lays down and lifts the sheet for him. He crawls under with her. They lay there, pillows under their heads, staring at each other.

CATHERINE

I want you to pretend like it's the first night we spent here. We just made love, and we talked about our parents, and then you asked me a question, do you remember?

TERRY

I remember.

CATHERINE

Ask me again. Please.

Tears stand out in her eyes. Terry touches her face.

TERRY

Catherine...

CATHERINE

I can be that person for you now.
I can be the Catherine you deserve.
Please... Just ask me again.

She's about to break. Terry melts and gently pulls her face towards his. Cue the now familiar intro to "Young Love."

TERRY

Be with me. I still love you. I
still want you.

Catherine starts to cry. She's smiling too. Laughing even. She kisses him passionately. So happy.

CATHERINE

I'm so sorry for all the times I
hurt you. I'm sorry I'm so fucked
up. I love you. I love you so
much. I want to be with you. Just
you.

TERRY

I want to be with you too.

CATHERINE

I missed you so much. Please make
love to me.

They begin to kiss again and Terry moves on top of her.

CATHERINE

I need you. I need you inside me
now.

She reaches down under the sheets and guides him into her. She lets out a low moan and wraps her arms and legs around him.

CATHERINE

I love you. I love you so much.

TERRY

I love you too.

They make love, lost in each other.

EXT. ADMIRAL FELL INN - MORNING

Terry and Catherine kiss hungrily outside the hotel on the sidewalk. Their bags are at their feet.

CATHERINE

We should wait until after the movie's made to tell them--

TERRY

And live a lie? I don't want to do that anymore--

CATHERINE

Your dreams are about to come true. If you tell her now, you're throwing that all away--

TERRY

Catherine, you're my dream. We'll find another way. We do it today or we don't do it at all.

CATHERINE

Today then.

INT. VICTORIA'S APARTMENT - NIGHT

Terry sits on the couch across from Victoria. She stares at him, coldly.

TERRY

I'm sorry.

VICTORIA

You used me.

TERRY

I didn't. I care about you--

VICTORIA

You told me you were just friends.

TERRY

We were--

VICTORIA

Bullshit. I knew there was something between you. I just had it all backwards. How long have you been in love with her?

TERRY

Does it really matter?

VICTORIA

How long?

TERRY

Since the first day I saw her. I met you, and I thought I could put her behind me, but I can't. I love her.

VICTORIA

Did you love her when you asked me to marry you? You know what, don't answer that. I want you to leave.

TERRY

I'm sorry.

VICTORIA

Leave.

Terry gets up.

VICTORIA

I've worked with some great actors, Terry, but you are, by far, the best. I hope she's worth it.

INT. PHIL & CATHERINE'S - DAY

Terry and Catherine pack her belongings into boxes. Phil enters, several camera cases slung over his shoulder.

PHIL

I'd stay and help, but I have a shoot uptown. Why don't we all meet up tonight? We'll see a movie, and grab dinner like we used to. This doesn't have to be weird.

TERRY

That sounds great.

CATHERINE

Let's do it.

INT. MOVIE THEATER - NIGHT

Catherine sits between Terry and Phil. Light from the screen flickers on their faces.

INT. PIZZA JOINT - NIGHT

A familiar pizza place. This is where they took Catherine the night they all met.

Terry and Catherine sit side by side. Phil sits across from them. Everyone's laughing, having a good time. A giant pizza tray sits in the middle of the table. There's only one piece left.

CATHERINE

I'm gonna use the little girl's room.

She hops up, smiling, happy they're all getting along, and leaves Terry and Phil alone. Phil's smile disappears. He lights a cigarette, and stares at Terry, who doesn't meet his gaze.

TERRY

This place hasn't changed much.

Phil begins to clap, applauding Terry loudly. Nearby DINERS glance over at them.

PHIL

Well played. I mean it, Terry. I couldn't have orchestrated it better myself.

TERRY

I learned from the best. Now it's your turn to be someone she feels wistful about on rainy days.

Ouch. Phil's hard glare softens.

PHIL

You know what? You're right. It's my turn to be the unhappy one. You did your time. You earned this. Savor it. You'll be back on this side of the table in a few years--

TERRY

We'll see about that.

PHIL

You will. And then it'll be me again after that. We'll pass her back and forth like this the rest of our lives--

TERRY

We're moving.

Phil didn't see this coming and has no retort for Terry.

TERRY

We're moving to L.A. We're leaving
this week.

Catherine returns and sits back down.

CATHERINE

What did I miss, boys?

Cue Sun Kil Moon's "That Bird Has a Broken Wing."

EXT. MANHATTAN - NIGHT

Establish. The glittering city.

CUT TO:

OVERHEAD SHOT of a BLUE PLATE on a glass table. On the plate
is an 8-ball of cocaine in a Ziploc bag.

QUICK CUTS: The bag emptied out on the plate. The coke is
broken up and cut into lines by manicured hands. Dirty
blonde hair is tucked behind an ear and a line is snorted off
the plate through a \$2 bill.

INT. MODEL'S APARTMENT - CONTINUOUS

Phil and two MODELS, a BLONDE and a BRUNETTE, take turns
doing lines. High, they laugh and talk too loud.

"That Bird Has a Broken Wing" continues.

INT. CLUB - NIGHT

Phil and his models dance in a packed club. Hundreds of
drunk, horny twenty-somethings grind against each other to
the rhythm of music we can't hear. Spotlight beams cut
through the darkness like UFOs.

INT. CLUB, BATHROOM - LATER

A bathroom lit by black light. Phil and the girls huddle in
a stall and do more coke.

INT. PHIL & CATHERINE'S - NIGHT

Phil and the models stumble inside. The blonde starts making
out with him. The brunette unzips her dress. It falls to
the floor, leaving her only in her heels.

She comes up behind Phil, wraps her arms around him. She rubs his chest, working her way down to his belt, which she unbuckles.

INT. PHIL & CATHERINE'S, BEDROOM - NIGHT

The threesome continues in the bedroom.

INT. PHIL'S CAR - ANOTHER NIGHT

It's late. Traffic has thinned out. Phil cruises, drinking from a flask. Sees something out of the corner of his eye. Cranes his neck around and catches sight of Catherine walking down the sidewalk in a red dress.

Phil slams on his brakes and throws the car into reverse. He rolls down his window and pulls up next to her. But it isn't Catherine. It's a young PROSTITUTE. There's a resemblance. It's her eyes. Big and pretty. She doesn't look strung out. She leans down so she can see him and gives him a killer smile.

PROSTITUTE

Hey, handsome. Wanna take me for a ride?

INT. HOTEL - NIGHT

Phil fucks the prostitute on the floor. She's into it or pretending to be.

EXT. NEWSSTAND - DAY

Phil looks through the classified section of a newspaper. He stops, seeing something that interests him.

MARIA SEEKS MARLON FOR LAST TANGO TRYST

INT. MOVIE THEATER - NIGHT

Phil, in costume, sits in the middle of the theater. Jeanne plops down next to him.

JEANNE

Hey, stud.

EXT. ALLEYWAY - NIGHT

Phil fucks Jeanne hard from behind against a brick wall.

INT. PHIL'S STUDIO - DAY

Phil does a photo shoot with ANOTHER BLONDE.

INT. PHIL & CATHERINE'S - BEDROOM

Phil and the blonde have sex in bed. There's a Polaroid camera on the night stand. The blonde grabs it.

ANOTHER BLONDE

I want you to take a picture of me
when I come. I want to see what I
look like.

Phil takes the camera from her and goes to work.

INT. PHIL'S CAR - NIGHT

Phil cruises down a familiar street. Sees the prostitute. Same red dress. He pulls over, rolls down the window. She doesn't look good. Phil gives her some money and drives away. Watches her disappear in his rearview.

End "That Bird Has a Broken Wing."

1986

INT. HOSPITAL - DAY

Terry and Catherine walk quickly down a hospital hallway. They're holding hands. Terry pulls a suitcase behind him. Catherine has a bag over her shoulder. They look tense and worried.

INT. HOSPITAL ROOM - DAY

Phil's in a hospital bed. He's lost weight and his once luminous skin is now ashen. Terry sits on the edge of his bed. Catherine stands.

TERRY

Have you told your folks?

PHIL
My father... He called me a
faggot. Said only faggots get it.

TERRY
Jesus.

PHIL
They wrote me off a long time ago.
They think I'm a pornographer.

CATHERINE
They're not coming?

PHIL
No.

Terry gives Phil's leg a gentle squeeze.

TERRY
Hey. We're your family.

Tears flood Phil's eyes and he grabs Terry's hand.

TERRY
Just tell us what you want to do.

PHIL
I want to go home. I'm not gonna
die in some fucking hospital.

Tight on Catherine. Thousand yard stare.

EXT. PHIL & CATHERINE'S BUILDING - DAY

A limo pulls up in front of Phil's building. Terry and Catherine help Phil inside while the driver unloads the bags.

PRELAP: The sound of a film projector.

INT. PHIL & CATHERINE'S - NIGHT

A beam of light blasts Godard's "A Woman is a Woman" onto the screen on the wall. Terry and Phil watch from the couch. They pass a joint back and forth.

PHIL
Catherine!

TERRY
You're almost up!

INT. PHIL & CATHERINE'S, BATHROOM - CONTINUOUS

Catherine stands in front of the mirror, adjusting a red wig. She's made herself up like Anna Karina in the film. Long fake eyelashes, blue eye shadow, pink lipstick.

CATHERINE

Coming, boys!

She keeps her voice perky for them but her face betrays her. She looks into the mirror and begins to speak quietly in French. Her demeanor slowly changes, her face brightens with every word.

CATHERINE (IN FRENCH, SUBTITLED)

We've reached the end of our run.
Tonight will be our last
performance. We'll retire this
role and find a new one that suits
us.

She bats her lashes and gives us a devastating smile.

INT. PHIL & CATHERINE'S - CONTINUOUS

The bathroom door opens and Catherine steps out. Terry and Phil applaud and holler as she steps in front of the screen. She proceeds to do a flawless Karina song and dance number for them. She's in perfect step with her on-screen doppelganger. Her French is uncanny. Phil watches her, a serene smile on his face.

PRELAP: A groan of excruciating pain.

INT. PHIL & CATHERINE'S, BATHROOM - NIGHT

Phil sits on the toilet, boxers around his ankles. We hear liquid splash the inside of the bowl.

TERRY (O.C.)

Phil, you okay?

INT. PHIL & CATHERINE'S - CONTINUOUS

Terry stands outside the door. Catherine is beside him, face blank, staring at the floor.

TERRY

Can we do anything?

No answer from Phil, just more agonized moaning. Terry looks at Catherine.

TERRY
(a whisper)
What do we do?

She doesn't answer or meet his gaze.

PRELAP: The sound of nails being bitten.

INT. PHIL & CATHERINE'S - NIGHT

CU of Catherine. Biting her nails. She sits Indian-style on the floor, eyes distant. Hold on her until...

TERRY (O.C.)
Catherine?

CATHERINE
Oui?

TERRY
You okay?

She snaps out of it, looking up at him.

CATHERINE
Yes, fine. Is he asleep?

TERRY
Yeah.

CATHERINE
You should get some rest. I'll stay with him tonight.

INT. PHIL & CATHERINE'S, BEDROOM - NIGHT

Catherine is curled up against Phil in bed. Her head rests on his chest. She's wide awake. Her face wet with tears. Phil sweats profusely. Indecipherable muttering escapes his cracked lips. He gasps for breath and awakens with a start.

PHIL
Why are you crying?

CATHERINE
Because this is my fault. All of it.

PHIL
Don't say that.

CATHERINE
It's true. If I'd stayed, you
wouldn't be dying--

PHIL
That's bullshit. I'm glad you
left. You dodged a bullet. You
would've been in the same boat as
me--

CATHERINE
You're telling me you would've
slept with all those women if I'd
been here?

Phil stares at her. He doesn't answer.

CATHERINE
I always knew you were good. Did
you really think I didn't know?

PHIL
None of this is your fault.

CATHERINE
I killed you.

She loses it.

PHIL
Catherine, don't ever say that
again. Don't think it. It's not
true. You realized how much you
love Terry, and you left--

CATHERINE
I love you too--

PHIL
Not like you love him. You didn't
do anything wrong. What happened
after, that's on me. Bad
decisions, bad luck--

Phil has a coughing fit. Catherine gets a glass of water
from the night stand and tilts it to his cracked lips. He
gulps it down. The coughing took a lot out of him. He looks
terrible.

CATHERINE

You're exhausted. You need to rest.

Phil touches her cheek, thumbing away tears.

PHIL

Promise me you'll never think that again.

CATHERINE

I promise. Now go to sleep.

Phil closes his eyes.

EXT. MANHATTAN - MORNING

The sun rises over the city.

INT. PHIL & CATHERINE'S, BEDROOM - MORNING

Terry rushes into Phil's room.

TERRY

Phil!

Phil's asleep. He stirs at Terry's voice.

PHIL

Huh?

TERRY

Phil, wake up.

He goes over to his bed, frantic.

PHIL

(groggy)

What's wrong?

TERRY

Catherine's gone. She took all her things. I'll be back. I've gotta try and find her.

Terry leaves the room. Phil sits up in bed. Hold on his face.

EXT. PHIL & CATHERINE'S BUILDING - MOMENTS LATER

Terry bursts out of Phil's building. The sidewalk is swarming with pedestrians. Traffic is thick. He looks around, panicked. Hails a cab and gets in.

INT. CAB - CONTINUOUS

CABBIE

Where to?

Terry has no idea. Eventually the CABBIE turns around in his seat, annoyed.

CABBIE

Well?

TERRY

I don't know.

INT. PHIL & CATHERINE'S, BEDROOM - NIGHT

Phil is in bed. He wears a knit skull cap. Terry stands in front of the window, looking out at the twinkling city.

TERRY

Do you think that's where she went?
Iowa?

PHIL

Maybe.

INT. PHIL & CATHERINE'S, KITCHEN - DAY

Terry rinses dishes and loads them into the washer. Phil walks in on unsteady feet. He holds clumps of his hair in his hands.

PHIL

I'm so scared, Terry. I'm so
fucking scared.

INT. PHIL & CATHERINE'S, BATHROOM - DAY

Phil pukes his guts out into the toilet. Terry kneels beside him, pressing a wet wash rag against the back of his neck.

INT. PHIL & CATHERINE'S, BEDROOM - NIGHT

Terry is asleep in the chair by the bed. A hollowed-eyed Phil watches him for a beat and then quietly gets up. Every movement causes an uncomfortable grimace.

INT. PHIL & CATHERINE'S, STUDY - NIGHT

Phil opens a desk drawer and takes out a tattered old leather bound Bible. He flips open the front cover and smiles at an impressive Led Zeppelin ZoSo symbol he drew long ago.

INT. PHIL & CATHERINE'S, CLOSET - NIGHT

A spacious walk-in closet. Phil stands in front of a mirror. A skeleton in a black suit. He's exhausted, sweating. Getting into this suit was no easy task. He's attempting to put on a tie, brow creased in frustration.

TERRY (O.C.)

Let me help you.

Phil's face registers no surprise at Terry's sudden appearance.

PHIL

My mother used to tie mine every morning before school.

TERRY

I know.

Terry takes the tie from him, drapes it around his own neck, and quickly ties it. He loosens it, pulls it off and slips it gently over Phil's head. Tightens it. The length is just right.

TERRY

Where are we going?

PHIL

We're not going anywhere--

Phil has a coughing fit. When it passes, he stares at Terry, eyes crystal clear.

PHIL

I'm catching a cab to the George. Everything's been arranged. You, Catherine, my parents, you'll all be taken care of--

TERRY

I don't want your money.

PHIL

Catherine took one of my credit cards when she left. She used the card to buy a plane ticket to London.

TERRY

London?

PHIL

She was always an enigma. What better way for our story to end than for her to simply vanish into thin air?

TERRY

I'm going after her.

PHIL

Of course you are. And when you find her you'll tell her about the money. You'll tell her I love her very much. You'll tell her... This wasn't her fault.

TERRY

I'm coming with you.

INT. CAB - NIGHT

Terry and Phil sit in the back seat in silence. Then...

TERRY

You don't have to do this.

PHIL

(to the cabbie)
Pull over, please.

The cab pulls over and idles on the side of the street. Phil stares at Terry, coldly.

PHIL

If this is a problem for you, you can get out now. I didn't ask you to come with me. Why are you here?

TERRY

I don't want you to be alone.

PHIL
 I am alone, Terry. We all are.
 Don't try and stop me.
 (to the cabbie)
 Let's go.

EXT. GEORGE WASHINGTON BRIDGE - NIGHT

Establish. The massive bridge.

EXT. GEORGE WASHINGTON BRIDGE - CONTINUOUS

Terry helps a weak Phil along the bridge's pedestrian walkway.

PHIL
 I've got it from here.

TERRY
 You sure?

Phil nods. The two look at each other and then embrace fiercely. As they hug, Phil recites the lyrics to "Seasons in the Sun" in Terry's ear.

PHIL
 "Goodbye to you, my trusted
 friend/We've known each other since
 we were nine or ten/Together we've
 climbed hills and trees/Learned of
 love and ABC's/Skinned our hearts
 and skinned our knees..."

Phil lets Terry go and walks backwards away from him, childhood Bible clutched in his hand. He begins to sing.

PHIL
 "Goodbye, my friend, it's hard to
 die/when all the birds are singing
 in the sky/Now that the spring is
 in the air/pretty girls are
 everywhere/Think of me and I'll be
 there..."

Phil turns and walks along the walkway away from Terry. Tears flood Terry's eyes and he yells after him.

TERRY
 I love you!

Phil answers, his voice echoing back to Terry, but he doesn't turn around.

PHIL
I love you too, buddy!
(resumes singing)
"We had joy, we had fun/We had
seasons in the sun/but the stars we
could reach were just starfish on
the beach..."

Phil's voice get smaller and smaller with every word.

PHIL
"...All our lives we had fun/We had
seasons in the sun/but the wine and
the song like the seasons have all
gone..."

And then all is quiet. Tight on Terry, staring after him.

Cue "Third and Seneca" right at the 5:14 mark.

Terry turns and starts back the way they came. He's crying. Shaking. He walks faster and faster and then breaks into a run. His feet pound the concrete, the wind whips through his hair. He runs away from that bridge faster and harder than he's ever run his entire life.

INT. PHIL & CATHERINE'S - DAWN

Terry hauls a heavy cardboard box out of a storage closet filled with old cameras and photography equipment. It's been taped shut. Catherine's name is written on it. Terry rips open the box. Inside are hundreds of photographs Phil took of her over the years.

EXT. LONDON - NIGHT

Establish. Trafalgar Square. The Thames.

INT. LONDON HEATHROW AIRPORT - NIGHT

TIGHT ON Terry's passport being STAMPED.

INT. CAB - DAY

Terry looks over several ripped out pages from a phone book listing all the movie theaters in London.

INT./EXT. MOVIE THEATERS - DAY/NIGHT

Cue Sun Kil Moon's instrumental "78 Seconds in August."

We watch Terry ask EMPLOYEES and CUSTOMERS at a procession of movie theaters if they've seen Catherine. He has several photos he shows them. We watch his dogged determination. No one recognizes her.

INT. HOTEL ROOM - NIGHT

Middle of the night. Terry stares out the window. London is spread out before him. Where is she?

EXT. PARK - DAY

Terry eats a sandwich on a park bench. He stares at the phone books pages. Many of theaters have been scratched out. He looks tired and disheveled.

EXT. MOVIE THEATER - DAY

Terry enters an old theater that's seen better days.

INT. MOVIE THEATER, LOBBY - CONTINUOUS

The lobby is empty. A dark blazer hangs over the concession counter.

TERRY

Hello?

Silence. Then the bathroom door swings open and an OLD BRITISH MAN comes out. This is HENRY. He wears a button up shirt and tie, slacks, and gleaming, shined shoes. He pulls a mop and pail behind him.

HENRY

First show's not for an hour.

TERRY

I'm looking for someone, a woman.
Could I show you her picture?

Henry leans the mop against the wall and walks over to Terry, who hands him several photographs. He looks at them closely, then looks at Terry even more closely.

HENRY

Who are you?

Terry's face lights up.

TERRY

Do you know this woman?

HENRY

I asked you a question.

TERRY

Sir, my name's Terry Lamm. I'm an American. So's the woman in those photos. Her name's Catherine. She's my girlfriend. We live together in Los Angeles. She's missing. If you've seen her, I really need to know.

Henry returns the photographs.

HENRY

I can't help you.

Henry goes to the concession counter, gets his blazer, and puts it on. Terry follows him.

TERRY

Why?

HENRY

Because she was running from something, probably you--

Terry grabs his arm.

TERRY

Sir, please. Our friend got sick, he's dead. I think she couldn't handle it, so she ran--

HENRY

You love her?

TERRY

More than anything. I have to find her.

Terry and Henry stare at each other.

HENRY

Well, her name's not Catherine, and she's certainly not an American.

He walks away from Terry.

TERRY

What?

Henry props open the double doors to the auditorium, grabs a nearby trash can, and drags it in with him. Terry follows after him.

INT. MOVIE THEATER, AUDITORIUM - CONTINUOUS

Henry walks through the theater, looking up and down the aisles. He stops to pick up popcorn tubs and trash from the floor as he comes across it.

TERRY

How do you know that?

HENRY

Because I've known Claire since she was this tall.

(gestures with his hand,
waist height)

She used to sit right over there.

Henry points to a seat in the middle of the theater.

TERRY

Claire?

HENRY

That's her name.

Terry's reeling. He sits down in one of the seats, unable to stand any longer.

HENRY

Claire Warwick.

CUT TO:

EXT. MOVIE THEATER - BRIGHT & EARLY

Early 70's. We see CLAIRE (9) standing with her mother, JOYCE (late 20s), in line at the box office. Joyce is attractive and though her clothes aren't expensive, she looks nice.

HENRY (V.O.)

In the summer, her mother would buy her tickets for the whole day, and leave her here while she worked.

EXT. MOVIE THEATER - DAY

Joyce says goodbye to Claire.

JOYCE

Mummy has to go to work. You're to stay here and watch movies. You're not to leave, do you understand?

Claire nods. Joyce gives her some money.

JOYCE

I know they have apples. You're to eat at least one to clean all that sticky candy out of your teeth.

CLAIRE

Yes, Mum.

Joyce kisses her cheek.

JOYCE

Go on. Have fun!

Claire goes inside. Joyce stands there, staring after her. She's conflicted. It's the same way every time she leaves her. It passes. She lights a cigarette and goes, heels clicking the sidewalk.

INT. MOVIE THEATER, LOBBY - DAY

Claire, bookbag hanging from her shoulders, buys licorice sticks and an apple from a younger, but still old, Henry.

HENRY (V.O.)

During the school year, Claire would arrive in the afternoon and stay through the last show.

INT. MOVIE THEATER - DAY

Claire stares up at the screen, big blue eyes wide and transfixed.

HENRY (V.O.)

She watched hundreds of movies, and she loved every one of them.

EXT. MOVIE THEATER - NIGHT

Henry opens the front door and Claire skips out and takes Joyce's hand. They wave goodbye to him.

HENRY (V.O.)
Her mother always picked her up.
She was never late.

INT. MOVIE THEATER - THAT NIGHT

A CLOSED sign on the door. Henry sits on the counter of the concession stand, looking worried. Claire stands beside him.

HENRY (V.O.)
Until that night.

INT. JOYCE'S FLAT - NIGHT

The POLICE break down the door. Joyce is dead. She's been strangled to death. Her neck is swollen and bruised. Her eyes bulge from their sockets. Her pitiful, naked body begs to be covered up.

HENRY (V.O.)
I didn't know she was a whore.

INT. POLICE CAR - NIGHT

Claire sits in the back of a police car. She looks small and terrified.

EXT. HOUSE - NIGHT

The window pops open. Claire climbs out.

HENRY (V.O.)
Claire ran away from every foster
home they stuck her in. and she
always ended up back at my theater.

INT. MOVIE THEATER - DAY

Claire hides out in the crowded theater. She sits as low as she possibly can in her seat. Henry, accompanied by a COP with a searching flashlight, walk down the main aisle. They spot her. Claire looks up at them, guiltily.

HENRY (V.O.)
Eventually, they suggested I keep
her.

EXT. MOVIE THEATER - DAY

TEENAGE CLAIRE sells tickets at the box office.

HENRY (V.O.)
Years passed. We never spoke about
her mother.

EXT. MOVIE THEATER - NIGHT

It's late. A car with fogged up windows is parked outside
the dark theater.

HENRY (V.O.)
She met a boy called Paul.

INT. PAUL'S CAR - CONTINUOUS

Teenage Claire makes out with PAUL in the back seat of his
car. He's dressed like Phil Daniels in "Quadrophenia." His
hand's up her shirt.

HENRY (V.O.)
I didn't think much of him.

The car door BURSTS open, scaring the shit out of Claire and
Paul. Henry, wearing a bathrobe, hair a mess, reaches in and
drags Claire out. He's not happy.

INT. MOVIE THEATER, PROJECTION BOOTH - DAY

Henry walks in and sees an envelope taped to the film
projector. His name's on it.

HENRY (V.O.)
On her sixteenth birthday they ran
away together to America.

Henry opens the envelope, reads the letter inside, and starts
to cry.

EXT. MOVIE THEATER - DAY

Henry and a distraught Paul talk outside the theater.

HENRY (V.O.)

Paul returned alone three months later. He woke up one morning and she was gone. He was devastated.

EXT. MOVIE THEATER - NIGHT

Henry locks up. He turns to go, and sees his Claire, our Catherine, all grown up, standing on the sidewalk. She smiles warmly at him

HENRY (V.O.)

A month ago she shows up, and she hasn't changed a lick.

Henry touches her cheek, confirming her reality, and buries her in a hug. She kisses his cheek.

INT. DINER - NIGHT

Claire/Catherine sits across from a very happy Henry. They talk and drink coffee.

HENRY (V.O.)

She's lived in America for years but still has a perfect British accent. Her mannerisms, the way she phrased things, all intact.

BACK TO:

INT. MOVIE THEATER, AUDITORIUM - CONTINUOUS

Terry and Henry.

HENRY

It wasn't until she'd gone, and the spell was broken, that I realized she had done it for me as an act of kindness. She was just pretending to be the girl I remembered.

INT. MOVIE THEATER, HENRY'S OFFICE - DAY

Henry takes an envelope out of his desk and hands it to Terry.

HENRY

I lent her some money. I didn't believe her when she said she'd repay it, and I didn't care, but she sent part of what she borrowed last week. No note inside, just French currency.

Terry studies the envelope. There's a return address but no name above it.

TERRY

Thank you.

HENRY

Son, I let Claire go a long time ago. Maybe it's for the best if you let this Catherine go too.

TERRY

I can't. She's the only person left in the world who knows who I really am.

EXT. TROYES, FRANCE - DAY

Establish. Located on the winding Seine, 100 miles SE of Paris. Narrow, cobbled streets, ancient churches, half-timbered houses.

INT. CAB - DAY

Terry gets into a cab. He passes the driver the envelope with Catherine's address on it, and asks him in incredibly poor French to take him there.

INT. APARTMENT COMPLEX - DAY

Terry walks down the hallway, looking for her door. He finds it and knocks. No answer. Terry sets his bag down and knocks again, harder this time.

TERRY

Catherine!

No answer. Terry sets his bag down.

INT. APARTMENT COMPLEX - LATER

Terry sits, back against Catherine's door. Catherine's NEIGHBOR, an attractive French girl in her 20s who lives across the hall, comes home and gives Terry a glance as she unlocks her door.

TERRY

Madame?

Terry gets up. The neighbor looks at him apprehensively.

TERRY

Do you speak English?

NEIGHBOR

No.

Terry gestures to Catherine's door.

TERRY

Do you know where she is?

NEIGHBOR

Christine?

TERRY

Oui. Christine. I'm her American boyfriend.

NEIGHBOR

Boyfriend?

She knows this word.

TERRY

Oui.

The neighbor's apprehension vanishes and she gives him a big, welcoming smile.

NEIGHBOR

Bonjour.

TERRY

Bonjour.
(touches his chest)
Terry.

NEIGHBOR

Claude.

TERRY

Do you know where Christine is?

NEIGHBOR

Thyytre.

INT. THEATER - DAY

Catherine, now Christine, hair died brown, rehearses on stage with two other ACTORS both men. She speaks in stunning French. She's electrifying. The DIRECTOR, think Jeanne-Pierre Leaud circa the mid-70s, watches from the sidelines, fist clenched against his chest.

Terry enters the theater. He's trailed by the director's unnerved ASSISTANT, who rattles off in French about how Terry's not allowed to be back there.

The rehearsal stops. The director, not happy, starts yelling in French as well. He and the assistant yammer back and forth at each other as Terry approaches the stage.

TERRY

Catherine?

She stares at him. Her face betrays nothing. The director marches out onto the stage and steps protectively in front of his actors. He speaks in English to Terry.

DIRECTOR

May I help you?

TERRY

(ignores him)

Catherine?

DIRECTOR

There's no one here by that name.

TERRY

Christine, then. I'd like to speak to her.

The director turns and speaks to Catherine in French. She answers back in French.

DIRECTOR

She says she doesn't know you.

TERRY

She doesn't know me?

Terry stares at Catherine.

DIRECTOR

No, and she doesn't speak English.

TERRY

Then translate for me. I was in London. I met Henry. I know everything. I don't care who you are. I love you. I want you to come home with me.

The director stares at Terry.

TERRY

Tell her.

Reluctantly, the director turns and speaks to Catherine in French. She answers back in French.

DIRECTOR

She says you have her confused with someone else. Her name is Christine Rispal, she is French. I think you should leave--

TERRY

Phil's dead.

Catherine doesn't flinch.

TERRY

He wanted me to tell you that he loves you very much. He left you a significant amount of money. He wanted me to tell you... Catherine, he wanted me to tell that it's not your fault.

The director translates. A pause before Catherine responds.

DIRECTOR

She says she's sorry about your friend, but she's not the woman you're looking for.

Terry stares at her. Tears stand out in his eyes.

DIRECTOR

Please go. I don't want to have to call the police.

Terry stares at Catherine a beat longer, then nods in acceptance.

TERRY

I apologize. I must be confused.

Terry turns and goes. All eyes are on him as he leaves the theater. Tight on Catherine.

INT. THEATER, DRESSING ROOM - LATER

Catherine stares into her dressing room mirror. One light bulb is dead. Her director comes up behind her and wraps his arms around her. He kisses her cheek. They stare at each other in the mirror. The director tells her in French that she's going to be the brightest star in the night sky. Catherine lights a cigarette.

INT. AIRPLANE - DAY

Terry stares out the window at the seemingly endless sea.

INT. MOVIE THEATER - DAY

Terry and Joe sit side by side in the dark theater. They're watching "A Woman is a Woman." Anna Karina is up on the screen. Hold on Terry's face. He begins to laugh. It's a scary, cracked cackle issuing from the mouth of a man who has had all that he loves in the world taken away. He stares up at Karina's beautiful face and laughs and laughs. Joe looks over at him, concerned.

Terry laughs until he cries. Tears stream down his cheeks. He buries his face in his hands.

The Spanish tinged intro to Sun Kil Moon's "Young Love," which opened our film, begins.

INT. THE HORSE YOU CAME IN ON - AFTERNOON

The bar where Edgar Allen Poe had his last drink is bursting at the seams. Terry, crushed between other patrons, stares blankly into the mirror across the bar. A cigarette burns in his fingers. It's almost entirely ash.

EXT. THE HORSE YOU CAME IN ON - LATE AFTERNOON

Terry exits the bar and walks down the street to the Admiral Fell Inn.

INT. ADMIRAL FELL INN, FRONT DESK - LATE AFTERNOON

Terry talks to the GIRL at the front desk.

TERRY
I'd like room 306 if it's
available.

INT. ADMIRAL FELL INN, HALLWAY - LATE AFTERNOON

Terry unlocks the door to 306. He stands there touching the handle a beat before going inside.

INT. ADMIRAL FELL INN, TERRY'S ROOM - SUNSET

Terry sits down on the edge of the bed he once shared with Catherine. He stares out the window and we return to the first shot of our film.

The view through the open window. The white curtain dances in the breeze.

The "Young Love" intro comes to it's conclusion just as we

CUT TO:

BLACK

The song proper begins. "Young Love" continues over the credit roll.