

STARTING OVER

by

James L. Brooks

FADE IN:

INT. POTTER'S APARTMENT - NIGHT

A small, one bedroom apartment on the west side. Very few people have entered here without uttering the words, "high ceilings." The man of the house, PHIL POTTER, stands poised to leave -- suitcase in hand. He is thirty-seven years old -- a young veteran of life -- a bright man -- not the type to be as bewildered as he is at this moment as he looks across at his wife.

ANGLE ON JESSICA

Slender, beautiful, poetic. Tears glisten at the edges of her eyes, but refuse to fall, as if put there for decoration. She is seated at the piano bench, her back to the piano, totally focused on the drama of her husband's departure.

THE TWO OF THEM

He is wondering when one of them is going to laugh, get things back to normal. Jessica is taking a long, last look, drinking in the scene, and now she addresses the extraordinarily uncomfortable human being she has slept with for the past twenty-five hundred nights.

JESSICA

You don't have to say anything.
(on his look)
I'm sorry. Do you want to say something?

POTTER

Yes.

JESSICA

Go ahead.

POTTER

Ah, shit...
(thinks, then advancing toward her)
I'm standing here trying to be polite -- what the hell is that about?
(raising his voice)
You want this?
(before she can answer)
You actually want this?
(before she can answer)
Really?
(before she can answer)
I mean REALLY? Do you want this?

JESSICA

YES.

POTTER

Even, "I think so," I would have accepted. "Yes," I can't possibly buy. Come on -- let's get something to eat.

She looks at him with some amazement.

POTTER (CONT'D)

I know. I know. I promised I wouldn't do this -- that whole clean break theory. But I don't want a clean break. I prefer messy together.

JESSICA

Please.

POTTER

I'm sorry. I can't leave here yet.
(simply)

I just can't. What's the rush, anyway? What are you going to do when I close the door behind me -- cry? While I keep circling the block trying to figure how to get back here? Let's cut out the middleman and just stay put.

JESSICA

I'm not going to just sit here crying after you leave.

POTTER

What are you going to do?

JESSICA

I don't know exactly -- I...

POTTER

Come on -- what? That way I won't have to wonder about it.

JESSICA

I'll probably work on my song.

She gestures to the song work-sheet on the piano.

JESSICA (CONT'D)

It really is important to me.
(on his reaction)

It's not like the painting or photography -- it's not.

Potter reads from the music sheet.

POTTER

(reading)

"Sometimes you have to get rid of
your man... If only to sta-and alone
for a while."

He is momentarily thrown by the lyric.

POTTER (CONT'D)

That's why we're doing this? Because
you need to sta-and alone for a while.

She looks at him sharply -- challanged by his ridicule.

JESSICA

(firm)

You're trying to make this just
another fight. You won't see it for
what it is -- which is just so typical
of our...

POTTER

Don't say "relationship." I can't
stand that word.

JESSICA

Which is just so typical of our
kramfranz.

POTTER

(smiling)

Better.

She returns his smile -- touches his face -- kisses him quickly,
maternally.

JESSICA

You can't drag this out, honey.
It's not going to make it any less
awful.

(quietly, talking him down,
in control)

What's left to say, anyway?

POTTER

(sharply)

Whatever comes out
of my mouth next -- that's what left
to say. That I'm glad we were married,
for one thing.

JESSICA

Thank you. That's lovely.

POTTER

Listen...

He touches her shoulder -- she does not respond. He withdraws his hand.

POTTER (CONT'D)

Boy, if I ever wanted to say something great.

He thinks. As we look, he goes over a few phrases in his mind, rejecting them all. Finally, he gives up.

POTTER (CONT'D)

I can't think of anything great. Ah...
Listen... You know what I'm thinking.
You're in there with me, which is why
I don't want us to break up. With
everything I have, I don't want us to
break up. You think what we have
here is blocking something for you.
I don't think it is. I think that's
a mirage you keep seeing.

(heartfelt)

There's nothing out there, Jessie.
Maybe me in a different suit. Because
it's going to be me again. How can
you not know that we happen to be
the people we need. We're going
to get back together.

Why put ourselves through
this?

(emotion showing)

I swear to God we're getting divorced
when all we really need is separate
vacations.

JESSICA

(in desperation)

Phil...

(he looks at her)

No more, please. This isn't easy
for me.

POTTER

It's no snap for me, either.

He looks at her again.

POTTER (CONT'D)

Okay. Okay. I'm clearing out.
Listen, I'll let you know where I
am -- probably out there looking
up at the window.

She smiles, wiping a tear away, joining him in the attempt at
lightness as they walk together toward the door, holding hands.
She points to the single suitcase.

JESSICA

When did you become such a great
packer? How'd you get all your
things in that one suitcase?

POTTER

(caught)
I thought I'd come back next week
and pick up the rest of my stuff.
(on her look)
Maybe when you're not here.

JESSICA

It's very important to me that you
take everything with you now.

POTTER

Okay. You got it.

INT. BEDROOM - NIGHT

Potter -- emotional, frustrated, begins yanking open drawers
and throwing his clothes into two additional suitcases. Jessica,
in some habit of caring, can't resist surreptitiously folding
some of the clothes a bit more neatly behind his annoyed back. Now,
as Jessica watches him, he pulls whole drawers out so that he
can pack more hurriedly.

ON JESSICA

Inexplicably alarmed. As we follow her look.

ANGLE ON BED

Where we see a small stack of letters taped to the rear panel of
one of the drawers.

ON POTTER

As he sees them.

JESSICA

(alarmed)
Those are my letters.

Potter removes them from the panel. He looks at her. Surprising
herself, she finds that rather than grab for the letters, she
is going to let him read them.

JESSICA

I wonder if I wanted you to find them?

ON POTTER

As he sits on the bed, holding the love letters another man has sent his wife. There are just three or four of them, along with a card which must have accompanied some flowers.

POTTER

(as he reads)

Oh, sweet Jesus.

He turns to the card, reads that aloud.

POTTER (CONT'D)

(reading)

"After you left I sat there until it was almost dark trying to think of a single word to describe you. And then it finally came to me -- thrilling."

(aside)

Not the word I would have picked.

(back to letter)

"Evermore, Neil."

(to her)

"Evermore?" Evermore?" You went to bed with a man who says, "Evermore."

JESSICA

Do you want to know about it?

There is a long silence as Jessica looks at him.

Finally, a decision is reached.

POTTER

No. I don't.

He closes his suitcase and moves toward the living room. As he passes her:

JESSICA

Do you really hate me?

POTTER

(on the move)

God, I hope so.

INT. APARTMENT HALLWAY - NIGHT

As he waits for an elevator. Several beats, then, from the apartment, we HEAR Jessica's quite bad but emotional voice singing the song she has written. Now the elevator comes. He enters it, standing amidst couples as we continue to HEAR Jessica's composition.

SONG
(to be written)

Basically it is a bad anthem. The basic idea being that sometimes you have to send your man away to get to know yourself -- no matter how much it hurts -- this move for self-fulfillment must be made. If there's a couplet in there to justify her cheating, so much the better. It is a dilettante's effort, but this dilettante is better than average. If her voice is off and some rhymes forced, there is still some good thinking and a certain rousing energy to the tune about women on the march as we watch this lovely man leaving his ex-home.

EXT. APARTMENT BUILDING - NIGHT

The door man whistling unsuccessfully for a cab as two couples wait ahead of Potter. A beat, then he moves off down the street to try and flag one down for himself.

EXT. STREETCORNER - NIGHT

As a cab stops to let a passenger out. Potter and a woman burdened with Lord & Taylor packages arrive at the cab at the same instant. She looks at Potter expecting him to yield.

POTTER

Not anymore.

He elbows past her into the cab, as we begin main titles.

STARTING OVER

TITLES CONTINUE OVER:

INT. HOTEL ROOM - NIGHT

As the door is opened to this small, single room, and Potter follows the bellboy in and tips him. The bellboy leaves. Potter sits on the bed, then lies back. Absently he moves the pillow several times, finally hugging it to him. He takes some breaths gulping air. He's scared. He sits up again. He dials a long-distance number.

POTTER

Hi, Max. No, nothing's wrong. I just wanted to say hello. How's Marva?... Good... No, nothing... I swear. I just wanted to see how you were doing... I didn't know I'd be waking you. Get to sleep. Okay -- goodbye.

He hangs up, then opens a bag and takes out a large address book. His hands trembling, he looks at a page, rejecting every person listed. Then he turns to the next page and considers another group of people. Finally closing the book, he dials another number.

POTTER (CONT'D)

Hi, Max. Why do you think something's wrong? I just wondered if it would be all right if I came up there tomorrow... No, alone... Nothing. Nothing to talk about now... Well, then I might come up. Maybe I will. We'll see how it goes. It's not that important. Do you know when the first plane is?... Nothing earlier than seven, huh?... Nothing's wrong! No. I'm not going to work tomorrow because I'm thinking of leaving the job. Go back to sleep... No. I haven't talked to Jessie about it... Because we -- uh -- we split up... Christ, you make such a big deal out of things. Everything's fine. Look, I'll speak to you tomorrow.

He hangs up, looks at the phone. Unable to stay there alone, he rises and exits the room.

INT. HOTEL LOBBY - LATE NIGHT

Potter sitting there so as not to be alone.

HIS POV

An attractive couple waiting for an elevator -- kissing.

ON POTTER

As he rises and exits the hotel.

EXT. STREET - NIGHT

It's like learning a new word -- all of a sudden it's everywhere
you look. Potter walks behind couples arm in arm -- past
--- couples obviously having fun -- a couple hand in hand running
-- madly to catch a bus, then catching it. A half-block of this and he
--- does an about face and returns to the hotel.

TITLES OUT

INT. EXECUTIVE OFFICE - DAY

Potter seated in an ante-room as his editor enters. He's just a bit older than Potter, attractive, bright looking. Potter does not look well.

EDITOR

What's wrong?

POTTER

No big deal. I just wanted to talk to you. I'm going to have to quit.

EDITOR

What are you talking about?

POTTER

(a bit strangely)

Ah... Let's see. Yeah. I guess you're entitled to my reasons.

EDITOR

I think so. Come on in.

He opens the door and gets behind his desk. Potter paces.

POTTER

You know how long it's been since I've been in a fight?

EDITOR

You've been in a fight?

POTTER

It was when I was in high school and this big...

(looks for word)

goon. He was a goon. This big goon said to the girl I was having a date with -- he said something crude. He said, "You have great tits."

The editor smiles, less worried now that Potter is actually going to quit.

POTTER (CONT'D)

It was more or less my job to do something about it. But he was big, so I made believe I didn't hear him. We were in this luncheonette and I ask the girl what she wanted to eat and this goon says, "I

(MORE)

POTTER (CONT'D)

know what I'd like to eat." And I made believe I didn't hear that and he said -- very loud -- "I'd like to eat those great tits." She said, "Aren't you going to do something?" He was big. This was a blind date -- a nice girl -- but still Then she said, "You've got to do something." And she was right. So I found myself getting up and walking over to the goon and saying -- and by the way, this guy used to have people punch him in the stomach for fun.

I said to this kind of guy, "I'd like you to apologize." The first punch hit me -- and I'll get to the point of this in a minute, Neil, don't worry. I don't know where he hit me, but that first punch totally paralyzed me. I wasn't even able to lift a hand. I had to just watch him use me as a punching bag. He broke my nose with the second punch, and in the middle of the third punch I thought to myself, "She does have great tits." Then I went down -- lying there in my own blood and cartilage, realizing that I'd like to eat those great tits, too. Then I got really scared that he was going to kill me. She came over to me right after he got through with me, and she said, "I really appreciate your sticking up for me like that." It was nice, but it wasn't enough. I'd rather have never met her.

(then)

Neil, you went to bed with my wife, and something in me needs
(his voice rising)
to beat the hell out of you and make you wish you never met her.

NEIL

(utterly sincere)

Phil, I hope your head isn't so messed up that this doesn't get through to you, but I never had

(MORE)

NEIL (CONT'D)

anything to do with Jessica. I don't know why she told you I did, but maybe she just wanted to hurt you and...

POTTER

She didn't tell me. I found your letters.

NEIL

(that quickly)

Thank about your job, then. You've put in a lot of ...

Potter socks him hard on the side of the head. Neil moans. The chair swivels him around, Potter stopping the chair, Neil holding his cheek.

NEIL (CONT'D)

(angry as hell)

You get it out of your system? Because I can forget about one punch, but...

Potter hits him with each hand in succession.

NEIL (CONT'D)

(hoarsely)

...not three.

Potter lifts him out of the chair and hurls him toward his sofa. Now the door opens -- first the secretary enters, then two shirt-sleeved men enter. They both grab Potter's right arm. It is no small struggle for them to hold onto this arm. They succeed, but as they hold that right arm fast, Potter hits Neil with his left hand. Now others enter, obviously caring for Potter as they press him to the wall, physically restraining him and shouting calls to his reason, i.e. "You're screwing up a whole career here, Phil. Will you stop it? You don't need to do this -- nothing can be that bad..."

POTTER

It's okay. I'm finished.

NEIL

Jesus. We could have talked about it. It didn't have to be like this. What does this get you, anyway?

POTTER

(catching his breath)

Well, I've been trying to think
of a word to describe it and then
finally I got it -- "thrilling."

NEIL

Okay. Goodbye, Phil.

EXT. BOSTON TOWNHOUSE - NIGHT

The door is opened by MAX and MARVA POTTER, his older brother
and sister-in-law. They are a trim and attractive couple.

MAX

Goddamn, I'm glad you're here.

Max envelopes Potter in a bear hug, kissing his cheek while
Potter works at concealing his discomfort.

ANGLE ON MARVA

Studying the two men, nodding in agreement -- a personal
--- trait of hers, as if everything that happens confirms a
foreknowledge she possesses. Marva now has her turn as Max releases
--- Potter. But, rather than embrace him, she takes his face
and studies his eyes to the point where Potter can no
longer endure it.

POTTER

Come on, Marva, huh?

MARVA

(turning to Max)

Do you see his pain?

Potter flicks his head from side to side, trying to get their attention off his face.

As they move inside:

MAX

Marva, maybe you'd better leave us alone for a while.

She grows rigid as the two men move into the living room.

MARVA

Of course. You sure you wouldn't like me to bring some cigars and brandy before the gentlemen retire to another room?

MAX

Maybe, if Phil wants some.

POTTER

Yes, that would be...

MARVA

I was being sarcastic!

She leaves the room.

MAX

How are you doing?

POTTER

Pretty good.

MAX
 (feeling shut out)
 Okay.
 (then)
 You going to let me help, or not?

POTTER
 I don't need any help.

MAX
 Oh, fuck off, Phil. Come on,
 please. Do me that one favor.
 Kindly fuck off. Why'd you come
 to Boston if you feel that way?

POTTER
 Psychiatry isn't going to do
 anything for me.

MAX
 I'm no longer a psychiatrist, Phil.
 I've done some changing around
 myself.

Potter is surprised.

MAX (CONT'D)
 Oh, it was coming for a long time.
 I guess I just lost the faith. I
 no longer felt practicing psychiatry
 was valid.

POTTER
 So what are you doing now?

MAX
 I'm teaching psychiatry.

Marva enters bearing a tray.

MARVA
 It occurred to me that actually going
 through with the cigars and brandy
 might be fun for Phil.

She places a cigar and brandy near each of them.

MARVA (CONT'D)
 (to Max)
 How's he doing?

MAX
 He's numb.

POTTER

You know, you're right.
How'd you know that?

MAX

Because I think in one way or
another you've been numb for the
last nine years. That's going
to make this particularly hard

on you -- this divorce. And we're
going to help whether you want us
to or not, and obviously you want
us to, or you wouldn't be sitting
here.

MARVA

(to Max)

Wonderful, darling. That's just
how to deal with him.

(to Potter)

It's not so bad the way you are,
Phil. Actually, in a way, I've
always sort of envied you for being
so rigidly self-sufficient...that
illusion of toughness.

(dismissing it)

But the grass is always greener.
I'm sure you've always envied us
for being so open and in touch with
our emotions.

Potter discreetly sips his brandy.

MAX

You're wary of psychiatrists -- I
won't argue with you, but if this
is as rough on you as I think, it
would help if you went to this
divorce workshop the Church runs.

POTTER

No. I don't think that's for me.

Max and Marva exchange a glance. Marva kneels before him peering
into his eyes. Potter shifting -- he's always suspected her
of being crazy. This particular moment does not assuage those
fears.

MARVA

Hello in there. Let us do something --
please...as a favor.

MAX

Believe me, If nothing else,
you'll be glad to have something
to do one night a week.

That point, at least, makes some sense to Potter. Max
expertly probes the opening.

MAX (CONT'D)

Take a step here, Phil. We're not
going to shove help at you. If you
want it, you've got to ask for it.
I'll get you into the workshop -- okay?

Potter avoids Max's intense gaze.

MAX (CONT'D)

(with gravity)

Now, is there anything we can do
for you? Right now? Come on, ask.

Potter, a man who has never asked for help, now takes a
tentative step in that direction.

POTTER

I'll need a place to stay for a
few days.

MAX

Great. Just great. You'll stay here.
You can have Tracey's room. She went
back to school early. Anything else?

POTTER

I'll have to look around for an
apartment, so if I can borrow your
car, that would really help.

MAX

Okay. Okay. You can have it. No
reason I can't be without a car for
a few days.

POTTER

(warming to this)

Then moving. I have a lot of stuff
to drive up from New York, and any
help you could give me there...

MAX

(a bit less steady)

Sure. Sure.

POTTER

(sudden thought, warming
to this)

Laundry! Jessica used to take
care of that.

(to Marva)

I left in a hurry. If you could
just do a couple of loads for me...

She nods tightly in agreement.

POTTER (CONT'D)

(trying to think)

What else is there?

MAX

I think you've been through
enough for one day.

INT. TRACY'S ROOM

CLOSE ON POTTER as he moves away from the window. He is uncomfortable as he gingerly sets his butt down on the frilly fourposter bed which dominates the room. He has accepted help and so will spend the first night of his new life in the ultra-feminine room of a teenage girl.

EXT. CHURCH - NIGHT

Potter getting out of a cab, looking across as several men file into the church. The neat plastic letters on the bulletin board read:

DIVORCED MEN'S WORKSHOP, 7 - 9 TONIGHT

DIVORCED WOMEN'S WORKSHOP, 9 - 11 TONIGHT

SUNDAY'S SERMON -- GOD WITHOUT RELIGION

Keeping his head down and using considerable will-power, Potter enters the church.

INT. DIVORCED MEN'S WORKSHOP - NIGHT

No psychiatrist heads this group. It is simply a motley band of men joined only by their common plight. Rather than list them here, we will meet them as we go along. The meeting room has a few homey touches, a sofa, a deep chair, along with the metal folding chairs we would expect of an institution. Potter sits in a folding chair. DAN, a man in his late thirties, is the kind of rotary club doer who usually gets the ball rolling.

DAN

We better get started.

He looks over at Potter and extends his hand.

DAN (CONT'D)

Hi. I'm Dan Ryan.

POTTER

(awkwardly)

Phil Potter.

DAN

(nice 'n easy)

You'll catch on to what we do here. Basically, it's misery loves company. We're all in the same boat, more or less, and sometimes it helps to talk things out. It's that simple. We'd just like to do for each other what so many women are doing. So this is sort of a male support group. No big deal. Actually, in a way, it's just guys shooting the breeze. Maybe we don't have all the answers, but sometimes it can help to rap with someone who's been there. See, it's not complicated. It's actually...

EVERETT, a man in his mid-fifties, interrupts.

EVERETT

(stopping Dan)

Will you stop. If it's so simple, why does it take you so long?

DAN

(wearily)

Oh, Everett. I'm so tired of being the target for your shit. No kidding.

LARRY, in his mid-thirties, wears a black beard and glasses.

LARRY

Something happened to me over the weekend that maybe I should tell you guys about. It was Sunday and I was bringing my kids back home...

DAN

Why do you say "back home?" I figure, when they're with me, that's their home.

LARRY

(annoyed)

Anyway, I let the kids out. Their mother and

(MORE)

LARRY (CONT'D)

I give each other one of those strained hellos, and the door closes. Then I hear the kids crying. No, not crying -- sobbing. They were winding up and sending these sobs out from their toes, screaming, "I want my Daddy. I want my Daddy."

JERRY, in his mid-thirties, wears a black beard and glasses. He sits immediately next to Larry and the resemblance between them we now see to be striking.

JERRY

The same thing happened to me last week.

A VOICE

(amazed)

Me too.

We now see the last voice to come from BARRY, in his mid-thirties with black beard and glasses.

BARRY (CONT'D)

It had me going crazy for about a week.

JERRY

Same here.

The three men, Larry, Jerry and Barry, look so much alike they seem almost like an ethnic Huey, Louie and Duey.

LARRY

Anyway, I started driving away, got about two blocks, and then said to myself -- and I mean out loud -- "I've gotta save my kids."

(MORE)

LARRY (CONT'D)

I race back there, open the door without knocking, and there are my kids, playing on the floor, happy as barmaids. They say, "Hi, Dad." I say, "Hi." My wife...
(catches himself)
ex-wife...ex-wife...She just looks at me like I'm crazy, barging in all out of breath, 'cause the kids were really fine. They were over it in seconds.

Jerry and Barry smile at the news.

BARRY

Sometimes I think we get let down that the kids aren't more screwed up by the divorce.

Dan catches Potter's eye and grins, somewhat self-righteously, as if to say, "See how we help each other." Now Dan's face abruptly darkens -- he is about to open up, and it's never comfortable for a rotarian to open up.

DAN

This past week hasn't been one of my better ones. I guess it was because three of the seven nights I felt lonely.

Everett, the older man, leans over to Potter and says, sotto:

EVERETT

He keeps a chart.

Potter starts to smile.

EVERETT (CONT'D)

(gravely)
No joke. Really. He told us about it.

PAUL, in his late twenties -- slight, aesthetic, sweet.

PAUL

Loneliness doesn't bother me that much any more.

BARRY (Louie)

How come?

JERRY (Duey)

Yeah, why?

PAUL

Well, one day I realized that I wasn't alone at being alone. We're all alone, and we were alone while we were married. It was just an illusion that there was someone there for us. And it was such a relief for me to finally realize that we're all alone from the cradle to the grave and it will never change. Life is really a time of extraordinary isolation.

POTTER

(incredulous)

And that cheered you up?

PAUL

Uh-huh.

TIME PASSAGE

It is now very close to the end of the workshop session. Larry moves forward on his seat to catch the attention of Potter, who seems comfortable detached.

LARRY

Hey...?

Larry can't remember Potter's name. Jerry whispers to him.

JERRY

Phil.

LARRY

Hey, Phil.

As Potter looks at him:

LARRY

You sure you don't want to say anything?

DAN

(hurriedly)

Not that you have to.

POTTER

No. No, thanks.

LARRY

Maybe just tell us how it's going for you.

POTTER

Yeah... Well...
(even this much is hard)
No big deal... The usual stuff,
I guess. Some times a little
rougher than others. It will
be better once I get hold of an
apartment. I'm handling it.

PAUL

I thought I was handling it for the
first few weeks. Then, one morning,
I'm shaving and I look at the mirror
and all these tears are coming out.
I didn't even know it 'til I saw
them there in the mirror.

POTTER

I'll stay away from mirrors.

EVERETT

I find that a good policy even
when I'm happy.

There is a sudden knocking on the door.

LARRY

(pissed, checks his watch)
It's early, isn't it? They're
perverse, you know that? Why do
they always have to knock early?

JERRY

(checking his watch)
Seven of nine -- I swear to God --
seven of and they start to knock.

BARRY

Always early -- always trying to
screw us out of a few minutes.

EVERETT

I have nine-o-two.

DAN

(to Potter)
Have you ever cried?

Potter shakes his head, smiling with embarrassment.

POTTER

Look, I know I'm supposed to cry. I
know it's okay. I know all men do it.
I have nothing against it. It's
just not something I've set my
sights on.

BARRY

I felt funny about crying myself,
'til I was out one night and I saw
some other guy crying in public.
It was over a real strange thing,
too...this fish restaurant was out
of fresh fish.

JERRY

(to Barry)
Well, he was probably crying over
something else... The fish was
just an excuse.

LARRY

It can even help to see someone
else get it off.

(to Potter)

It's too bad... 'cause Paul
usually can't get through one of
these evenings without crying.
At least you could have seen
what it looks like.

PAUL

(rising to his feet)

What kind of thing is that to say?

I really resent it, Larry. I

think that's one hell of a thing

(MORE)

PAUL (CONT'D)

to say. Just because I happen to be going through a hard time right now doesn't mean I'm going to "dissolve" into tears every time we...

(starts to break)

For Christ's sake...

DAN

(overlapping)

You don't have to say "Christ," do you?

PAUL

(going on)

I'm not such a basket case that I...

He starts to sob.

ANGLE ON POTTER

Looking briefly at Paul -- for in truth, he has never seen a man cry before -- then looking away. He has no machinery to deal with this, which Larry seems almost to sense. There is an incredible barrage of knocking now. This is the signal for the end -- the men rise and put on their coats, as the SOUND OF KNOCKING continues. Dan is giving some consolation to Paul.

LARRY

(to Potter)

It's okay. If you drove around for a minute and came back, he'd be fine. It's just like my kids.

-BARRY AND JERRY NOD IN AGREEMENT

- ANGLE ON POTTER

He is still seated. In a small, warm gesture, Everett touches his shoulder as he passes behind him. Now Potter rises to follow the others out of the room. The mood changes -- several of the men talk in individual conversations as they exit. "Yes, I did what you said -- got some nice stuff for the apartment." "The money thing was driving me crazy, but I think I'm past that." "Come on, you have to face the truth. The Patriots are turds."

INT. OUTER ROOM - NIGHT

As the men enter this small room outside their meeting place. Here sit the waiting divorced women. It is abruptly still, with no conversation. Some of the men and women avoid any sort of contact. One woman exchanges a look of naked hostility with Larry -- they work at it, holding onto the beam of anger as the men exit.

INT. TRACEY'S ROOM - DAY

Potter is awakening, though the word is not that accurate a description of his present state. Sleepless through the night, he now begins to focus on the day ahead rather than nocturnal gremlins. He swings out of bed, starts for the bathroom, then deliberately picks up a Princess phone and dials a long-distance number.

POTTER

(into phone)

Jessica Potter, please... No, it's a personal call. How long since she's worked there? No. I'll try her at home... Oh, well, when does she come back to town? I'll try and get her then... What? Sure -- if you see her, tell her that her husband called.

EXT. BOSTON TOWNHOUSE - DAY

One of those brownstones with bay windows which help make the city special. Potter and Marva are parked in front in Marva's station wagon.

INT. MARVA'S CAR

As she restrains Potter from exiting:

POTTER

Marva, why don't you do whatever you have to do. I can look at this place, then...

MARVA

(cutting him off)

Oh, Phil, stop it! We both know you want my help in picking out an apartment.

He looks at her -- she believes it.

MARVA (CONT'D)

Don't jump at it. After all, you can stay with us as long as you want.

INT. EMPTY APARTMENT - DAY

As the door swings open and Potter stands on the other side of the threshold, Marva and a superintendent behind him. Before the door swings fully open:

POTTER

I'll take it.

EXT. POTTER'S APARTMENT - THE NEXT DAY

He unloads his luggage, Marva helping him. Potter kisses her on the cheek.

POTTER

I borrowed Tracey's sleeping bag. I'll get it back to you as soon as I'm squared away with a bed and things. Thanks for everything.

As he walks to his new building, he has one final instruction called to him.

MARVA

Call if you get sad.

Potter turns, smiles, then:

POTTER

Can I call if I'm happy?

MARVA

(nonplussed)

Well, yeah...sure.

(catching on)

Oh, Phil.

INT. POTTER'S APARTMENT - MORNING

As he awakens in the barren bedroom, his sleeping bag and open suitcases the only things in sight -- no curtains or shades, the light in the room is quite bright. He is a bit unsteady as he gets up and walks through the three room apartment.

INT. POTTER'S KITCHEN - DAY

He is dressed and, even this soon, taking care of business, as he makes out a shopping list.

INT. HUGE STORE - DAY

The store, large, selling just about anything you'd need as long as what you need isn't style. Potter is working the food section, throwing in mostly-canned goods -- lots of chile, lots of breakfast cereal, and staples. His cart is now loaded. He parks it where he can pick it up later, and takes an empty cart. Now Potter is getting dishes, glasses, pots, pans. (A small thing: Potter staring at various coffee makers, chooses against one with a picture of Joe DiMaggio and another with Danny Thomas, to select one with a picture of a coffee pot.) This cart is now loaded. He parks it behind the food cart and is about to head for the checkout stand, when his eye catches something.

ANGLE ON DISPLAY COUNTER

As Potter checks out some director's chairs and places four of them into a third cart.

ANGLE ON FURNITURE SECTION

He selects an inexpensive stereo with two speakers and starts going through a stack of records. He picks out a clock radio. The man needs everything -- even pausing to scoop up four cellophane packages of undershorts, which he wedges in among his appliances.

CLOSE ON CHECKOUT STAND GIRL

Her head is turned slightly in the direction of the next stand as she mutters to herself. She hits the keys -- final rap -- the long receipt paper spewing forth. And then the total -- \$671.81. She casts a weary look at Potter, who makes a brief, unsuccessful attempt to lighten her load.

POTTER

You know how it is when people drop over at the last minute.

As he brings out his wallet and asks an extremely belated question:

POTTER

Do you take checks?

In reply, she leans into the PA microphone

CHECKOUT GIRL

Mr. Rule -- stand four. Mr. Rule -- stand four.

POTTER

It's an out of state check.

CHECKOUT GIRL

(again into microphone)

Mr. McGregor -- stand four. Mr. McGregor.

EXT. PARKING LOT - DAY

Potter wheeling a shopping cart. He sneaks little looks behind him.

POTTER'S POV

A parade of carts pushed by box boys -- six or seven of them -- this consumer's phalanx dominating attention as they head for the car.

INT. POTTER'S APARTMENT - NIGHT

It's okay -- really. He's made a giant leap forward -- places to sit, music playing. Potter sits in one of his new director's chairs, his feet on a new table, sipping some beer from a brand new mug. He's made some progress and he feels good about it. But only momentarily -- for now there is that inevitable twinge -- this is it. He has his own place -- something has started -- been set in motion. He is edgy -- not sure of what to do with himself. He puts on a duffle coat and steps out into the chilly night.

EXT. STREET - NIGHT

As Potter walks to a phone
quarters and deposits the
Potter in a phone booth,
has undergone a transform
stylized. It is warm and

Hello.

PO

Hi.

JESSICA

Oh, hi.

POTTER

So, how's it going?

JESSICA

Your voice sounds stat
are you calling from?

POTTER

Boston. A pay phone. I don't have
my own phone yet.

JESSICA

I'm really glad you decided on
Boston. I feel better knowing
you have your brother there to
sort of take care of you.

POTTER

Right. And when he's busy I enroll
myself in a day-care center where
they try to ignore my height.

JESSICA

Okay. I'm sorry.

POTTER

I heard you quit your job.

JESSICA

That's right. I'm just working part
time. It gives me more time at the
piano. Some people seem to like
what I'm turning out now. I'm
meeting some really talented people --
they're helping a lot.

POTTER

(hollowly)
That's good. Really. Just great.

(MORE)

POTTER (CONT'D)

Hey, I miss you.

A beat, then Jessica, her on-top-of-it mood wavering some:

JESSICA

Well, that's natural.

Potter shakes his head. He tries again.

POTTER

What do you think about seeing
each other?

JESSICA

(soberly)
I think it's too early for that...
don't you?

POTTER

Maybe. I don't know.

JESSICA

Did you get your notification?
From the court?

POTTER

No. They're forwarding my mail.
It takes time.

JESSICA

Well, it's final. We're divorced.

Potter takes this in -- then the SOUND of coins dropping.

OPERATOR'S VOICE

Your time is up -- signal when
through, please.

They laugh.

POTTER

Okay. Look, you take care of
yourself.

JESSICA

I'll always be grateful about the way we handled the divorce -- that you didn't lay any trips on me.

POTTER

(not wanting another ceremony)
Okay. Fine. So, take care of yourself and...

JESSICA

(some emotion)
You know, something you said to me that last night before all that stuff happened, it meant a lot to me, Phil. I'll treasure it.

POTTER

What meant a lot?

JESSICA

(emotionally)
When you said that you were happy that we'd been married.

POTTER

Jessie...

JESSICA

Yes?

POTTER

I changed my mind.

He hangs up.

EXT. DISCO - NIGHT

Various men and women in line outside the place, waiting to get in and dance and hit on each other.

ON POTTER

Standing alone. Then deciding with some nervousness to in the line. He falls in behind two girls in their mid-twenties.

FULL SHOT

The line -- as another ten or so people are let inside. Potter is now closer to the middle.

THE LINE - TWENTY MINUTES LATER

Potter moving forward as more customers are allowed in. He is now third in line.

THE LINE - TEN MINUTES LATER

As they allow more in. Potter hesitates before entering.

HIS POV

The crowded disco -- lovely bodies -- excitement.

BACK TO POTTER

Blocking the waiting customers behind him as he hesitates a moment more, then, summoning a measure of courage, he starts inside, only to be stopped by a great-looking attendant who stamps Potter's hand. Potter, utterly surprised by the move, looks at him sharply, then at the back of his hand.

POTTER

(to attendant)

What's this for?

ATTENDANT

So you can get back inside when you want to.

Potter puts his hand under the blue florescent light. The invisible ink stamp shows clearly on his wrist. It is the image of a dancing couple. He gazes at his wrist, then turns and walks away from the disco.

INT. POTTER'S APARTMENT - EARLY EVENING

As he finishes reading the newspaper. Now, sitting in his director's chair, he stares at the wall for a beat, then becomes active. He rises and walks to his kitchen. The radio is tuned to an FM station, whose songs we hear in the background.

INT. KITCHEN - EARLY EVENING

As he enters and opens the top door of his refrigerator-freezer, and examines the dozen or so boxes of man-sized frozen dinners. He holds frozen swiss steak in one hand -- frozen egg plant parmigiana in the other. It's a tough decision. The swiss steak wins. He sets the over, places the foil container inside, and sets the timer for forty-five minutes. Now he places some water in a pan to boil, and places a bag of frozen string beans in it.

SAME SCENE - TWENTY MINUTES LATER

The water boiling rapidly. Potter looks at the timer and sees the Swiss Steak still has twenty-five minutes to go. A moment wondering how to adjust since there's now no chance the two courses will be ready at once. He removes the bag, handling it gingerly, trying to tear it open without burning himself. This operation suddenly made much more difficult as WE HEAR:

JESSICA'S SONG

Now being sung on the radio by a quite good singer. There it is, the celebration of "sta-anding alone" in this world.

At the appropriate counter-point in the lyric, we see Potter's string beans slopping onto the plate.

ON POTTER

Listening to the song. His ex-wife is a success. He takes that in, then, perhaps spurred on by the song's appeal to latent creativity, he goes to the refrigerator, takes out a sprig of parsley and places it alongside the gloppy string beans. The PHONE RINGS. Potter picks it up.

POTTER

(into phone)

Hello? Hi, Max... Yeah, I was just doing some cooking... Sure I do... Yeah, well, not gourmet -- regular stuff.

(listens, then very casual)

No, tonight's okay. So, maybe I'll drop over later... Or I may decide to stay in. Okay, fine.

He hangs up, turns out the kitchen light.

INT. LIVING ROOM

As he moves through, shutting off the radio, picking up his coat from the chair and escaping to the outside world.

EXT. STREET - NIGHT

As a bus comes to a stop and a woman exits, followed by Potter. The woman turns right and so does Potter. He is wearing an old duffle coat right out of Army surplus.

OTHER STREET

Deserted -- maybe even a touch scary.

CLOSE ON WOMAN

Attractive, mid-thirties, nothing to call attention to herself save the fact that she's beginning to feel a little afraid. Potter, taking long strides, naturally comes closer to the woman. She begins to walk a little faster so that she just holds her pace ahead of Potter, who now begins to notice that she has misinterpreted. The woman suddenly wheels on him.

WOMAN

Get the fuck away from me. I've got a knife -- I'll cut your balls off, so help me.

So savage are her words, so wildly furious her manner, that Potter takes an instinctive step back. The instant he retreats she turns and runs off.

EXT. MAX AND MARVA'S HOUSE - NIGHT

As Potter knocks on the door, still a bit unsteady from his encounter. Max opens the door. He is somewhat grave.

MAX

Hi, Phil. Come on in.

PHIL

What's wrong?

MAX

Marva invited a friend tonight and she was attacked just a block from here.

But now Potter has looked past his brother and seen that the friend is the woman he just encountered in the street. Her name is MARILYN, and at this moment she has stuck her fist in her own mouth in exaggerated penance.

MARILYN

Oh, no... I'm so embarrassed.

The following speeches overlap:

MARILYN (CONT'D)

I'm not that kind of person.
Really. This is so embarrassing.

MAX

Marva. Phil was the man.

POTTER

Yeah, well, I can understand.
But you were really convincing.

MARVA

No. Isn't that marvelous?

MARILYN

The single most embarrassing thing of my life. And there's a lot of competition. I'm nothing like the way I sounded. You can believe that, can't you?

MAX

Wouldn't you have loved to be there?

(They both laugh.)

POTTER

I can work at it.

MARVA

The funniest -- really -- isn't it the funniest. It is. It's the funniest thing.

MARVA

Phil, exactly what did she say to you?

MARILYN

Do we have to have details? It wasn't that bad. I'm overreacting.

POTTER

(very purposefully, enunciating)
Nothing, just, "Get the fuck away from me or I'll take my knife and cut your balls off with my knife."

Max and Marva stop laughing and look at her.

MARILYN

Really well-bred people would not have quoted me.

Potter laughs, the first time we have seen him do that.
As they move toward the living-room:

MARILYN (CONT'D)

I have an excuse. It's this self-defense course I took where they say you should go all out to scare anyone bothering you.

POTTER

You must have gotten a great mark.

INT. DINING ROOM - NIGHT

As they eat.

MAX

Look, there's something I wanted to bring out in the open.

ANGLE ON POTTER

Wanting no part of it, no matter what.

MAX (CONT'D)

Marva and I had a disagreement over whether to have you two here on the same night.

Marilyn and Potter shift uncomfortably.

MAX (CONT'D)

But she made the point that it's a little ludicrous not to be able to have a man and a woman to dinner together without everyone thinking it's all been arranged for them to meet.

MARVA

(a grin)
In other words -- this is not a fix-up.

INT. HALLWAY - NIGHT - A FEW HOURS LATER

As Marilyn and Potter prepare to leave.
Marilyn receives a too-energetic hug from Max;
Marva has a sotto conversation with Potter.

MARVA

Don't hurt her, Phil.

POTTER

---What are you talking about?---

MARVA

She's a terrific woman...an extraordinarily gifted nursery school teacher... She's gone back to school to become an attorney. She's getting it together, and I for one, don't want her hurt.

POTTER

Stop it, will you? I'm not even sure I'm going to ask her out.

MARVA

(turning on him)

Why, because she doesn't have large breasts?

Before he can reply Marva has turned to embrace, then hold Marilyn in consolation. Since Marilyn hasn't been informed there's any reason for her to be consoled, she is confused at finding herself in this head lock.

INT. BUS - NIGHT

Marilyn and Potter sharing a seat, riding through the night, not sure what, if anything, they want from each other. Several beats, then...

POTTER

That self-defense course, how much do they teach you? I mean, do they go into martial arts, stuff like that.

MARILYN

I think a little. I've just had a few classes. So far it's just been going limp and scaring people... But I did hear they were going to teach us a couple of pressure points.

POTTER

You really that afraid of being attacked?

MARILYN

Yes.

(new subject)

Did you know I was going to be
at dinner there tonight?

POTTER

No. I didn't. Why? Did you?

MARILYN

(several beats, then)

No. I didn't...honest.

(then, ruefully)

I am the worst liar... The worst.

Marilyn looks out the window and begins gathering her things.

MARILYN (CONT'D)

This is my stop.

POTTER

I'll get out with you.

They race toward the door, but are too late, the bus has
started up again.

MARILYN

Great. The next stop is fifteen
blocks.

EXT. BUS STOP - FIFTEEN BLOCKS LATER

As they disembark together. It's quite cold. They cross the
street huddled into themselves, walking apart.

MARILYN

(head bowed against the wind)

How long have you been divorced?

POTTER

Forty-two days.

Marilyn looks at him. They now stand on the other side of
the street, awaiting a bus going in the opposite direction.
Potter looks at her several times and then decides that for
the first time in eight and a half years he will ask a new
woman out on a date.

POTTER (CONT'D)

You want to go out tomorrow night?

Marilyn looks at him, then shakes her head.

MARILYN

I'm sorry...

(a beat)

I'd love it if you'd understand.

It's just me looking out for myself.

I mean, you just got divorced.

It's too soon for you to...

(she gives up)

I can't explain it.

They stand in the bone-chilling night. A beat, then:

POTTER

Do you mind if I don't take
you home?

MARILYN

Sure. I understand.

POTTER

Nice meeting you.

MARILYN

Same here. Look, I'd really like it
if you called me later on.

POTTER

How much later?

MARILYN

I don't know. Three months? Okay?

He nods, starts to walk off, stops.

POTTER

Do you know anyone I could take
out now?

She looks at him with astonishment.

POTTER (CONT'D)
Well, I don't have to sit home,
do I?

MARILYN
(amused at herself)
You're right. God, you can let
yourself be nuts so easily.
(digging in purse)
I do know someone.

She begins writing out a name and phone number.

MARILYN (CONT'D)
She's very nice.
(looks at him)
And yes, Phil, she is attractive.

EXT. STREET - NIGHT

As Potter drives his new Toyota, the sticker still on the window. He is moving at five miles an hour checking addresses against the slip of paper he holds in his hand. Now he finds it and parks.

INT. HOUSE - NIGHT

As he climbs the stairs to the second floor, smiles to himself for being this nervous, and knocks. The door opens to the moment of truth and MARIE, in her early thirties and really attractive. They look at each other.

MARIE
Come on in -- the sitter isn't here
yet.

INT. APARTMENT

As they sit -- a cheese board and some triskets have obviously been awaiting this moment. Marie is a bit formal as they sit across from each other. A boy, ten, and a girl, six, peek out at them from a doorway. Potter spots them first -- then Marie beckons to them.

MARIE

Come here, loves... This is Mr. Potter.

POTTER

Phil.

MARIE

I encourage them to use last names for big people. Come on, kids, say hello to Mr. Potter.

ANGLE ON DOORWAY

The boy walks away silently, utterly rejecting Potter.

GIRL

He doesn't want to talk. I don't mind.

(she talks)

Hello.

She leaves.

ANGLE ON POTTER AND MARIE

She's distressed. There is a knock at the door. Marie opens it to admit the seventeen year old baby sitter.

MARIE

You're late.

SITTER

(easily)
Yeah -- a little.

She walks past her puzzled employer.

MARIE

We shouldn't be too late.

SITTER

I have to leave by 11:30.

MARIE

Well, we should be back by then.

SITTER
You have to be, 'cause I have to
leave no later than 11:30.

MARIE
(an edge)
I said all right.

She smiles at Potter, a look which makes the best of the
problems of a dating mother.

INT. RESTAURANT - NIGHT

As Potter and Marie dine.

MARIE
Marilyn said you recently got
divorced.

POTTER
That's right.

MARIE
Do you have children?

POTTER
No.

MARIE
You're lucky.

Potter nods, the remark makes him uncomfortable.

MARIE
You know what Marilyn said about
you?

POTTER
What?

MARILYN
I shouldn't tell.

POTTER
Okay.

MARILYN
She said to treat you good, because
you're the biggest one she ever
threw back.

EXT. STREET - NIGHT

As Potter and Marie exit a restaurant. We are looking at them
from the rear, several feet between them as they walk. Potter
closes the gap, and with a good deal of hesitation and
awkwardness, puts his arm around Marie. She over-responds,
moaning slightly, grasping at him, pulling him toward a
building and engaging in a hot kiss.

INT. MARIE'S HOUSE

A tangle of clothes near the sofa -- Potter and Marie are just about to do it. Suddenly Marie pulls at Potter's hair, jerking his head back. It's painful.

MARIE

Do you realize how vulnerable I
am?

POTTER

Sure.

She embraces him.

MARIE

I know you do. I know you do.

They are into it now, but only briefly before they are stopped by a creaking from the hallway.

CLOSE ON MARIE

As she freezes -- her eyes open wide.

BOY'S VOICE

Mom -- what are you doing?

MARIE

(panicky)

Talking with Mr. Potter.

BOY'S VOICE

(incredulous)

You're talking while you screw?

MARIE

You get back to bed right now --
right now! You hear me?

We hear him retreat from the scene. Potter is totally
anguished as he sits up. Marie looks beaten.

POTTER

Oh, Jesus. Listen. I'm sorry.
I can't tell you how sorry

MARIE

It's all right.

POTTER

No. God, I feel horrible.
Like vermin -- I swear -- that poor
kid. I mean, his mother and...

MARIE

It's all right -- it happens all the
time.

On his look.

MARIE (CONT'D)

I don't mean to just me. I mean
to other dating mothers. - I just
read a magazine article on it.
It's just not that terrible.

POTTER

(pulling on his clothes)
You're right. I'm sorry, it's just
that... No, forget it. Do you
think if I sent him something? No,
that would make it worse.

POTTER (CONT'D)

But -- what the hell -- it is the
real world, isn't it? No, not
when it's your mother. God,
this is terrible.

They walk toward the door. Potter is so distraught that
Marie is tranquil by comparison. Absently, he kisses her
on the head.

MARIE

(politely)

Thanks for a lovely evening. I
really enjoyed myself.

POTTER

(automatically)

Same here.

He exits.

EXT. STREET.

As Potter walks to a phone booth. He is pissed off. He
dials.

POTTER

(angrily)

This is Phil Potter. You want to
spend some time together -- no
romance?

MARILYN

You think I don't want to? But...

POTTER

(interrupting)

Look, I said no romance. I just
want to have dinner with somebody.
I'm not going to touch you. I
might not even talk to you.

MARILYN

(thinks, then)

It sounds perfect.

INT. MARILYN'S APARTMENT - NIGHT

The apartment is almost -- to use the awful word -- "respectable." No single girl in transition lives here; this is totally a grown-ups place. Someone has paid hard-earned money to make this a rather attractive home, though the working budget has been small and some of the items are obviously like the crowded bookcase of used brick and some two-by-fours. Marilyn, wearing a form-fitting leotard with a skirt, is sitting squarly in a chair, looking at the door. She is waiting -- nothing distracting her from that task. Now the door bell rings downstairs. She rises, presses the button opening that door, and surveys the room. It is very clean, overly neat. Marilyn realizes this and purposefully takes a newspaper from the magazine rack, unfolds it and spreads it on the sofa. There is a knock on the door. She opens it to Potter, who is wearing a suit and tie.

MARILYN

Hello. Good to see you again.

POTTER

Hello.

She steps aside. He enters.

MARILYN

I thought we'd have some wine here before we went out. Okay?

POTTER

Sure.

He sits on the sofa. As Marilyn moves to get the wine:

MARILYN

Just put the paper anyplace. I was just reading.

She brings over the two glasses of wine. As she hands him one:

MARILYN (CONT'D)

(blurting it out)
I'm so nervous for some... Are you nervous?

POTTER

No. Not really.

She reacts.

POTTER (CONT'D)

(being polite)
Maybe a little.

MARILYN
You don't have to be nervous just
for me.

INT. CHINESE RESTAURANT - NIGHT

As they eat dessert. Marilyn is much more at ease, ice has been broken somewhere along the way and Potter is thoroughly enjoying Marilyn. For the first time since his divorce he is having a good time.

MARILYN
(in the middle of a story)
I have absolute sense memory of it.
Three days before Christmas, I was
seven years old and my big sister
took me down into the basement,
looked at me and whispered,
(she whispers)
"There is no Santa Claus."
(into it now)
I just looked at her. She said, "You
really believe that those reindeers
fly... The chimney? You actually
believe the chimney?"
(on Potter's grin)
And then, just before we went back
upstairs, she says, "Don't tell
anybody I told you. If they bring
up Santa Claus, go along with it..."
(on his laugh)
If I ever get a coat of arms, I'll
have that motto written in Latin,
"go along with it."...
(she lifts the tea pot)
You want some more tea?

POTTER
I don't drink tea.

MARILYN
You just had two cups.

Potter looks at his cup in surprise, totally unaware of having done so.

POTTER
How'd that happen?

MARILYN
It's simple. You were so interested
in me that you didn't realize what
you were doing. I shouldn't be telling

(MORE)

MARILYN (CONT'D)
you this myself, but I wanted to be
sure the meaning didn't escape you.
You got it? - You're liking me a lot,
that's what the tea means.

POTTER
(shyly -- this is new)
Well, I knew that without the tea.

Marilyn is totally flustered.

MARILYN
I can dish it out, but I can't take
it.

(she exhales gigantically,
composure regained)
Anyway, whenever one of my kids at
school gets the word from someone
that there isn't a Santa or Easter
Bunny or Tooth Fairy, I tell them
that story. You don't have any
kids, do you?

Potter shakes his head.

MARILYN (CONT'D)
(a beat).
I get nervous about not having children
some times. If you have your first
baby after thirty-five, all your
tubes fall out or something. That
gives me four more years. Did
neither of you want kids? Was that
it?

POTTER
(stiffening)
Not exactly.

MARILYN
Well, I guess that made it easier
when you broke up.

POTTER
(flaring)
I don't know. We only broke up the
one way -- without kids.

MARILYN
-- hey, take it easy.

POTTER

(easing off)
I'm sorry -- it's just that I started to think you wanted me to go into a whole story on why we split up.

MARILYN

Well, how's that supposed to make me feel?

(a small beat, then)
Especially since that's exactly what I wanted. But why's that so terrible? I mean, it's called getting to know someone -- isn't it?

POTTER

So now you know me a little better. Now you know I'm not someone who tells his life story just to fill time over dessert.

EXT. STREET - NIGHT

Quite cold -- as a couple turns a corner, wrapped in each others' arms. A beat, then our couple comes in view, walking many feet apart as they move toward Marilyn's apartment, at one point flanking the embracing twosome.

EXT. MARILYN'S APARTMENT - NIGHT

As they come to a stop, Marilyn digging for her keys. They have no idea what to say to each other. Marilyn mutters as she peers into her purse.

MARILYN

I should never have gone out with you. I should never have gone out with you. I should never have gone out with you.

Now she finds her keyes and looks at Potter

MARILYN (CONT'D)

Would you like to come up?

INT. MARILYN'S APARTMENT - NIGHT

As the door opens and they enter...tense. She turns on the lights and sits down. Potter is uncertain. He's been invited, but he feels like an intruder. She seems totally in her own thoughts. Several beats of silence, which tighten the tension as he stands there, then:

POTTER
 (slowly, deliberately)
 One reason my wife and I broke up
 is...

She looks up, still sad, but damned interested.

POTTER (CONT'D)
 ...because it started to get like
 this.

She moves to him and with some tenderness, kisses him.

MARILYN
 Now it's different.

CLOSE ON COUPLE

Marilyn and Potter resume kissing. This is not that smooth an exercise. Each has his own style of kissing, which obviously has not had time to mesh. Nothing blatant -- just one of them going for an eyelid while the other goes for lips -- one ready for a long kiss while the other starts several quick ones. The small awkward errors human beings invariably make as they wobble toward intimacy. When they break they are somewhat aroused, their tone hushed.

ON MARILYN

MARILYN
 (nervous)
 Listen, I -- hm.

She avoids looking at him -- making her decision on whether or not to sleep with him. She bites her lip, anxious with ambivalence.

POTTER
 Something wrong?

Marilyn shakes her head with some relief. She has made her decision. She takes Potter by the hand and leads him toward the bedroom.

INT. BEDROOM - NIGHT

As they enter. Potter is obviously wrestling with his own conflicting urges. Marilyn embraces him with somewhat more freedom, and then a moment when, with little-girl shyness, she whispers the words of a veteran.

MARILYN
 Don't be afraid to tell me what
 you want.

They hold each other for a beat.

POTTER

I think I want to say goodnight.

As she pulls back, Potter quickly adds the saver.

POTTER (CONT'D)

...for now. Come on -- don't make this a thing. What do you have to do that for? Can you not do that? Can you understand?

Her hands come down from his neck. Suddenly, in exasperation, she hits his shoulders with her two palms, turns and exits to:

INT. LIVING ROOM - NIGHT

As she turns to face Potter. She doesn't give him a chance to speak.

MARILYN

Sure, I know -- it's too soon, or too much. Or you don't like me enough, or too much. Or you're afraid, or guilty, or you can't get it up, or out or in or what?

POTTER

Do we have to have a big discussion about it?

MARILYN

(considering)
I think so. Don't we?
(deciding)
Sure we do. You've got to tell me why.

POTTER

I don't know why.

MARILYN

You know I don't sleep with someone on the first date. It's sort of important to me.

POTTER

No, I didn't. But somehow it doesn't surprise me.

MARILYN

I know. I was afraid you'd make fun of me, so I was going to sleep with you.

(suddenly impassioned)

...which is really a terrific compliment to you, if you know it or not.

He walks to the door and opens it.

POTTER

Are you free Friday night?

She ignores him.

POTTER (CONT'D)

I'd like to take you out Friday night.

She looks at him -- hurt -- not wanting to accept a duplicate of the evening they've just had.

POTTER (CONT'D)

And maybe we could take a drive Saturday afternoon...

She's still looking.

POTTER (CONT'D)

Have dinner Saturday night...

She is trying not to smile.

POTTER (CONT'D)

Lunch on Sunday... Maybe take in a movie Sunday night.

MARILYN

When you get to Wednesday, I'm busy.

POTTER

(a smile)

Goodnight, Marilyn.

MARILYN

Why am I so sure I'm in big trouble?

POTTER

I know what you mean.

MARILYN

I know you know -- that's why we're in trouble.

He exits.

INT. WORKSHOP - NIGHT

DAN

(in progress)

So because she had this event to go to, she wanted to know if I'd watch the children. Can you believe it?

Dan looks to them to share his outraged reaction, but the other men only exchange puzzled glances.

BARRY

I don't get it.

DAN

None of you get it?

(hopefully)

Paul?

Paul shakes his head -- sorry he has let Dan down.

DAN (CONT'D)

Phil?

POTTER

You don't want to just tell it?

DAN

It's just that you like to think other people are the same as you.

EVERETT

Not when it comes to you, I don't.

DAN

(to Everett)

You're so lucky I understand what you're about.

(to others)

The point is that I don't 'watch' my sons. I'm not their baby-sitter. I'm their father. I think it's vital to clarify those terms.

(self-satisfied)

Carol apologized and the children stayed with me.

EVERETT

So you ended up watching them anyway.

DAN

(leaping)

Not watching. I took the kids. We were with each other. That's the whole point and you know it, Everett.

A beat. Potter is very close to taking the floor. There's something he'd like to sound out... But just before he can start:

PAUL

Listen, I might as well say it, get it over with. I started seeing my ex-wife again. I don't know what to say about it, maybe the rest of you should...

(a small laugh)

tie me to a mast 'til I get over it.

EVERETT

(sotto to Potter)

It's this crazy thing he has. He keeps marrying the same woman.

PAUL

(continuing)

I mean, I know we can't be together -- it doesn't work. But she called, and even though I know how balled up everything always gets, I really can't stay away.

(begins to cry)

I love her. Whew. Boy, one of these sessions I might actually make it through. I'm sorry.

BARRY

(to Paul)

I think you get off on being miserable. And if you're not miserable, it feels like something is wrong.

JERRY

(energetically, to Barry)

And you're one smart fucker. That's right on the head, what you're saying.

Larry nods his approval. Potter pats Paul on the back, perhaps feeling somewhat empathetic.

EVERETT

Potter, you were going to say something.

All eyes are on him. He laughs nervously at all the attention.

POTTER

It's not a big thing.

He ends up saying most of the following to Everett. It's a bit more comfortable that way.

POTTER (CONT'D)

Okay, a couple of weeks ago...

There is a loud knocking on the door.

POTTER (CONT'D)

It'll keep.

BARRY

It's not nine o'clock yet. I swear to God. I have an Acutron here -- it's not nine o'clock.

(to Potter)

Go ahead.

PAUL

(wet-eyed)

Don't let them stop you.

As the knocking continues:

POTTER

Just that I met someone I like, and for some reason...

The knocking is beginning to get to Potter, who now raises his voice to finish.

POTTER (CONT'D)

For some reason or other, I've been avoiding going to bed with her.

As the knocking continues, Larry rises and paces during the following:

LARRY

See, that's why it's good to talk. You find out you're not as weird as you thought. I felt the same way once. You get divorced, banged up bad...you're afraid to open up, to care. You end up questioning your ability to love someone or to be...

The knocking persists. Larry yanks open the door and barks at the knocker.

LARRY (CONT'D)

Fuck off!

WOMAN'S VOICE

Eat shit!

He slams the door shut. The men grin at the exchange.

JERRY

(to Potter)

Anyways, don't worry. I went through the same thing. It's just too early for you to get involved, that's all. Don't sweat over it.

POTTER

Then let's talk about something else that bothers me. That thing that comes up here that everybody's going through exactly the same thing, and that that's supposed to make me feel better. It doesn't make me feel better.

PAUL

(excited)

That's exactly how I feel.

BARRY

Me too.

LARRY

Phil, Jerry is right.

DAN

(mumbling, a litany)

There's no right or wrong. There's no right or wrong.

LARRY

(ignoring him)

I did go through the same thing you're talking about with a girl I took out. You can't make it happen too soon.

POTTER

You don't know this girl. I'm telling you she's not just a...

LARRY

Just don't make a big deal out of it. What you're going through has nothing to do with the girl.

PAUL

(emotionally)

Maybe it does. Maybe she's special. It's possible, you know.

There is a moment of surprise, then, as the knocking resumes, they stand ready to exit, engaged in private conversation, i.e. "You have your kids this weekend?" "Are you kidding, anyplace but there. Dinner for two can run you forty bucks."

INT. OUTER ROOM - NIGHT

Once more the silence is abrupt. Larry makes the same tough contact with the divorced woman he tried to stare down in the previous workshop scene, this time escalating the combat, as he pauses at the door to say mockingly:

LARRY

(to woman)

Hello. Good to see you again.

She is taken aback.

EXT. MARILYN'S HOUSE - EVENING

As Potter parks his car and looks at the building, not sure whether he should actually visit her unannounced. He decides to get out of the car, the wind gusting at him. It's quite cold. He is buffeted some as he crosses the street and enters her building.

INT. APARTMENT HALLWAY - NIGHT

Potter knocks on her door. Marilyn opens it, wearing jeans and a shirt.

MARILYN

(genuine delight)

I was just this second thinking about you.

On his lack of response:

MARILYN (CONT'D)

Really. I was.

POTTER

I don't know why I just came over like this. Sorry.

She follows his gaze.

POTTER'S POV

A fairly special dinner setting -- candle-lit, a few fresh flowers, a serving dish, cloth napkin.

MARILYN

Get in here.

She pulls him inside.

MARILYN (CONT'D)

There's nobody here. I made a promise to myself when I broke up the last time that I'd cook at least once a week. You know, why not fuss a little for myself?

POTTER

It looks like something you'd read in a book on how to be single.

MARILYN

I think that's where I got it.

They stand there looking at the perfect table setting. She links her arm through his.

MARILYN (CONT'D)

(proudly)

It's terrific, isn't it? Honestly now, doesn't it seem together as hell?

(confused)

I can't figure out why it's just about the worst night of the week for me. I start worrying in the afternoon over what I'll make for myself. Then, after going through all that trouble, I sit there staring at the goddamn candle.

(wistfully)

I'd sure like to be the kind of person who could pull this off.

He looks at her -- something's prodding at him.

POTTER

I got a job.

MARILYN

Really?

POTTER

Yeah. I'm going to try teaching.
This junior college took me on.
And they say...

(he stops suddenly, then)
Can we talk about you and me?

MARILYN

My God, yes.

POTTER

I'm not sure how to put this...
My brother has this theory that
once you're really honest with
someone, you've done your part.
I never quite saw it that way.

POTTER (CONT'D)

But I'm not sure what
works instead of that. So...

He's stuck temporarily.

MARILYN

(coaxing)

So?

POTTER

Do you mind if I do this at my
own speed?

MARILYN

Aw, come on, Potter. I'm not
doing anything.

POTTER

I'm just trying to keep things simple.
As simple as I can. All I know is,
there are two things I can't get out
of my mind tonight. I'm nervous
about teaching that first class.

MARILYN

Why is it I'm so sure number two's
the killer?

Potter grins, then not. He looks right at her and says
flatly, quietly and powerfully.

POTTER

Listen... I want to have sex with
you.

MARILYN

Gulp...

(her eyes now avoid his)

Listen, I don't like the way you
put it. It makes me feel very
strange.

POTTER

(softening some)

I did sound a little like Tarzan,
didn't I? But what I didn't want to do
was get into that whole let's make it romantic
thing that...

MARILYN

Who's asking for that? But couldn't
you just personalize it a little?
"I want to have sex with you, Marilyn."

He takes her by the hand. Try as you will, sometimes it's
hard to avoid a beautiful moment.

MARILYN

(scared)

I want to have sex with you, Potter.

INT. MARILYN'S BEDROOM - NIGHT

As they take off their clothes -- trying so hard to avoid being awkward. Now they move toward the bed. They are not quite with each other. Rather, they are each concentrating on convincing the other that their juices flow hot and free. Even here, about to make love, they are trying to make a good impression, and the impression which seems most apt to make is that this time in bed will be memorably erotic. It's hard work for a minute or so -- sighs, grunts, simulating passion to give it a start. Then a remarkable thing happens -- they catch each others' eyes and the proper sultry look disappears. They find themselves grinning. It's a relief -- something has opened; they are now tender.

TIME PASSAGE -- TWO HOURS

INT. MARILYN'S BEDROOM - NIGHT

Marilyn sleeps alone on the bed. Several beats, and then we HEAR the sound of the door closing. Marilyn opens her eyes, sees he's not there, and is really pissed off.

EXT. STREET - EARLY MORNING

It's cold -- the windshield of Potter's car is frosted.

INT. POTTER'S CAR

As he turns on the defroster.

POTTER'S POV

As the windshield starts to clear: Through the windshield a figure comes toward him. As it becomes clearer still we see the figure to be Marilyn, wearing bathrobe and slippers. She pounds on his side window. He opens the door and gets out. She is trembling with rage.

MARILYN

I will not allow anyone to do that to me. I will not!

POTTER

Get in the car.

MARILYN

Listen, I'm a person, you know.
A person.

POTTER

You're going to be a frozen person.
Get in the car.

For a second he is pulling her toward the car -- she pulls away, draws back her fist and hits him kung-fu style. It knocks him back.

MARILYN

Do you think I'm a one-nighter?
I'm a law student -- a teacher.
Some people even think I'm sophisticated.
I'm no one-nighter, Tex. I'm no
one-nighter.

(hurt, upset)

And even if I have been that a few times,
I won't be that for you.

She starts walking angrily back, striding the middle of the deserted street at first daylight.

POTTER
(yelling after her)
I left you a note.

MARILYN
(her back still to him)
You did not.

Potter starts to get in the car. Then, pissed, muttering to himself, he locks it instead and trots off down the street to catch up with Marilyn.

INT. MARILYN'S APARTMENT - DAWN

As she stands hugging herself, apart from him, still a little shaky. He picks up the note from where he left it, waves his evidence at her, but she is still unrelenting.

POTTER
(reading his note)
"I just couldn't stay. Too much on my mind. I'll call you tonight. I hope you understand."

MARILYN
(simply)
Of course I understand.
(a smile, then curious)
How'd you sign it?

POTTER
"Best wishes for your continued success, Phillip Potter."

MARILYN
No, really -- how'd you sign it?

POTTER
That's the way I signed it. It's a joke.

She laughs.

MARILYN
Oh. It's a great joke.

He walks to her, kisses her.

POTTER
I've got to go.

MARILYN
I guess it would be too much if I asked you to leave another note.

He kisses her again, lightly, growing familiarity. He opens the door -- looks at her.

POTTER

If you can avoid it, I'd rather you didn't act crazy anymore.

The remark strikes an instant chord in Marilyn. She is absolutely wooed by its simplicity -- so much so that she loses her awareness of Potter as she ruminates over the hidden implications of that sentence.

MARILYN

I think I love this man.

Potter goes wide-eyed. Marilyn realizes what's just happened. She is shocked, horribly embarrassed.

MARILYN (CONT'D)

I swear to God I didn't know I was saying that out loud. It just...

I didn't... Hey, listen -- no kidding... Just forget about it, okay. It doesn't mean anything.

He stands there -- scowling at her.

MARILYN (CONT'D)

Get out of here, will you.

EXT.: GILCHREN JUNIOR COLLEGE - DAY

A disparate group of students and faculty marching into the unpretentious building on this first day of the school year. The only elements of society missing are some top layers -- the moneyed and the very bright.

ANGLE ON COFFEE SHOP WINDOW

Where Max and Potter sit, Potter apprehensively eyeing the activity around the school.

MAX

There's always some anxiety the first day on a new job. You'll do fine.

POTTER

(skeptically)
Right.

MAX

The reason I'm sure you'll do fine is because the school is not a good school. Most of the teachers are academic rejects, and the people who will judge your work don't care. How can you miss?

Potter smiles, somewhat relieved.

EXT. GILCHREN COLLEGE - DAY

Potter is wearing his sports jacket and carrying his materials in a large manila envelope, rather than any sort of briefcase.

VARIOUS SHOTS

Moving him toward his class.

EXT. CLASSROOM - DAY

Potter unlocking the door for the first time.

INT. CLASSROOM - DAY

Potter arranging papers on the desk. He is quite nervous. Students begin to file in -- some slattern-jawed, some rather bright looking, a few women in their thirties and forties starting over again. His nervousness increases. He exits the room.

INT. HALLWAY - DAY

Potter drinking an endless amount of water to calm himself, stopping, then taking some more. He looks at his watch -- three minutes past the hour. He is late. He walks back to his classroom and looks in the door.

POTTER'S POV

Very much like Marilyn's table setting. Neat rows of rather young human beings waiting to be educated. The seat at the head of the class empty -- awaiting that wiser, incredibly humane person who will educate and inspire the others. Potter, as Marilyn, would love to be able to pull it off. He enters.

INT. CLASSROOM - DAY

He smiles nervously at several of the students. Some flicker a smile back at him -- others just stare. He moves behind the desk. He glances down at his watch, four minutes past the hour. During the following he turns over his carefully prepared notes on index cards.

POTTER

Hello. I'm Phil Potter. Our text will be The Writing of News and News Reporting. I've never taught before, but I worked as a reporter-rewrite man on the Baltimore Sun for four years and the New York Daily News for eight years and I never took a course on how to do it so I had a lot of thinking to do on just how we're going to spend this semester. I'm not sure I can teach you to write news really well. But I hope I can get you to appreciate it when it's particularly good. So, that's what I thought we'd do. I thought we'd read some of the best -- try it ourselves -- tell each other when we've screwed up and celebrate when we've gotten it right. That's my plan for the year. I'm sure you've all heard some of the guidelines to newswriting. You all know that you have to get who, what, when, where and why in the first paragraph.

Some of the students hurriedly take their first notes. Potter is thrown a little by this, but pushes forward.

POTTER (CONT'D)

It's not always clear cut which who, what, when, where and why belongs up there.

(consults notes)

The Los Angeles earthquake is an example. How many local stories that big is the LA Times going to get? Thirty-three people died -- but that wasn't in the lead. One thousand were injured and that wasn't in the lead. Forty-eight people were missing in the rubble of the VA Hospital, but that was the third paragraph. The lead was, "The worst earthquake since 1933 struck southern California a massive blow forty-two seconds after six a.m., Tuesday, awakening millions to a day of disaster." That, I think, is a good lead. The single most important fact is that the story had an impact on every person who read the paper that day -- they were part of it. That fact was served. "...awakened millions to a day of disaster." Maybe you can argue against the alliteration.

A few students exchange puzzled glances.

POTTER (CONT'D)

Saying 'struck southern' and 'day of disaster' in the same sentence. But what it did was capture what was most important, and that's where reporting starts.

Potter turns over his last card.

POTTER (CONT'D)

So, by the next time we meet, I want you to bring in a news story that you think is particularly well-written and we'll discuss it. Thank you. See you on Wednesday.

He smiles -- he's gotten through it. He's a teacher now -- one feeling fairly satisfied with his first effort, until he looks at his watch. It reads fourteen minutes past the hour. The students, thoroughly confused by the abrupt end, are starting to get their things together.

POTTER

(sweating)
Wait a minute. Apparently we have...
another... thirty-six minutes to go.
(not convincing)
Which is really good, because it
gives me a chance to answer all of
your questions.

Not a hand goes up. Potter momentarily decides to wait them out. It is not a good choice.

STUDENT

(whispering to another)
I feel sorry for him.

More silence -- the degree of tension increasing to the point where Potter is seized by the ridiculousness of the situation and begins to chuckle. No one joins him, but when he stops there is some scattered nervous laughter. He is now desperate enough to try embracing honesty. He confesses the obvious.

POTTER

I should have prepared more material
for today. From now on I'll be
able to gauge our time a little
better...or learn to talk very
slowly.

He forces a smile, as do some of his students. The student who felt sorry for him nodding some hapless encouragement. He looks at his watch. It reads sixteen minutes past the hour. Potter has lived with deadline pressure -- adrenelin tends to do some magical tricks for him, and now we see him coming off the ropes -- kicking into another gear so that he is once more in control of the situation.

POTTER

Well, why don't you have questions?
What we do here is going to have
to cut both ways. After all, we are
talking about something you've
lived with all your life, something
that's probably contributed to the
way you think. And you have no
questions about it?

A beat, then at last a hand goes up. Potter, with some relief, recognizes the questioner.

STUDENT TWO

Does a reporter have to know how
to type?

EXT. OTHER FENCE - DAY

Potter standing outside the fence demarking a nursery school's outdoor play area. The children cavorting within these

(MORE)

boundaries are from three to five. Marilyn is comforting one sobbing child while another stands guiltily by -- more and more children break off their own activities to drift over and scrutinize this major episode of the day.

CLOSE ON MARILYN

She's good at this -- totally absorbed in comforting the child.

MARILYN

It's okay. You just keep crying until you're finished... You finished now?

The child, his head buried in Marilyn's stomach, wildly shakes his head no.

MARILYN (CONT'D)

Okay. You just let me know when you're finished. Will you?

The child shakes his head yes. A few beats more as the sobbing subsides -- the child lifts his head.

BOY

I'm finished.

Now Marilyn addresses the other small boy. Her tone quite warm.

MARILYN

Todd... Why did you hit Jason?

TODD

He wouldn't give me any of his lunch.

MARILYN

(to all youngsters)

Does anyone here like to be hit.

The children chorus "no."

MARILYN (CONT'D)

(to Todd)

Do you like to be hit?

Todd considers the question longer than necessary.

TODD

(finally)

No.

MARILYN

(to all the youngsters)
Okay. If no one likes to be hit,
then maybe we shouldn't hit. But
what do we do when we're angry?
Is it okay to be angry?

The children chorus a mixture of "yes" and "no."

MARILYN (CONT'D)

Sure it is. Sometimes we're going
to be angry and we might feel
like hitting, and one thing we can
do is this.

Marilyn stomps in place -- her fist is clenched.

MARILYN (CONT'D)

Try it.

All the kids practice this approved vent to their inevitable
anger. Marilyn sees Potter for the first time while leading
this exercise, and doesn't miss a beat as she blows him a
kiss.

EXT. STREET - DAY

As they walk from school. Several steps, then she takes his
hand.

POTTER

(hesitant)

My brother's been doing so much for
me, I was thinking maybe it would
be a good idea for us to have him
over to my place with one of his
kids for Thanksgiving.

Marilyn manages not to show her joy over what this seems to
represent.

MARILYN

(carefully unsure)

Okay. If you like.

INT. SUPERMARKET - DAY

Thanksgiving Holiday marketing -- loaded carts, couples, lots of kids, Marilyn and Potter moving a cart up one aisle toward the canned cranberry sauce, a large Butterball turkey prominent in their basket. Marilyn is glowing.

MARILYN

Do you like cranberry sauce?

POTTER

No. I could never eat that stuff.

She checks her list, then, before spinning the cart around, she looks at him.

MARILYN

Did you ever feel so happy that you're scared?

POTTER

(looking at her strangely)
No. Of course not.

MARILYN

(breezily)

Me either.

As he walks ahead of her, Marilyn scowls at him and deliberately dumps four cans of cranberry sauce into the cart.

INT. POTTER'S KITCHEN - THANKSGIVING DAY

✓ They are working together on the greatest meal in the Western Hemisphere. We should long for the food we glimpse as Marilyn chops, sifts and bastes -- a winning commercial for the contemporary American couple. Potter has just entered with a huge shopping bag full of last minute items they needed. He is unloading the bag during the following, pulling from it food-stuffs, candlesticks, and finally, an additional director's chair.

MARILYN

You want to know when I knew we
were wonderful -- really knew?

POTTER

(meaning it)

Yes, I would.

MARILYN

When we first went to bed together
and you didn't ask me afterwards
how you were.

He nods, goes back to his work, turns toward her.

MARILYN (CONT'D)

(anticipating)

I'm not telling.

POTTER

(deliberately changing subject)

Okay. We should get some of this
garbage out of here...We have to
have more room to work.

MARILYN

I'll tell you if you want.

POTTER

(not giving an inch)

If you have something to say, say
it.

She picks up the garbage.

MARILYN

The truth is that you were
exceptional.

Potter tries to seem matter-of-fact about this information as
Marilyn begins to take some of the garbage out. Potter
lifting another bag to follow her.

MARILYN (CONT'D)

It was the second best sexual
experience of my life.

As she exits, giving Potter pause before he follows her out:

DISSOLVE TO:

INT. POTTER'S LIVING ROOM - THANKSGIVING DAY

Max, Marva, and their nine year old son VICTOR seated around a handsomely set table. The furniture is definitely make-do -- not a real dining table, nor matching chairs -- but there's a tablecloth, some flowers -- a first rate effort beyond doubt.

VARIOUS SHOTS - POTTER, MARILYN, MAX, MARVA

Exchanged looks -- private moments of happiness. Marva touches Marilyn to get her attention and silently convey her approval. Max beaming with author's pride that Potter has turned his life around. Potter and Marilyn have a moment.

POTTER

We have to have a picture of this.

MARILYN

Great.

Potter gets his Instamatic, as Marilyn and the guests cluster in an awkward pose -- Potter fails to see this, as he takes a picture of the table covered with the feast they've prepared. Now he sees what he's done -- laughs somewhat self-consciously. They move to the table. Potter turns on the electric carving knife purchased for the occasion, and begins carving the bird, not too expertly, as the others ad-lib advice. i.e., "You take the leg off first, nothing works unless you, take the legs off first." It is, in brief, a nice warm Thanksgiving scene, makes you wish the SATURDAY EVENING POST were still around. The scene is now interrupted by a ringing phone. Marilyn rises to answer it. She rejoins the group, Potter still carving at the table. When she speaks she is trying to make her voice sound normal.

MARILYN (CONT'D)

Phil, it's Jessica

Potter takes half a beat.

POTTER

Thanks.

He walks to her and takes the phone as she returns to the table.

MARILYN

(to others)

I think I did that very well.

Potter, meanwhile, is stretching the cord for all it's worth, trying to get the phone into the bedroom for some privacy. It doesn't quite reach, his words will be heard. A conversation begins at the table with a preposterous rythm. Each time Potter is speaking the others stop

...
talking so that, by undeclared consent, they eavesdrop on him, and then pick up what they were saying, though they never look in Potter's direction.

MAX

(to Marilyn)

How are things going at law school?

Potter, the cord stretched to the ultimate, is saying his first words to his ex-wife, and so the table suspends conversation.

POTTER

Hi. How are you?

As he listens for Jessica's answer.

MARILYN

(to Max)

Harder than I thought, you know...

She stops as Potter speaks.

POTTER

Pretty good. You still living at the old place?

As he listens to the answer:

MARILYN

(picking up)

...it's so different being in school when you have a full time...

She stops for Potter.

POTTER

I think it's smart that you didn't move. Where are you going to find a better place?

He stops.

MARVA

(picking up)

...how the top ten percent of most law schools are...

POTTER

(almost sotto)

I'm not going into all of that right now. Well, your phone bill, for one thing...

VICTOR

This is the best turkey I ever
had, except maybe that one last
Christmas.

Victor has done the unforgiveable.- He has talked over
Potter, and is instantly stilled by the sharp gazes of
the three adults.

POTTER

(continuing) ...

For another...

He now catches himself being awkward, tight, and finds it amusing. He shakes his head at acting like an asshole. His tone to Jessica is once more easy and natural, as he faces the table.

POTTER (CONT'D)

You're right. I was sounding that way.

(very together)

Jessica, you caught me at a bad time to have a long conversation, because I'm having Thanksgiving dinner with Max and Marva...

(to Max and Marva)

She says, "Hi."

Max nods a noncommittal nod. Marva exhibits a tight smile.

POTTER (CONT'D)

(still on top of it)

No. Tomorrow would be better. We were just starting to eat. Max, Marva, Victor, and...

(the slightest pause)

a friend of theirs.

Marilyn looks right at him, hurt, angry, and not trying to conceal it.

POTTER (CONT'D)

I have no time to get into it now.

Okay... Sure. Just let me know

when you're coming. Okay, so long, Jessica.

He hangs up and walks to the table, sits next to Marilyn, aware of the tension. The silence is broken only by eating noises and moans of pleasure as the food proves to taste as good as it looks. Tension again.

MAX

What you two need is some privacy.

Don't worry about acting polite...

We're going to get out of here right after dinner.

POTTER

No, it's okay...

A look at Marilyn just staring into her plate.

POTTER (CONT'D)

You stay where you are.

Marilyn settles back to enjoy her meal.

POTTER (CONT'D)

Marilyn, would you like to go for a walk?

Marilyn, hurt, unable even to talk or nod, rises. They move quickly, throwing on their coats, Potter looking at Marilyn with escalating concern as they exit. Now Max and Marva feel a bit adrift.

MAX

Could you pass the asparagus?

Marva passes it to him.

MAX (CONT'D)

It's delicious.

MARVA

Thank you.

EXT. STREET - THANKSGIVING DAY

As Potter and Marilyn walk the sidewalk, which could be a candidate for a time capsule. One of those days which are uniquely American. In the background, we have glimpses of other families having holiday dinners, Christmas trees being decorated or hauled home, a drunk dressed as a pilgrim strolls inexplicably by, leaning on the arm of his normally dressed wife. As much as anything else, the family is being celebrated on this block, hearth and home seem to be turning the trick out there in our background, as Potter and Marilyn try to set things right between them.

They walk silently alongside each other. Potter never taking his eyes off Marilyn. She refuses to look at him. Finally she does. There are tears in her eyes -- then anger. Without warning she turns and punches him in the face. As he blinks at her:

MARILYN

How could you call me "a friend?"

POTTER

You've got to learn not to hit.

MARILYN

(tears in her eyes)

So do you... Ah, the hell with it.

She begins walking again. He grabs her hand -- she is furious for a beat, but he also displays a fierce look indicating he's ready to take her on. She draws back her fist.

POTTER

Cut it out, will you. If you get mad, just do this.

He stomps his feet in place, his fists clenched as Marilyn's were when she taught her children how to express their anger. The anger leaves Marilyn. He puts his hands on her shoulders.

MARILYN

(clenched teeth)

Take your hands off me!!!

Potter does so.

MARILYN (CONT'D)

(still clenched teeth)

Put your hands on me!!!

He grins -- she bows her head. She needed his hands for support. She is about to say something quite difficult. Her head is bowed -- Potter looking down at it.

MARILYN (CONT'D)

I've had four big affairs in my life. There was one night about five or six years ago when I thought of killing myself over the director of my school, a married man who I have come to see since as the nerd that he clearly is. But even that night when I was going to kill myself for a man who wore bow-ties, and garters, something told me it wasn't real -- that I was sort of

(MORE)

MARILYN (CONT'D)

going through the motions. That I needed to believe I was really that involved, but I wasn't. The problem with you is there's absolutely nothing telling me this isn't real.

(looks at him with tears in her eyes)

So, I can't fight cute and make-up great. Sweetheart, you're hung-up on your ex-wife. It's one of those... So, I've got to save my ass. I don't want to see you any more. I want to get out while the going's...possible.

POTTER

Did I miss something? All this -- all this because when I was in a tough situation I referred to you the wrong way. I have my own shit. You think I'm not nervous about what's going on with us? How about some understanding for me here, huh?

MARILYN

Let go. Just let go.

POTTER

You say that once more and I'm going to let go.

They look at each other defiantly.

MARILYN

Let go.

Her releases her instantly. Marilyn feels immediately alone. She takes a swing at him, misses, then walks off, away from him.

INT. DIVORCE WORKSHOP - NIGHT

In progress.

LARRY

She sounds great.

JERRY

Yeah. A girl like that...there's only one thing you can do...never see her again.

PAUL

(apoplectic)

What are you talking about?

JERRY

(to Paul)

Look, she told him straight out she wants more than a year of romance

(MORE)

JERRY (CONT'D)
and two bummer months when it's
finished. She doesn't want to
screw around with this. She put
all the responsibility on him.
He'd have to be a pig to take her
out again.

POTTER
(agitated)
You know, I'm really sorry I brought
the whole thing up. Let's forget
it.
(to Jerry)
What about the fact that I'm going
slightly crazy not seeing her? What
about that fact?

PAUL
(intensely to Jerry)
He's in love with her, you ape.

POTTER
(nowhere near saying that to
himself)
Paul.

PAUL
Well, you are!
(to Jerry)
He is -- believe me.

LARRY
(to Potter)
Stop kidding yourself. How involved
do you think you want to get?

POTTER
Come on. Who knows something like
that?

BARRY
She does.

EVERETT
(calmly, paternally)
Everyone's saying what's good for
this woman is that you no longer
see her.

An exclamation from Paul.

EVERETT (CONT'D)

Almost everyone. I think-what's best for you as well. I'm going to be sixty-three soon, and still, the women I meet seem so sure -- so certain about getting involved. They still haven't had enough of these things. You have no idea how many women want you when you're getting old -- how many female hands with varicose veins reach out to squeeze the last drops from your body. They go about the business of living longer than we do.

PAUL

I'm not sure that's a healthy attitude.

POTTER

I can't think the way you guys do. I do best when I keep it simple. I miss her.

EXT. MARILYN'S NURSERY SCHOOL - DAY

The combination nursery/elementary school has this as an annual event. In the middle of winter, kids in snowsuits and adults in parkas gather in the large backyard play area for this WINTER CARNIVAL. Competitions for small children's snow men, a bake shop, various games of traditional variety comprise the entertainment along with one sure money maker -- DUNK THE TEACHER proclaims a crayoned sign. ONE DOLLAR A THROW. There is a line of kids and parents standing ready to make a snow ball and throw it at a target. Alongside the target a teacher sits in a glass enclosed booth wearing a bathing suit. The odds are long against anyone having the skill to hit the small button inside the target. But should they do so, the wooden beam on which the teacher is perched collapses, dumping him down a chute into a barrel of heated water which stands outside in the cold. Marilyn is the teacher on the perch.

ON MARILYN

Looking happy. Her students are allowed to come quite close to the target for their tosses, since they are only three or four years old and their sweetly pathetic tosses fall far short of the mark.

MARILYN

(shouting to one player)
You missed, John. I'll bet you
get me next time. Ask Daddy for
another dollar.

We see Mark approach his rather athletic looking father in
the background.

MARK

You try, Dad.

The father grins and gets in line behind another father.

OTHER ANGLE

Showing Potter watching as the first adult fires a snowball
and misses. Potter steps up to the glass booth, next to
Marilyn's perch.

MARILYN

Try again. It's for a great cause.

The father is shaking off the invitation.

MARILYN

(teasingly)
It's because you know you can't
hit it, right?

The customer grins at her. A cluster of parents egg him
on. He tries again — misses. Marilyn now sees Potter.

POTTER

Hi.

She nods..

POTTER

Oh come on. You're not speaking
to me?

The father misses — now giving way to the more athletic
looking man behind him.

MARILYN

(trying for dignity, but
only reaching arch)
Of course I'm speaking with you,
Phil.

POTTER

I meant normally.

MARILYN

Oh. Then I'm not talking to you.

The athletic looking man hurls the snowball hard, but is way off the mark, the other parents chiding him.

MARILYN (CONT'D)

(to man)

I guess I'm not going to get a swim today.

MAN

You're going to get one.

MARILYN

(to man)

Okay -- let's see you do it.

POTTER

Can we see each other when you're through here.

MARILYN

(to Potter)

No. Don't worry about me. I'm doing okay.

POTTER

Why does that keep being the issue?

The man comes closer, but misses. Potter takes this in.

POTTER (CONT'D)

He's throwing too hard. If he just took it easy. Listen, will you see me when this is over?

Marilyn looks at him, decides.

MARILYN

No. I'm sorry. No.

POTTER

You're busy?

MARILYN

No.

(on his exasperated look)

These are the parents of the children I teach...do you mind?

He walks away.

ON MARILYN

Forlorn on her perch, momentarily unaware of the children and adults throwing snowballs. Now trying to shake off the meeting and get into the game, she looks out at the line.

ON LINE

Potter is next in line. They look at each other. Potter is resolute. The fifteen year old in front of him misses badly. Somebody mumbles, "I think it's fixed." Potter steps up and gives the parent-cashier ten dollars. As she begins to count out the change:

POTTER

No change. I'll use it all.

He is handed a snowball. Marilyn shakes her head almost imperceptibly "no." Potter fires the first snowball -- it comes close. He's clearly got some experience. People begin to flow toward the stand as he comes even closer with his second toss. Some of Marilyn's kids chant: "Teacher's going to get it." Marilyn is losing her professional demeanor. She's looking daggers at Potter. As he again comes quite close...then close again. He has ringed the target with consistency, but he has not yet zeroed in. So intent is he that the mood of the crowd begins to alter. Potter's quest is obviously not all that light-hearted.

And now he hits the target.

ON MARILYN

As she goes down the chute into the chilly outdoors. There is a good-natured cheer from the crowd. Marilyn, thoroughly wet, does her best to match their cheer -- forcing a smile, waving.

MARILYN

(utterly insincere)

Good shot.

She climbs back on her perch. She has barely finished acknowledging the friendly catcalls when Potter hits the target again, this time catching her by surprise. She gets a mouthful of water. Another cheer...this is now the center of attraction at the backyard fair. Marilyn and Potter exchange a look -- Marilyn trying to indicate, "You've had your fun." She sits on the perch, not quite in place when Potter hits the mark again. And now Marilyn has dropped all pretense at bubbly spirits. Her smile is thin indeed. Just before she gets back on the perch she flashes a grin, but is betrayed by the tension in her voice.

MARILYN
 (calling out)
 Why don't you give someone else
 a chance?

Potter looks at her. Reluctantly he turns to the man
 behind him, offering the snowball in his hand.

POTTER
 (to man)
 Do you want a turn?

MAN
 No. I'm having fun watching.

That quickly Potter fires another snowball and Marilyn is
 down the chute into the water. She comes up coughing.

MARILYN
 (calling to Potter)
 Cut it out. Okay?

Now at her perch. He lets one go, hits the target. This
 time she clings to the perch, but her hands slip. She goes
 down the chute again. When she comes up:

MARILYN (CONT'D)
 (loudly)
 Cut it the Fuck out.

ON CROWD

The children becoming excited over the word they just heard
 their teacher use. Parents hug their children in belated
 protection from the profanity.

ONE KID
 She said the F word.

HER MOTHER
 No she didn't. It just sounded that way.
 Other mothers and fathers lead their children away

POTTER
 (shouting back)
 Can you see me after you're done
 here?

MARILYN
 (hoarsely)
 Yes. Okay. Yes.

EARLY EVENING

Marilyn and Potter as they walk, subdued, Marilyn's hair
 still wet.

MARILYN

I think that's another reason
I didn't want to see you. The
way I overreacted to that call from Jessica --
I was...embarrassed by how I must
have seemed to you.

POTTER

We have only had eight dates, you
know.

MARILYN

It's nice to know you're counting.

POTTER

It's a little early to put on the
screws.

MARILYN

Phrases like that drive me crazy.

POTTER

Yeah, you're right. I'm sorry.
Look, I think we should keep seeing
each other.

MARILYN

"Seeing each other." That's what
we're talking about, then?

POTTER

Aw, Marilyn, why can't you understand.
You're better than this, aren't you?

MARILYN

(defensive)

Of course I understand.

(heartfelt)

But Jesus, Phil, I need something
more than "seeing each other." I'm
not someone you could describe as
demanding -- never -- honest. And
I know you have all your own stuff
to worry about, but I have my worries
too. And the biggest one of all
is that I'm getting too good at
being understanding.

EXT. MARILYN'S APARTMENT - DAY

As Potter arrives out front.

INT. MARILYN'S APARTMENT

As she looks out and sees him, chews nervously on her lip.. She moves back -- glances inside the bedroom, obviously not relieved by what she sees inside. And now there is a knock on the door and she opens it, admitting Potter.

MARILYN
I thought you'd bring your
brother's station wagon.

POTTER
What for?

MARILYN
So we'd have more room.

POTTER
How much room do we need for you
to have a few things at my place?

MARILYN
You know what's crappy? You're
going to think I'm trying to really
move in on you because I'm a
rotten packer.

Potter is quite wary as he walks toward her bedroom.

He opens the door..

POTTER'S POV

Seven loaded boxes -- every piece of luggage she owns -- some
kitchen appliances -- a lamp -- two stacks of records -- a
stereo and two speakers.

POTTER
It's a good thing I cleared out
a drawer for you.

MARILYN
(walking off)
Okay...hooray...hooray. You have
me on the defensive again.

INT. POTTER'S CAR - DAY

Jammed with Marilyn's things, as they arrive outside Gilchren Junior College. So packed is the car that Marilyn's feet are atop two boxes which are wedged under the front passenger seat, another box resting on the console which separates their two seats. He kisses her.

MARILYN

Okay. I'll see you later at, uh...

She flirts with saying the word "home," but can't quite bring it off.

MARILYN (CONT'D)

...your place.

They kiss, then Potter exits the car. Marilyn climbs over the various boxes and the console to squirm into the driver's seat.

MARILYN (CONT'D)

How am I going to get into the house? Don't I need a key?

POTTER

I told the super to let you in.

MARILYN

Not quite being carried over the threshold, but it'll do.

INT. POTTER'S HOUSE - LATE AFTERNOON

Marilyn putting her things away while her stereo plays in the background. There is little remaining clutter, but she is having a difficult time finding hanger space and drawer space.

ANGLE ON CLOSET

As she wedges in her last outfit. She may need a shoe horn to get it out again.

INT. KITCHEN

Where she turns on the oven, ready to prepare the evening meal. She removes from one of her cardboard boxes a cheerfully decorated extra-long note pad with the legend, "Things We Need" printed on top. She begins to take inventory in this bachelor kitchen, adding item after item to the list, as the bell rings.

EXT. POTTER'S HOUSE - LATE AFTERNOON

We see that it's Jessica ringing the downstairs bell.

EXT. STREET - LATE AFTERNOON

Potter is walking home. He slows as he passes a florist, considers picking up some flowers for Marilyn, a gesture which would obviously give her some pleasure, but seems somehow too easy to him as he stands there looking at the flowers. Then he brightens as he sees a large hardware store next door.

INT. HARDWARE STORE - LATE AFTERNOON

As Potter watches a locksmith make a duplicate key. The clerk is about to hand it to him.

POTTER

Could you gift wrap it.

ANGLE ON CHECKOUT STAND

As Potter suffers the look of the clerk.

EXT. POTTER'S HOUSE - NIGHT

As he moves up the steps.

INT. POTTER'S HALLWAY - NIGHT

He unlocks the door and opens it.

POTTER'S POV

Marilyn, her face contorted by a too wide smile.

MARILYN

Hello, Phil. We were wondering what kept you.

He is momentarily confused by Marilyn's archness, but stepping into the room he can now see that the visitor is Jessica.

JESSICA

Hi.

POTTER

Hello. How long have you been here?

JESSICA

I don't know...about two hours and twenty minutes, I guess.

MARILYN

What did keep you? We were wondering.

POTTER

I walked back.

MARILYN

(stuck on that single thought)
That's just what I guessed, when we wondered what was keeping you.

(to Jessica)

Well, if you'll give me a few minutes, I've got to finish unpacking.

She exits to the bedroom.

CLOSE ON JESSICA

She is wearing a blouse which is close to being transparent. Her breasts are distinctly visible.

JESSICA

Can you believe my timing?

POTTER

Yes, I can. How long are you here for?

JESSICA

Just tonight. I have a hotel room at the airport. I'm going home first thing in the morning.

POTTER

What if I wasn't home?

JESSICA

I would have left a note. Listen, I know this isn't a logical visit.

(MORE)

JESSICA (CONT'D)

(letting it out)

What can I tell you? It was one of those thinking nights and I had an impulse to come here... An impulse I've had before, by the way. And this time, for one reason or another, I followed it.

I figured it's time for one of us to be impulsive. Though I am sorry about the blouse -- another impulse. I swear I kept my coat on for at least an hour after I got here, but she had the heat turned up.

POTTER

Excuse me a second.

He exits to the bedroom.

INT. BEDROOM - NIGHT

Marilyn sitting on the bed, her suitcase next to her, unopened.

POTTER

You okay?

MARILYN

No.

He sits on the bed next to her.

POTTER

Marilyn, I have to talk to her.

Marilyn nods. She's handling this somberly, but well.

MARILYN

She seems like a nice person. Though there's not that much you can learn about someone the very first time you meet them. Except, of course, that she has pretty tits.

He smiles at her, takes the gift-wrapped box from his coat and hands it to her. She is surprised by the gift.

MARILYN

What do you do -- carry this around for emergencies?

She still holds it unopened.

MARILYN (CONT'D)

What's it for?

POTTER

Call it a house warming gift.

She likes this.
She opens the box and there lays the key. It touches her.

MARILYN (CONT'D)

Boy, that's a swell gift.

She leans over and kisses him lightly.

POTTER

Listen, if we're worth anything, we can handle tonight.

MARILYN

Keep going, I think you're on a hot streak.

POTTER

I can take Jessica out -- or you can go out, and I'll stay here with her. Whichever.

Marilyn nods.

MARILYN

No. I'll leave you two alone for a while. You know, it's silly, but the hardest part for me is making it across the living room and out the door.

She gets up and eyes the door nervously, tentative in the extreme. Then a breath, a mighty summoning of courage, and:

INT. LIVING ROOM - NIGHT

As they enter.

MARILYN

(to Jessica)

Listen, I'm going to get out
of your way.

JESSICA

(sympathetically)

I didn't mean to cause this kind
of a... Thanks a lot. It's terrific
of you.

MARILYN

(uncomfortable)

Yeah, well...

She starts for the front door and stops.

MARILYN (CONT'D)

Just a minute.

She moves quickly to the bedroom and comes out again.

MARILYN (CONT'D)

I almost forgot my key.

She waves vaguely in Potter's direction and exits. And now
they are alone. Potter looks at her -- she at him -- contact
is briefly made, then broken off. Potter without a word,
walks to the kitchen.

INT. KITCHEN - NIGHT

As he opens the refrigerator. He lifts a bottle of imported
wine, then places it back, taking out instead a jug of
Amadene with a replaceable cork. He grabs two water glasses and
exits to the living room.

INT. LIVING ROOM - NIGHT

He places the wine on a gerrybuilt table and now sits in a
director's chair across from his wife. Nothing in his movements
suggest romance. Rather, it's let's have a few drinks and
say what we have to. It is not a comfortable atmosphere,
the strain is pervasive.

JESSICA

I didn't think it was going to
be this tough.

POTTER

I sure did.

JESSICA

I was going to ask you all these
questions and now I don't feel
like it.

POTTER

Well, I do.
(looking right at her)
How have you been, Jessica?

JESSICA

You name it. Professionally
though I've been...

POTTER

No. You were right. I don't feel
like going into all that.

Jessica

Well, that's our choice here, Phil.
Answers we don't care about or
questions we can't ask.

Potter smiles appreciatively.

POTTER

Nice phrase. You could be on your
way to another song.

JESSICA

Hey, give me a break -- I came all
the way from New York.

Potter relents. A beat, then:

JESSICA (CONT'D)

How do I look, anyway?

POTTER

As good as you wanted to.

JESSICA

That good.

And now she looks at him directly -- waiting for him to match
her boldness. He does. She shies from it, the sexual
undertones becoming more prominent.

JESSICA (CONT'D)

Don't get alarmed, but I am having
trouble breathing.

She takes a few breaths.

JESSICA (CONT'D)

If you have any manners at all,
you'll have trouble breathing,
too.

Potter rises, backing off from the issue. Jessica is quite downcast.

JESSICA (CONT'D)

It's just...bizarre. Being sad over feeling turned on. Can we go get some coffee...something? I feel funny being here.

POTTER

Okay.

EXT. POTTER'S APARTMENT - NIGHT

As they walk toward the car very close to each other. No arms around each other -- no hand holding -- just bumping gently against the others' body with each few steps. Potter's car is parked under a street lamp. Jessica opens the passenger door, though her eyes never leave her ex-husband as she slips inside. Potter opens the driver's door and reacts with surprise, stopping just before he gets in.

POTTER'S POV

Marilyn sitting behind the wheel. Jessica seated awkwardly next to her.

MARILYN

(holding up law book)
I'm studying.

(to Jessica)
I'm finishing my first year of law school.

JESSICA

That sounds really good.

POTTER

We were just going to get coffee or something.

MARILYN

You want the car?

POTTER

Unless you need it.

MARILYN

No:

She gathers in her books and papers from the back seat of the car, Jessica helping her, Potter waiting.

INT. CAR - NIGHT

As the two women dig for Marilyn's things.
Jessica handing Marilyn a book -- they exchange
a look. Jessica lightly touching her just before Marilyn
exits the car -- a gesture of compassion which Marilyn
isn't altogether comfortable with.

EXT. CAR - NIGHT

As Marilyn exits the car.

POTTER

I'll walk you.

MARILYN

It's not necessary.

POTTER

I'll walk you.

He sticks his head into the car.

POTTER (CONT'D)

(to Jessica)

I'm going to walk Marilyn back
to the place.

(to Marilyn)

I'll walk you back.

EXT. STREET - NIGHT

As they walk back toward the apartment, Potter carrying her
books. They say not a word and now they are at the steps.

MARILYN

I'd invite you up, but my
roommate has an exam in the
morning.

POTTER

I'll see you later.

He leans over, kisses her lightly, looks at her, and embraces
her once more before starting down the steps. He looks up.
She is still rooted in the spot.

POTTER (CONT'D)

Hey, don't watch me drive away.

She nods in understanding and walks up the steps, opens the outer door and enters. Now she wrestles with and loses to a compulsion...turns and watches.

HER POV

As she watches the car move off.

MARILYN

Oh, God, am I in trouble.

INT. CAR - NIGHT

As they drive along. Jessica glances over at him, his face is set. She smiles and makes varied attempts to get his attention focused on her. Then, very deliberately, she places her hand midway between his knee and thigh.

JESSICA

I just have to have some contact.

Potter immediately moves the car to the curb. She removes her hand.

JESSICA (CONT'D)

Okay. So you're still mad at me.

POTTER

I'm not mad at you. Why should I be mad at you?

JESSICA

Because I fucked your boss and broke up our marriage.

POTTER

Oh, that.

(with ominous calm)

Yes. Jessica. I'm mad at you.

JESSICA

Sure you are. It's natural.

POTTER

You don't know what's going on with me. This mad isn't natural. I'm sitting here trying not to hit you.

Jessica looks at him -- a flash of fear, tension.

JESSICA

Maybe it would be good if you talked about it.

He turns away from her, somewhat disgusted by this analytic tack.

POTTER

Jesus.

JESSICA

(caring)

Would it help if I let you hit me in the arm or something? Really, it might make you feel better.

He turns back to her.

POTTER

(slowly)

I think if you gave me permission to hit you in the arm and I did it -- it would be the saddest day of my life.

He starts the car. They drive along in silence -- Potter smoldering, maneuvering along a suburban street, when he suddenly strikes out at her, smashing his fist into her arm. She reacts with violent reflex, scratching a hole in his cheek. His hand goes to his face -- the car is airborne. We are momentarily disoriented, our perspective subjective, then:

EXT. ROAD - NIGHT

The car sticking tailend out of a snow bank.

INT. SUBMERGED CAR - NIGHT

Potter cranking down his window as Jessica cranks at hers, scraping away the snow.

EXT. ROAD - NIGHT

As they tunnel to the surface, now standing unsteadily near the buried car.

POTTER

Yeah, I guess I do feel a little better.

Jessica laughs, loose. He's grinning too, as they dig their way out.

INT. JESSICA'S HOTEL ROOM - NIGHT

They are having dinner by the window. Jessica has a cassette player working, her off-voice singing another of her personal songs.

SONG

(to be written)

It's about Potter. Let's call it "Thinking of Him." It has to do with loving someone in your past -- knowing you could do better with him now if given the chance. She is looking at him with great meaning while it plays. He shifts uncomfortably.

POTTER

Yeah...well. I think it's great that you're doing so well.

JESSICA

The song's about us. You do know that?

POTTER

Sure. I figured that out.

JESSICA

And you have no answer?

He shakes his head.

JESSICA (CONT'D)

How come?

POTTER

(rising)

I don't write songs. Come on, Jessica. This is a bunch of crap. You play me a song -- a few hot looks back and forth. I don't want that.

She rises and comes over next to him. Across from them is a mirror. She stands next to him, her head on his shoulder. She is playful, grinning, her arm hooked through his, even a leg around his.

JESSICA

Look at us.

He does. In contrast to Jessica, Potter is not at all playful as he leans in to intently study the mirror.

JESSICA (CONT'D)

We're a couple.

Potter still gazes at the mirror as if trying to make out what that distant object is on the horizon.

POTTER

(ruefully)

Yeah, there's something there.

JESSICA

And if it turns out to be just physical... I'll settle.

POTTER
Listen. I'm going to go
home now.

JESSICA
You don't trust it?

POTTER
(good natured)
That's right. I don't trust it.

He pats her on the back. She emits a small involuntary moan. Potter removes his hand, then, as if double-checking, pats her on the shoulder again. She moans again.

POTTER (CONT'D)
(testing)
You can't be that excited.

She shrugs.

POTTER (CONT'D)
I don't believe you.

JESSICA
(smiling, bewildered)
I know. I can hardly believe me
myself.

POTTER
(interested)
Just putting my hand on you does
that?

JESSICA
Apparently.

He raises his hand, then slowly and deliberately touches her shoulder. She moans again.

POTTER
Incredible.

Jessica turns her back to him and looks out the window rather dreamily. Then she walks right to the window, expecting Potter to follow.

JESSICA
It's that powerful. Amazing,
isn't it?

ANGLE ON DOOR

As Potter makes a decision and quietly exits. The room service waiter is at his side and takes the door knob before he closes it.

ANGLE ON WINDOW

Jessica stands there in her reverie. The waiter, approaching from behind, takes the still unsigned check from the table and touches her shoulder. She moans, then turns, sees it's the waiter, and leaps back, startled.

EXT. POTTER'S APARTMENT - NIGHT

As Potter parks and locks his car. He walks toward his house, anxious about the inevitable -- that Marilyn will have a need to be told all about an evening which he doesn't come close to understanding himself.

INT. POTTER'S HALLWAY

As he walks up the stairs far more slowly than usual, even pausing in a moment of self-deception to feign interest in the fact that the bannister is a bit shaky. He moves it back and forth, stalling for time, then walks to the door. As he opens it:

INT. POTTER'S APARTMENT - NIGHT

He steps inside, turns on the light. He starts for the bedroom, but hesitates, walking instead to the kitchen.

INT. KITCHEN - NIGHT

As he sits there drinking milk he notices Marilyn's "THINGS WE NEED" list.

THE LIST

"Dish towels, paper towel holder, measuring spoons and cups, large pot, yellow contact paper, tray to dry dishes, pepper mill, sofa."

ON POTTER

Given pause by the last item on the list. He exits the kitchen, now ready for Marilyn.

INT. BEDROOM - NIGHT

As he opens the door, the lights already on. Marilyn isn't there. Potter feels a twinge of fear -- opens some drawers, sees that her clothes are still there and is now puzzled.

He crosses to the phone and dials her number. We HEAR a phone answered more quickly than the Bell System ever imagined.

MARILYN

Hello.

POTTER

Hello.

MARILYN

Where are you?

POTTER

Home.

MARILYN

Your apartment?

POTTER

Yes, of course. Where do you think?

MARILYN

I don't know. It's late. I was beginning to worry. I was afraid you weren't in an accident.

POTTER

Why aren't you here?

MARILYN

I just couldn't do that -- wait there.

(with some difficulty)

What was it like, being with her?

POTTER

(tries to come up with an answer)

It was okay. I don't know. I guess it was less uncomfortable than I thought. I don't know.

MARILYN

It's none of my business. I'm just asking to be polite...and to find out if you still love her.

Potter forces a brief laugh. A beat, then Marilyn forces a brief laugh. A beat, then:

MARILYN (CONT'D)

I could come over now, Phil. Unless you just need to be alone. I feel like that sometimes.

POTTER

Yeah. This could be one of those nights for me. Listen, it's great that you asked me. Thanks for understanding.

MARILYN

It's great that we can do this... I hope. Goodnight, sweetheart. I love you a lot.

A beat, Marilyn waiting for his response. Finally he breaks the awful silence.

POTTER

Thanks...

MARILYN

You're welcome.

POTTER

(a concession)

Is it too late to ask you to come over?

MARILYN

You sure?

POTTER

Yes -- sure.

MARILYN

I'll be right there.

INT. DIVORCE WORKSHOP - NIGHT

As they settle into their chairs, uncertain who will open. Dan is just about to say something, but is forced to stop short by Potter.

POTTER

My ex-wife came to see me.

JERRY

The first time since you split?

Potter nods.

JERRY (CONT'D)

Wow.

LARRY

What was it like for you?

POTTER

I never...never wanted a woman so badly in my life.

PAUL

Tell me about it. That's how Sherry and I keep getting back together. You know, she's talking about us getting married again. This would be the forth time. She says this time we should have a big wedding. I think it's ridiculous when there are people in our family who still don't know we got divorced again.

LARRY

(musing)

For the first six months after Ellen and I split up I used to carry a coat on my arm so she wouldn't see what was going on with me. But that passes. You get rid of it. Damn, that's a sad day...when you can't imagine ever being in bed with her.

EVERETT

I felt that way the first time I met my wife.

DAN

(bursting in)

You know what I did last night instead of chasing after a woman? I went to a bar down the street and started talking to some other guys and ended up having a super time. Sometimes you forget how good male companionship can be.

BARRY

Will you shut up and let Phil talk.

DAN

Okay. I can pick up later with what I was saying. Go ahead, Phil.

POTTER

We had a weird time. I don't know why I just can't forget about it. I have things going pretty good here. Marilyn's really terrific... You know, but...

LARRY

What did you and your ex-wife do?

POTTER

Nothing really. Went for a drive and... Oh, yeah, I hit her in the arm. She gave me this.

(indicates face)

And then the car went into a drift. We had to get towed. Then we went back to her hotel room and she played me this song she wrote about us and...then...I left.

DAN

(shaking his head)

Typical..

POTTER

I just wish I could forget about her. Just that one night shouldn't have left me so screwed up -- even about little things. Like after we finish here, I'm meeting Marilyn in a department store. She wants me to look at sofas. She's never had a real sofa. I need one anyway, and it would make her feel great. So why is it bothering me so much?

(MORE)

POTTER (CONT'D)
 (shaking it off)
 I don't know. I guess it's no
 big deal. Forget it.

PAUL
 Thanks for sharing that with us.
 It's really great.

POTTER
 (flaring)
 What is great? Why is it great just
 saying stuff like this. Explain
 that to me, huh?

PAUL
 (taken aback)
 Maybe it's just good.

EXT. CHURCH - NIGHT

Potter waiting at a bus stop along with four or five other
 people. Dan drives up in a two year old Cadillac.

DAN
 Can I give you a lift?

POTTER
 No. It's okay. Thanks, though.

DAN
 Uh, Miss. Would you like a lift?
 It's all right, nothing to worry about.
 I just came from the church.

WOMAN'S VOICE
 Huh?

.. ON WOMAN

A particularly tough looking black prostitute.

ON DAN

With Potter's attention momentarily distracted, Dan hurriedly
 flashes his fingers at the prostitute, indicating he'll pay
 twenty dollars, then putting his finger to his lips, indicating
 that it's a secret.

WOMAN
 Sure. Thanks. I'd love a lift,
 sweet-face.

She walks around to the passenger door and gets in. Dan, feeling the need to cement his cover-up,

DAN

(to others waiting for a bus)
Any of you other folks like a lift?
I hate to see people freeze.

ON OTHERS

As they shrink from Dan in disgust.

DAN (CONT'D)

Okay, then. Nobody else. Goodnight,
then.

He peels out. Several beats. Potter jumpy, on edge.

PAUL (O.C.)

How do you feel?

As Potter turns.

CLOSE ON PAUL

He is sitting behind the wheel of a small truck.

POTTER

I'm okay.

PAUL

I'd give you a lift, but I have to
work tonight.

POTTER

That's okay..

PAUL

Ah, what the heck. I'll give you a
lift. Come on.

Potter hesitates.

PAUL (CONT'D)

Really.

Potter climbs in the cab of the small truck and closes the door behind him. Paul drives off and for the first time we see the truck he is driving. It is an exterminator's truck with a huge bug on top, its antenna bobbing.

INT. PAUL'S TRUCK - EVENING

Paul studies Potter as he drives. Potter is obviously upset.

PAUL

(timidly)

Can I make one suggestion?

Potter nods approval.

PAUL (CONT'D)

Forget about your wife and stay
with this other girl.

On Potter's look.

PAUL (CONT'D)

It's just a suggestion.

EXT. DEPARTMENT STORE - NIGHT

As Potter gets out of the truck and walks toward the entrance.
He is obviously troubled.

INT. DEPARTMENT STORE - NIGHT

Marilyn has him by the hand, steering him through the holiday mobs. The store is packed.

INT. KITCHEN WARES DEPARTMENT

Marilyn picking out kitchen towels, paper towel holders, measuring cups, mixing bowls, etc. Each of them hefting the packages as carols are piped into the background. Potter is becoming mildly claustrophobic.

POTTER

We almost finished?

MARILYN

Almost. Do me one favor. Let's
take a quick look at the furniture.
(on his look)

Just a real quick look... I mean,
we are here.

INT. ELEVATOR - NIGHT

Marilyn, her hand in a mitten, holding Potter's hand as they stand wedged in the back. He is working very hard at getting through this.

INT. FURNITURE DEPARTMENT - NIGHT

One aisle a city block long -- model rooms on either side. Everything done in perfect taste. Couples, some with children, flow through these carefully arrived at settings for model lives.

SALESMAN

(to young couple)

Sure you can sit on the bed,
just don't try it out.

They laugh.

OTHER ROOM

YOUNG WOMAN

(happily chiding her husband)

Everything doesn't have to be
brown, you know.

HUSBAND

I guess it will be okay. It's
just hard for me to visualize
this with red walls.

YOUNG WOMAN

I want you to love it.

HUSBAND

(thinly)

I love it.

INT. MODEL ROOM - NIGHT

Potter, in contrast to the others we've just seen, looks joyless, oppressed. A salesman is standing by as Marilyn measures the sofa with her own tape measure. There is a fine edge to her energy as she snaps the button, retrieving the measure. She is totally into this. Potter wants out.

MARILYN

How do you like it?

POTTER

This isn't a great night for me
to be buying a sofa.

MARILYN

We don't have to buy it...but
sit in it.

SALESMAN

✓ It's very comfortable.

MARILYN
Will you try it, please.

SALESMAN
You sink right into it. Once you
sink into it you might not want to
get up.

Potter sinks into it...his eyes close, his head goes back.

SALESMAN (CONT'D)
How does it feel?

A beat, then:

POTTER
Marilyn, I have to talk to you.

MARILYN
Now?

She begins to see he is not in the best of condition. She
sits down next to him and puts her arm around him.

MARILYN (CONT'D)
What's wrong?

POTTER
I can't handle this.

MARILYN
(gently)
Tell me what you're talking
about.

POTTER
I am totally screwed up here. I
never thought I could be this
screwed up.

SALESMAN
Is it the fabric? Because you
can get this in practically
everything.

MARILYN
Would you excuse us?

SALESMAN
Sure. I understand. It's a
big decision.

The salesman nods easily and professionally, and exits the room.

FULL SHOT

The holiday shoppers -- a good deal of bustle -- a couple glowing with excitement over their purchases. And, in the background, Marilyn cradling Potter's head.

CLOSER

As she looks at him with naked concern.

MARILYN
You look really bad.

POTTER
(disbelief)
Look at this.

He pulls at his shirt, which is soaking wet.

MARILYN
Take it easy -- just take it easy.

She works herself at not becoming frantic.

MARILYN (CONT'D)
There's an emergency hospital just
a few blocks away.

POTTER
No. It's not like that... I'm
just shaky. Kind of stupid,
isn't it?

Potter rises, now scared for himself, which totally alarms Marilyn as she remains on the sofa watching him. He begins to walk the floor, trying to get a grip.

FULL SHOT

-- One of the more troubled men in Boston, as he walks past perfect model rooms. At one point he starts to walk back to Marilyn, almost reaching her. She looks at him hopefully, which makes him turn and walk some more. He feels some trembling now, and returns to the sofa to sit next to her.

MARILYN
You're going to be okay. You're
going to feel better...I promise.
Come on now.

She starts kissing his brow, his cheeks.

MARILYN (CONT'D)
I promise. I promise.

His stiffness begins to ebb -- the shakiness more apparent now.

POTTER
I know. Just give me a minute.
It's weird.

He is taking big breaths very deliberately, even in this time of crisis, trying to bring it under control, to behave himself. But he can't quite do it, and this exaggerates the fear, like a fighter suddenly realizing he no longer has a punch.

MARILYN

Do you want to be held? Is this okay?

ANGLE ON POTTER

He can't deal with the question.

ON MARILYN

She gestures helplessly in response, as if to say, "I'm no Rock of Gibraltar either." She wraps her arms around him, cradeling him.

ANGLE ON ENTRANCE TO MODEL ROOM

As an older couple enters, looking at Marilyn and Potter with some disapproval. Defiantly, the older couple sits on the sofa to try it out.

FULL ON SOFA

The four of them crowded for a strange instant next to each other. Potter suddenly rises.

POTTER

It's just so tough.

O MARILYN

What is?

POTTER

(fighting hard)

I don't know. I don't want to do this to you.

MARILYN

It's okay. It's fine. Please. Really.

He sits again, next to the older couple, who look on with stoic interest as Potter clutches himself with both hands, now literally trying to hold whatever it is in. Marilyn looks at him, her concern increasing.

MARILYN (CONT'D)

Phil? Honey?

He bends over, rocking back and forth. He does not reply. Marilyn exits the shot.

Potter sits alone with the other couple, shaking. A beat, then the elderly man, at the urging of his wife, addresses Potter.

ELDERLY MAN

Have you ever thought of doing
est?

Potter has trouble even turning his head toward the stranger.

ELDERLY MAN (CONT'D)

I just wanted to put that out
there for you.

He and his wife exit.

MODEL ROOM - THIRTY MINUTES LATER

Phil sitting on the sofa alone. Now the faces of Marilyn, Max and Marva enter the shot.

MARVA

In a way, this could be the best thing that ever happened to him. He's feeling.

CLOSE ON POTTER

Dead-eyed, totally withdrawn.

Max shoves his face quite close to Potter's and begins to talk, right at him, very loudly and distinctly. Max functions far better in crises than in real life.

MAX

Listen to me, Phil. I'm going to tell you what's going on and I'm going to tell you the truth. You're having an identity problem. It's a very common thing. And it's very temporary. We're all going to sit here with you and wait till you feel better, which should be very soon. You're going to be okay. You're turning a corner...that's all. When you want to talk, just talk. If you don't feel like talking...don't talk.

Now Max looks away at the two women. He smiles a reassuring smile. He obviously knows what he's doing. Marilyn and Marva relax now that Max is on the case. The salesman comes by. Before he can speak, Max waves him off urgently. The salesman nods in apparent understanding.

SALESMAN

It's okay. Take your time.

ANGLE ON MAX

Patting his brother's leg, looking at him.

MAX

(from his heart) -

Ah, Phil...I really love you.

He takes Potter's face in his hands and kisses him.

POTTER

Please don't do that.

MAX

(grins at the two women)

Phil just sounded like his old self.

EXT. DEPARTMENT STORE - NIGHT

As the four of them exit. Potter is terribly embarrassed at this small stir he has caused. He gestures with some futility.

POTTER

I'm sorry.

MARVA

Go ahead, Phil. Apologize for being human.

Marilyn instantly recognizes that Marva is prepared to make her contribution to Potter's well-being, and struggles to avert it.

MARILYN

Thanks both of you for coming down.

MARVA

(to Phil)

Because that's all that happened to you tonight...you were a human being.

MARILYN

It was really nice of you.

MARVA

(catching on)

Okay. Okay. Goodnight. And Phil...
(pointedly)
congratulations.

POTTER

(a small smile)

It was nothing.

Max approaches Potter.

MAX

I'll be home tomorrow morning if
you want to talk things over.
But it's not necessary.

POTTER

Thanks, Max. Maybe I'll do that.

MAX

It would be a very pleasant surprise
if you did.

Potter touches him with awkward affection. Marva gives him
a quick kiss.

MARVA

It was a very important night for
you. Everything's going to be
fine now.

She kisses Marilyn.

MARVA (CONT'D)

(sotto)

My heart goes out to you.

Max and Marva walk off. Now Potter and Marilyn look at each
other. She takes his hand.

POTTER

Feel like a walk?

MARILYN

Sure.

EXT. VARIOUS STREETS - NIGHT

As they walk together there is a good deal of uncertainty,
each successively stealing glances at the other, never at
the same time. Finally, Marilyn tries to give the mood some
expression.

MARILYN

Is our setting up a house and stuff
what did that to you? I've got to know.

They keep walking, Marilyn quite patient in awaiting his
answer. But now the wait has become too long to ignore.

MARILYN (CONT'D)

It's a toughie, huh?

POTTER

I have to see Jessica. There's
no way for me to ignore it.

She takes this in.

MARILYN

Boy. I was thinking that's what
this was about. But then I thought
that was only my insecurities
talking.

(woefully)

I've reached the point where my
insecurities are smarter than I
am. Why couldn't you have just
seen her without letting me know?

POTTER

I thought of it. I just couldn't.

Marilyn is tightening up, more distant. It's pure chemistry.
Something in her has already responded to the need for
self-protection.

MARILYN

Don't be too proud of that. I'm
not so sure it's a virtue.

(turning to him, almost
convincing)

Stop worrying. Nobody's getting
hurt. It's okay. It's not like
we were in love.

DISSOLVE TO:

INT. CAR - NIGHT

As they stop in front of Marilyn's house. Marilyn's things
jammed in once more. But it's worse now, for this time her
things were collected and packed in a frenzy.

EXT. MARILYN'S HOUSE - NIGHT

As, with great difficulty, she unloads the car, trying in
every gesture to do it herself without any help from Potter.
They don't exchange a word -- just the noises of separation --
car doors opening and slamming, the scrape of luggage as it's
pushed onto the sidewalk, the trunk being unloaded. Each
time Potter attempts to take something out of the car, she
lifts it herself, refusing to accept any help. Now she stands
on the sidewalk, bags and boxes in her arms, holding other
boxes against the car with her body while trying to grasp the
stereo with her hand. She is totally burdened but still
refuses as Potter again tries to take some of the things.

POTTER

Let me help you.

MARILYN

It's okay. I'll just have to make two trips.

She puts down part of her load, then more. Now carrying four boxes, she starts away, having made just a dent in the stack on the sidewalk. She struggles away with half-steps. One box falls. She lets the rest fall to her feet. Her back is to Potter.

POTTER

Just leave everything. I'll take care of it.

She accepts this and, without even looking at him, walks to her apartment.

INT. APARTMENT HALLWAY - NIGHT

As Potter finishes stacking the things right outside the door. Now there is nothing left to delay his departure. Before he can speak:

MARILYN

(clipped)

Thanks very much, Phil.

Potter exhales, her tone really bringing him down, her attitude defeating him.

POTTER

Sure.

He starts to say something, but she shakes her head "No." The movement is slight, but the atmosphere is so delicate that a slight movement is enough to stop him cold.

MARILYN

Wait. I want you to do something for me.

Potter feels terrific that he is going to get some opportunity to make it up to her. He is perhaps too enthusiastic.

POTTER

You bet. Just ask -- whatever it is. Don't worry about a thing. Go right ahead.

MARILYN

You won't let me down?

POTTER
I won't let you down.

MARILYN
That's right. In a perverse sort
of way you're an honorable guy.
(deep feeling)
Okay. Don't see me again.

Potter looks at her, the intensity of the request readily
apparent.

POTTER
(soberly)
All right.

MARILYN
I want to be sure. Don't answer to
quick. We're talking about a
commitment here. At least make
this one for me. I want you to
swear that if things don't work
out with...this other lady or
any other other lady, you won't hit the
old phone book and come up with
my number.

POTTER
You think I'd do that?

MARILYN
Sure you would. It scares me that
you don't know that...'cause I need
you to keep this promise.

POTTER
(an edge)
I said okay.

MARILYN
Swear to God?

POTTER
Sure.

MARILYN
Swear on your parents lives?

POTTER
They're dead.

MARILYN
(suddenly touched)
Both of them? Aw, I'm sorry...
What, when you were a kid?

POTTER

Yeah.

MARILYN

(almost to herself)

All the stuff we never talked about.

(to him)

Swear on your brother's life.

He looks at her.

MARILYN (CONT'D)

Please. Really.

POTTER

I swear on my brother's life I'll never call you.

MARILYN

(at last believing him)

Thanks. Because we both know there's a chance it won't work out with you and her.

She waits for him to nod in agreement, which he reluctantly does.

MARILYN (CONT'D)

And I don't want to spend my time wondering how it's working out, or whether you're going to call -- most of all, I don't want to ever pick up where we left off.

(she looks at him)

Look, I hope everything works out great. You're a terrific guy. I really liked you.

POTTER

Same here.

He leans forward to kiss her goodbye.

MARILYN

(backing off)

No -- no -- no. Are you kidding?

(she looks at him)

Goodbye.

She looks at him for another second, then wheels to run classically into her apartment to dissolve into tears. But the door is locked. As she faces the door she gestures with her hand as if to say, "My life, huh?" Now she finds her key and opens the door. It closes. Potter remains where he is. A beat, then we HEAR Marilyn's tearful shout from inside.

MARILYN'S VOICE

Will you please leave.

He turns and starts down the stairs.

EXT. POTTER'S OLD BLOCK - NEW YORK CITY - DAY

Snow on the ground -- the Christmas season. Potter is watching the apartment entrance. Jessica comes out the front door -- rushing to a business appointment. Before Potter can say a word she has signalled for a cab and is inside. The cab pulls away from the curb, but goes no more than three feet when Jessica sees Potter standing across the street. We can see her mouth the word "stop" to the driver. The cab jolts to a stop.

ON POTTER

As he walks across the street and opens the door of the cab for her. But their moment of reunion is temporarily blocked -- Jessica is torn between beaming at Potter with love reborn and hassling with the cab driver.

CAB DRIVER

I don't know, lady. I never had a fare like this before.

JESSICA

Just tell me how much.

(to Potter)

I'll be with you in a minute.

God, I can't wait.

CAB DRIVER

I didn't even get a chance to throw the flag down.

JESSICA

(to Potter)

I can't wait.

(to driver)

How much?

CAB DRIVER

Twenty dollars.

Now she looks away from Potter to the driver. Potter leans in to the driver.

POTTER

Here's a dollar.

CAB DRIVER

(accepting)

Okay. Fine. No harm in trying.

It's Christmas.

He holds his hand out, helping Jessica from the cab. They embrace, then turn to walk back inside the apartment.

INT. JESSICA'S APARTMENT LOBBY - DAY

A doorman standing just inside the modest hi-rise. He sees Jessica.

DOORMAN -

Hi, Mrs. Potter.

Now he sees Potter and tilts his head as if to say, "Awww, you're back."

DOORMAN (CONT'D)

Really good to see you, Mr. Potter.

POTTER

(awkward)

Thanks. Same here.

DOORMAN

Really good.

POTTER

(self-consciously)

Thanks.

They enter the elevator.

INT. JESSICA'S APARTMENT - DAY

As they enter. Their attitude toward each other is suddenly tentative. Potter takes a deep breath, exhales with force. She smiles with understanding, then mirrors his action, taking her own deep breath.

ANGLE ON JESSICA

Making a small move. Consciously attempting to look sexy -- sending out some smoke.

ON POTTER

Catching her at it, but also affected by it.

POTTER

We're really going through with this, aren't we?

JESSICA

I sure hope so.

He takes her hand. She immediately clings to his arm as they walk to the bedroom.

INT. JESSICA'S BEDROOM - DAY

They sit on the bed, naked. Potter briefly notices the two books on the nightstand next to the bed: "More Joy Of Sex" and TV Guide.

JESSICA

Isn't it silly. I'm scared.

He just looks at her. As they begin to make love we begin to HEAR the SONG Jessica is already planning about this moment. A song titled, "Isn't It Silly, I'm Scared." It is sung very softly, by Jessica -- very Olivia Newton-John. Its -- sweet, badly written message about vulnerability and goose bumps and tenderness in lovemaking stands out in marked contrast to the thrashing about taking place under the covers, and the loud exclamations from Jessica, i.e. "Wow -- I don't believe it. Too much, baby. I don't believe it."

INT. KITCHEN - ONE HOUR LATER

Potter forlorn, wearing just his pants, fixing a meal. Passion spent, it is occurring to him that there is the possibility he has made a great mistake. In the background we HEAR Jessica at the piano, working at the beginnings of a new song, a song with a feeling of rebirth to it. She is working on a particular line as she hits the keys one-by-one.

JESSICA'S VOICE

...to be born again... never to be.
forlorn again.

INT. MARVA'S KITCHEN - NIGHT

Marilyn sitting on a stool in the corner. She is enormously well-dressed, perhaps very much like Jessica was when they met -- her sexuality more in view than we have previously seen it. She is scared.

MARVA

This is avoiding.

MARILYN

This is liking kitchens.

MARVA

Not when there's a man out there who wants to meet you.

(a new tone)

It's getting embarrassing, Marilyn.
He knows you're in here. At least go meet him.

MARILYN
(getting off her stool)
There's no way we're going to like
each other.

MARVA
Just because he's a professional
athlete?

MARILYN
Somehow I don't think I'm what he's
looking for.

On a look from Marva she gives in and walks reluctantly
toward the living room.

MARILYN (CONT'D)
It just seems silly to me. I'm going
to break up -- just the thought of us.

INT. LIVING ROOM - NIGHT

As they enter and meet JOHN MORGANSON. He is a Boston
Celtic and 6'10" tall.

MAX
Marilyn, this is John Morganson.

MARILYN
(shaking hands)
Hello.

She is trying not to laugh at the incongruity of her date.

JOHN
Good to meet you.

MARILYN
Same here.

Her grin is quite wide now, the laughter almost bubbling forth.

JOHN
What is it?

MARILYN
Nothing. Forgive me.

She doubles over in laughter. The three of them look at her
soberly. She now has the hiccups.

MARILYN (CONT'D)

(between hiccups)

...just the idea of me with someone
who... Some reason...as...funny...
Maybe some water.

As she laughs she pours water for herself, then laughs, the
water coming out.

MARVA

(explaining)

She's had a tough time recently.

MAX

John's used to strange reactions.
We went into it when he was my
patient. It has to do with a
tension people feel over the
disparity in height.

Marilyn is laughing and hiccuping.

MAX (CONT'D)

There's a sexual element to it --
people wondering if John's body
is in proportion. You know, is
everything on such a grand scale?

MARVA

(trying to be casual)

And is it?

JOHN

Yes.

Marilyn's hiccups have been cured. She is no longer laughing.

EXT: BROADWAY AND 80th STREET - SUNDAY MORNING

Couples-- married couples -- couples brand new from Saturday
night. Potter is carrying the New York Times. A West Side
Sunday -- turtlenecks and corduroys -- everyone enormously
attractive. Potter does not look happy.

POTTER

What do you think about us going back
up to Boston for the holidays. I
guess I have to close up the
apartment anyway, and... Jessica?

ON JESSICA

At work -- lost in thought. We HEAR Jessica's voice singing a few tries of a song which takes in the atmosphere they are now a part of. Maybe a few lines beginning, "TWO IN A CROWD..." The idea being one couple among many couples, etc.

POTTER

(an edge)

Jessica, don't write a song now,
okay?

Jessica looks at him crossly. Instantly, we HEAR:

JESSICA'S VOICE

(singing)

"If I'm hard to live with, baby, go
easy with me.
Cause if you try to make me different
I'm gonna need to flee."

Their eyes meet -- it is not magic.

Potter looks at her. He has just given up the ghost.

INT. MARILYN'S APARTMENT - NIGHT

Marilyn is sitting up in bed, or rather sitting in 1/8 of the bed -- the rest of it is filled by the long, long form of John Morganson. That form finally ends with his legs draped over the end of the mattress at the knees, his feet firmly planted on the floor. Marilyn looks most unhappy as she clings to her small area. Now, with determination, she prods the sleeping giant with her butt as she fights for minimal comfort. And now Morganson is roused. Still sleeping, he too shifts, the giant feet coming off the floor, the whole package now ominously shifting like some great tidal wave. One massive hand plants itself down on the mattress, actually lifting this bulk of a man into the air while he still sleeps. Marilyn watches with eyes growing wide with fear as now the form of Morganson looks like it may fall on top of her. She crosses her arms in front of her just before her lover comes crashing down.

INT. ZABAR'S - DAY

It's Sunday morning at this overly-famous delicatessen/grocery/gourmet center on the upper west side. Gleaming kitchen utensils hang for sale overhead. One counter is devoted to cheeses, another to gourmet delicacies, another to sacks of coffee beans ready for grinding. This last is where Jessica and Potter now stand as we HEAR Jessica's song COUPLES resume.

JESSICA

What kind of coffee do you want?

POTTER

Columbian's good.

JESSICA

If you want Columbian, we might as well buy Folgers.

He doesn't answer. She is somewhat annoyed. The coffee clerk in the background is beginning to take some interest in them. Jessica leans over one particular sack.

JESSICA (CONT'D)

Costa Rican coffee is terrific.

POTTER

I don't want Costa Rican coffee.

JESSICA

Why?

POTTER

I don't know.... I think it's because I'm not sure where Costa Rica is.
(she looks at him)
It just seems you should know where it is before you buy the coffee.
You tell me what countries border Costa Rica and I'll drink it the rest of my life.

As the coffee clerk looks on at the confrontation, Jessica ends it by sighing with resignation and placing a tin of Folgers in their shopping basket. As they move toward the checkout stand:

POTTER (CONT'D)

That one may have been my fault.

JESSICA

It's okay.

POTTER

We're not exactly doing terrific,
are we?

JESSICA

(earnestly)

But that's okay, too. That's
probably why we're better off this
time. We don't need terrific anymore.

She squeezes his hand reassuringly, then goes on toward the
line at the checkout counter as Potter stands there stunned.
Finally he moves after her.

POTTER

Are you crazy?

JESSICA

(beginning to lose patience)

No. I'm not the crazy one.

Jessica turns back toward the checkout man who has behind him a
store of rolls, etc. At least one husband and wife flash
looks at each other. One wife begins to stare openly at
Potter and Jessica.

HUSBAND

Can we stay out of this? Can we?

POTTER

(to Jessica's back as she
stands in line)

What do you mean we don't need terrific?
I don't think I've ever needed that
more..

JESSICA

Okay.. Fine.

She moves to the counter directly opposite, which sells various
delicatessen produce. Potter follows.

POTTER

I need terrific. I need wonderful.
(before he realizes he will
say this next, the words are
out — stunning him some)
I need love.

JESSICA

(to the counterman)

I need a half-pound of potato salad
and a loaf of rye bread.

POTTER
 (to her back)
 Jessica, talk to me. What are you
 doing?
 (more loudly)
 Jessica. Jessica.

The coffee clerk rushes to Potter, anxious to stop this scene.
 He puts a hand on Potter and whispers in his ear.

STORE CLERK
 Just relax -- will you? El Salvador
 and the Dominican Republic border
 Costa Rica.

POTTER
 (ignoring him)
 Jessica... What is this attitude
 you're doing?

Jessica turns to him. She looks at him with such an intensity
 that it gives him pause.

JESSICA
 You know...it occurs to me that
 this might all be about
 what's-her-name. No. I've got
 to give you more than that. I know
 her name. It's Marilyn. Marilyn
 Bergman...isn't it? Five-foot
 seven-inch 131 pound Marilyn
 Bergman. And isn't that what this
 is all about.

The people on line -- the singles and couples await Potter's
 answer. He nods yes.

JESSICA (CONT'D)
 I was hoping it wasn't.

POTTER
 (a beat, then)
 Me too.

They look at each other -- an exchange of glances which speak
 volumes as MUSIC BEGINS, cueing a dramatic exit from Potter.
 Jessica stands there as the MUSIC SWELLS to a huge torchy song.

JESSICA'S SONG
 (This one has to do with healing after
 a lost love.)

As we hear the song, we see Jessica move from genuine loss to preoccupation with the song we hear her working on. At one point the song stops, we HEAR her go back a few bars and change one line of the lyric to a more positive thought as she embarks on the exercise of using art to offset feeling. The song continued -- a pause as we HEAR her search for the right rhyme and then find it, MUSIC SWELLING anew.

INT. POTTER'S OLD BOSTON APARTMENT - NIGHT

As he enters the song finishes.

EXT. BOSTON STREET - DAY

Potter gets off a bus and begins walking quickly. It is quite cold. We can see Christmas trees in apartment windows. He now breaks into a run -- he is excited, almost exhilarated. He runs past a novelty store. Now he is delighted with an idea.

INT. NOVELTY STORE - DAY

As we watch Potter buy a Santa's hat and beard.

EXT. BOSTON STREET - DAY

Potter wearing the Santa's face -- grinning at his break-the-ice idea. The man is obviously having fun.

EXT. MARILYN'S SCHOOL - DAY

As he comes to a stop. He is no longer having fun.

POTTER'S POV

Marilyn exiting the school and being greeted by her 6'10" boyfriend. John almost tosses her in the air as you would a baby. When he sets her down she makes a playful gesture as if to say, "Please don't try that again." John laughs. As they move off to John's Cadillac Seville:

ON POTTER

Crushed. He'd probably look even worse if the beard didn't cover so much of his face.

POTTER

Oh, Lord, I do love her.

He begins running after the Cadillac. We can see John Morganson looking curiously in the rear view mirror as this Santa-faced man dashes after him. Potter moves around people -- parents ushering children from the school carrying Christmas cut-outs, etc. He manages to draw abreast of the car. Marilyn looks

out the side window, recognizes Potter. He smiles, his smile fading as she deliberately turns away from him. The car moves on. He stands there, out of breath, utterly depressed and alone as a small boy approaches with his mother.

SMALL BOY-

I want to tell you what I want for Christmas.

Potter doesn't hear him.

SMALL BOY (CONT'D)

I gotta tell you what I want for Christmas.

Potter now looks at him and the smiling mother alongside him.

POTTER

(yelling)

I'm busy right now. I've got my own problems. If you want to tell me what you want for Christmas, send me a goddamn letter like any other kid.

He walks off.

INT. POTTER'S APARTMENT - NIGHT

He sits on one of his director's chairs, the phone on his lap. He takes a deep breath and dials, then hangs up. He holds the phone in his lap, feeling enormously anxious. Then he quickly dials six digits, pauses, weighing whether or not to dial the last one. He does. We hear just one ring, then the phone being picked up..

MARILYN'S VOICE

Hi. This is Marilyn...

POTTER

(in a rush)

Oh, great. Look, I know I promised not to...

MARILYN'S VOICE

(continuing)

I just got this thing and I hope it works, because I'm not here right now. So if you'll just leave a message before you hear the beep, I'll hopefully get it. Thanks.

Several beats, Potter wondering just what to say to the tape..
As he starts to speak:

INT. MARILYN'S HOUSE - NIGHT

There is no answering device. We are looking at Marilyn, drawn and anxious as she holds the receiver, waiting to hear if it is Potter at the other end. Marilyn is making a decision.

POTTER

It's Phil, and I wouldn't be making this call unless I....

MARILYN

(utterly sad)

Beep.

She hangs up. Potter realizes that he has been speaking to Marilyn and not a phone device, that Marilyn does not want to speak to him.

INT. DIVORCE WORKSHOP - NIGHT

Christmas is an enemy in this room -- a bullet to be bitten. The men of the workshop have put up a brave but particularly inept attempt to embrace the holiday season. A scrungy two-foot tree stands on the table with some half-assed decorations. Somebody has tacked up a red tennis sock with two strands of tinsel around the ankle ribbing. And there sit the men in their circle of metal folding chairs. A bowl of potato chips sit next to some bad dip in a bowl on the floor, two large bottles of wine and a stack of inverted paper cups next to that. They are a wretched lot. They silently take turns on the dip, moving the bowl with their feet from one to the other, avoiding contact until Everett breaks the silence.

EVERETT

Ho ho ho.

DAN

Look, I don't exactly expect thanks for arranging this party, but I'd love to see what you could do for five dollars a man.

The door opens and Potter enters in a minor state of frenzy. His entrance is a welcome one, a current of life passing through the room as they ad-lib welcomes to him. Paul alone evidences concern.

POTTER

I'm sorry to interrupt.

EVERETT

It's okay. We were just comparing our worst Christmases.

BARRY

(to Potter)

I'm the only one where this is
my worst one.

Potter moves next to Paul.

POTTER

(firmly)

Paul, I need your help. I'm sorry
to pull you away from the party, but
I need a lift and...

The idea of being free from this room at this time of year is
a siren call to the men.

EVERETT

I can give you a lift.

LARRY

I'm free all night...

JERRY

We could all pile into my car and...

DAN

One week's notice -- five dollars
a man and they expect the Mardi Gras.

PAUL

(finally, to the others)

He asked me.

(to Potter)

You want to leave now?

POTTER

Yeah. Right now, if it's okay.

PAUL

Sure. What a great Christmas.

They start to move out the door. Paul opens it. Potter realizes
this is his last time in this room.

POTTER

Good knowing you guys.

Larry is the only one who can articulate a reply, the rest
stare down at their dip.

LARRY

Same here, Phil. You look like you
feel great.

POTTER
(reflecting)
Yeah. I guess I do.

BARRY
What's your secret?

POTTER
(grinning)
Nothing special.

PAUL
Marilyn?

Potter nods. Paul beams at him as Potter nods in final farewell and they move quickly through the open door. Potter pauses to give a gift to the other men before exiting.

POTTER
Why don't you invite them in?

INT. WAITING ROOM

The women sitting awaiting their turn. They are dressed up for this small holiday party. Their spirits are no better than their male counterparts, but they are going to eat better. They hold various platters of cold cuts, and plates. They look sadly on as Potter exits past them, flush with an excitement they have almost given up on in their own lives. With Potter's final exit of the waiting room the atmosphere suffers a remarkable alteration -- it sinks even lower.

WOMEN'S POV

Potter has left the door to the meeting room open -- Larry and Barry can be seen through the portal. They are looking at the women. Larry in particular eyes the angry woman he has battled silently at the conclusion of each workshop. He now calls out to her.

LARRY
Hi, I'm Larry.

She nods. The timid woman next to her smiles. Larry rises and walks to the open door.

LARRY
We're not into anything here. Maybe you want to come in early and share the room.

ANGRY WOMAN
Thank you. We're fine.

A beat. Larry is defeated, but still standing there.

The angry woman looks again at Larry, then rises with her platter of food. Leading the way, she walks toward Larry, the other women following her lead. As they pass by Larry:

ANGRY WOMAN

(to Larry)

My name's Stephanie.

She softens -- they look at each other for a beat -- God bless them. Larry smiles -- she smiles back.

LARRY

Merry Christmas, Stephanie.

The other women carry their bounty inside.

EXT. SMALL FURNITURE STORE - NIGHT

Paul and Potter carry a sofa toward the street. They speak to each other from opposite ends.

PAUL

But if she hasn't talked to you yet...

POTTER

This will be a big thing to her -- me buying this..

As they heft it into the back of Paul's exterminator's van -- the large bug bobbing, some Christmas bulbs dangling from its neck as part of the exterminator company's homage to Christmas. They slam the door.

INT. TRUCK'S CAB - NIGHT

Potter jumpy with impatience as they move through traffic heavy with last minute shoppers. Paul is worried about him.

PAUL

You don't even know if she'll be there.

POTTER

Marva says she goes to all his practice sessions.

PAUL
(anguished)
But she didn't give you any sign
that she was even willing to
listen to you.

POTTER
The sofa's going to mean a lot.
I know her. When I tell her about
the sofa, it will be okay.

PAUL
(still anguished)
How can you be so sure?

POTTER
I'm not.

A beat, then Paul, tears welling, emotion on the verge of
overcoming him, turns to Potter.

PAUL
I know. It's not easy out here.
It's hard to find anything you can
really count on. But one thing you
can be sure of -- you don't have
to worry about a bug, rat or
roach as long as you live.

EXT. BOSTON GARDEN - NIGHT

The home of the Boston Celtics -- now dark and silent as Potter
and Paul dash toward the entrance.

INT. BOSTON GARDEN - NIGHT

They have entered at the top of the arena -- down below are the
echoing sounds of a Celtics' scrimmage. There are just a few
people in the stands, friends of the players waiting for them,
sitting in a cluster not far from Potter. But across the arena
Marilyn sits alone. From their vantage point she is little
more than a speck.

POTTER
(pointing at her)
That's her.

PAUL
She's beautiful.

POTTER
Yeah, isn't she.

They begin moving quickly along the back aisle, circling the arena until they arrive at a point some twenty rows above Marilyn. She has not seen them. They move down the aisle toward her. Potter hesitates, quite uncertain now. Paul offers some last minute encouragement.

PAUL

You've got the sofa.

Potter smiles. Paul takes a seat three rows above Marilyn, giving them a measure of privacy. As Potter draws near, the practice breaks up, the Celtics moving off the court. Morganson calls up to Marilyn.

MORGANSON

Hey, sweet stuff...we have a team meeting. If I have anything left, I'll come see you later.

She nods, then turns to leave and sees Potter. She points down at Morganson, who is headed for the dressing room.

MARILYN

That man has written me poems. He has sobbed in my arms. You have to come along when he's doing that.

He moves toward her.

MARILYN (CONT'D)

Uh-uh. I don't want to see you. You've just got to believe me. I'm sorry if it hurts you. You'll always have a special place for me and...

POTTER

You've got to stop that and listen to me.

MARILYN

(sharply)
Why? Tell me, why do I have to-do that?

POTTER

Because we're going past all that stuff.

MARILYN

We are, huh?

POTTER

Yes. And if you can't see that, then I'm wrong about you.

MARILYN
 (reluctantly)
 I can see that...some.

She smiles at her own transparency -- she is allowing herself the first measure of delight that he is back.

POTTER
 Look at you. How could anyone in the world not love you.

MARILYN
 That's always beat the hell out of me.

POTTER
 If I don't get to touch you soon, I may not last.

They embrace with a new freedom. No, not freedom. They embrace with abandon, squeezing each other very hard, emotion flowing as they rock back and forth.

POTTER (CONT'D)
 This...is...the best hug of...
 my...life.

They kiss each others' cheeks.

ANGLE ON PAUL

MARILYN
 I love you. I thank God for you.

Paul, unable to bear any more of his soaring feelings, lets out a loud sound of release.

PAUL
 Whew!

Marilyn looks at him with curiosity. Paul, unable to contain himself, takes this look as permission to join them. He rushes to them, embracing them both. Marilyn isn't sure just what to do, other than pat his head. As she does so:

MARILYN
 Who is he?

POTTER
 He's my exterminator.

Marilyn nods. Arms locked around each other, they move down the stairs toward the deserted basketball court. Paul walks in front of them, but regularly looks back.

MARILYN

I have to ask you this. How was it with Jessica?

POTTER

(thoughtfully)

Well, I think I learned something.

MARILYN

(apprehensively)

What?

POTTER

I know where Costa Rica is.

As they reach the center of the court, Potter, joyful and exuberant, sees a basketball lying on the court. One arm still around Marilyn, he picks up the ball and heaves it with buoyant confidence toward the basket a half court away. As the ball arcs in the air the lights go out in Boston Garden. In this pitch darkness we HEAR the ball finally bounce with no clue as to whether it went through the basket.

POTTER'S VOICE

Two points.

EXT. BOSTON GARDEN - NIGHT

As they approach the van, Marilyn reacting to the strange vehicle. Paul gets behind the wheel. Potter opens the back door so he and Marilyn can ride together. As the door comes open, Marilyn looks inside.

MARILYN

You got the sofa.

POTTER

(realizing)

Oh, yeah. I forgot to tell you.

They climb in and sit on the sofa. Potter closes the van door behind them.

EXT. STREET - NIGHT

The exterminator's truck, it's driver wiping away tears of happiness as he moves through traffic. We HEAR Jessica sing.

JESSICA'S SONG

NOTE: This song has as its theme: give me the single life, no more reaching for permanance, reaching for something that doesn't exist. In other words, it is an ironic counterpoint to this totally committed couple sitting in the back of this absurd truck and not giving a thought to anything else but themselves as we.....

FADE OUT