

W H I T E P A L A C E

screenplay by

TED TALLY

based on the novel by

GLENN SAVAN

Revised 3rd Draft: February 16, 1989

Mirage Productions

&

Double Play Productions

MUSIC AND MAIN TITLES BEGIN

and run their course over the following. We hear the Prelude from Bach's "Suite No. 1 in G Major" for unaccompanied cello.

FADE IN:

EXT. A ST. LOUIS FREEWAY - DUSK

The distinctive Arch in the b.g., as a blue Volvo makes its slow, deliberate way through much faster evening traffic. A stream of cars has stacked up behind the Volvo. One after another they swerve to pass it, some HONKING irritably.

CUT TO:

INT. THE VOLVO - MOVING

Close on the driver, MAX BARON, 27. Max is slender, a little on the short side, very well-groomed in his business suit. A handsome, baby smooth face, but his eyes tell a different story - they are tense, hurt, the eyes of an older man. He grimly ignores the HONKING cars.

CUT TO:

INT. MAX'S APARTMENT - NIGHT

Max, in his underwear, opens his closet and puts away today's suit, to the left ("used") side. On the right side are outfits for the rest of the week: gray or navy suits, shirts and ties, even underwear and socks, each day's ensemble pre-arranged on its own hanger. A stunningly tidy, well-organized closet.

CUT TO:

INT. LIVING ROOM

Max, now in khakis and a Polo shirt, is using a Dustbuster to attack semi-imaginary fuzz on his oriental rug. His living room is handsomely styled, upscale. Max notices, with mild dismay, that the art books on his coffee table are microscopically out of trim. He squares the stack, smiles.

CUT TO:

INT. KITCHEN

Max, in his kitchen, lifts the lid from a cooking pot, then samples the contents with a wooden spoon. He flicks in spice.

CUT TO:

INT. DINING ROOM

Max eats a solo but oddle formal dinner. China, wine, good silver, even a small bunch of flowers and a candle for atmosphere. Facing him, an empty chair. He is sorting and opening a stack of mail. After two envelopes, he looks at...

INSERT - AN INVITATION

to a "Bachelor Party!", in big, goofy print.

MAX

makes a face, setting the card aside. Not a party animal.

CUT TO:

INT. BEDROOM

Max, sitting on his bed in pajamas and bathrobe, is reading a hardbacked copy of The Gulag Archipelago. He sighs, marking his place, then glances at his bedside table.

CLOSE ON A SILVER-FRAMED PHOTOGRAPH

resting there, by his CD player. It's JANEY (ROTH) BARON, 25, a slender, blond, very pretty young woman. She wears formal show-jumping togs, and stands by a horse's neck. A prize ribbon is pinned to her lapel; she smiles happily.

MAX

stares tenderly at this photo, for a long moment. Then he reaches gently to switch off his CD player. As he does so...

FADE TO BLACK.

END MUSIC AND MAIN TITLES.

FADE IN:

EXT. OFFICE BUILDING - LOBBY ENTRANCE - DAY

Max, in suit and tie, and carrying a rented tuxedo in its plastic garment bag, as well as a leather potfolio case, waits impatiently while a security guard unlocks the glass doors. It's early morning; several other employees wait behind Max. He strides in past the guard, nodding.

ROSEMARY (V.O.)

"Dear Sirs: One of your current advertisements shows ragged, dirty children in an evil orphanage - "

CUT TO:

INT. ROSEMARY'S OFFICE - SPINDLER ADVERTISING - DAY

CLOSE ON A TV SET

where a VIDEO is running: dirty-faced Victorian children at a long, dormitory-style dining table.

ROSEMARY (O.S., contd.)

" - refusing to eat their supper because it is not Baumann's Ham..."

The children begin pounding their tin plates angrily on the table, to the consternation of a patrolling, stern-faced headmaster. All very Oliver Twist.

Rosemary's legs cross and re-cross the TV image as she paces.

ROSEMARY (O.S., contd.)

"While I believe myself to have an excellent 'funny bone' - that's a nice touch - "I find this particular commercial to be appallingly tasteless and insensitive - "

MAX

in a plush leather chair, is watching the video with an incredulous smile. He turns to look at

ROSEMARY POWERS

who is 44, small, very thin. She has a freckled roguish face that lights up as she reads from the letter she's holding.

ROSEMARY (contd.)

" - a cruel insult to the hardworking child care and social service professionals of this great state." And yadda yadda.

(She lowers the letter)

He goes on to threaten a boycott against Baumann's Hams.

Max, upset, snaps off the video by remote control.

MAX

Rosemary, it's one lousy complaint! Out of - what? - half a million viewers. Who the hell does this guy think he is?

ROSEMARY

He thinks he's -
 (glances at the letterhead)
 the "Assistant Director, Missouri State
 Division of Foster Care."

MAX

Ouch.

ROSEMARY

Lou Baumann is very upset, Max. I
 should've caught this myself... I'm
 pulling the ad.

MAX

But Rosemary, it works! It's funny!

ROSEMARY

I'm pulling the ad. You'll have to come
 up with a new campaign, Max. Lose the
 irony and let's get back to basics.

MAX

In other words, cover our ass.

ROSEMARY

(gently but firmly)
 In other words, good advertising.

CUT TO:

INT. OFFICE BUILDING CORRIDOR - NIGHT

A cleaning lady pushes her bucket and mop along the linoleum.
 Rosemary emerges from her office, turns off her light, and
 comes down the hall carrying her overstuffed briefcase. She
 pauses, looking through a partition at -

MAX

still typing away in his cubicle, with furious concentration.
 His rented tuxedo hangs in its bag behind his desk.

ROSEMARY

smiles, shakes her head appreciatively, continues on.

CUT TO:

INT. HOTEL SUITE - NIGHT

A HALF-NAKED YOUNG STRIPPER

is doing a bump & grind while standing, rather unsteadily, on a couch. She wears what's left of a "police" uniform. ROCK MUSIC belts from a ghetto blaster, on a nearby coffee table.

ELEVEN OR TWELVE YOUNG MEN

about Max's age, all tuxedoed, are sitting or standing in a semi-circle in front of the couch, all WHISTLING and SHOUTING at once. Several have cigars; there's a thick smoke haze in the air. On the furniture and floor are beer cans, liquor bottles, spills, wadded trash.

MAX AND HIS FRIEND LARRY KLUGMAN

are watching the stripper from one side of the room. Larry, 27, is a bit plastered already. Max looks acutely uncomfortable.

KLUGMAN

Max, c'mon, huh? Lighten up!

MAX

I just feel bad for her, that's all.

KLUGMAN

She's very gifted!

THE STRIPPER

peels off her tunic, whirls it around her head, then tosses it aside to CHEERS from the men. On her breasts, cute little badge-shaped pasties. She prances down from the couch, dances over towards...

NEIL HOROWITZ

Max's best and oldest friend. Neil, 28, is seated on an ottoman as guest of honor. He's a hulking grizzly of a man, resplendent in a shocking pink tuxedo. He giggles hysterically as she teases him, jiggling just in front of his face. The others roar happily.

MARV MILLER

29, another friend, enters from the hallway behind them. Tall, curly hair, handsome. He carries a large paper sack which he raises overhead, triumphantly. It bears the logo of the WHITE PALACE hamburger chain.

MILLER

Hey, everybody! White - Palace - burgers!

THE OTHER GUYS

respond at once, shouting enthusiastically.

OTHER GUYS
WHITE... PALAAAAAAACE!!

Immediately they swarm around Miller, pulling the sack from his hands, pawing through it. Everybody's talking loudly, excited AD LIBS, drunken LAUGHTER, ribbing. A magically large number of little hamburger boxes appear from the carton, like clowns from a circus car, and get passed around.

THE STRIPPER

so abruptly deserted, hesitates for a few moments in confusion. Then she gamely continues her bump-and-grind, but with less enthusiasm than before. She looks sad and lonely.

MAX

watching her, decides this is really more than he can take. He grabs a glass of champagne, then crosses to the ghetto blaster, turning DOWN the rock music.

MAX

Hey, guys - guys! A toast! To Horowitz...

HOROWITZ

surrounded by other guys, is wolfing down a burger. He grins appreciatively at Max.

ON MAX AGAIN

as he raises his glass.

MAX (contd.)

Who I love - well... who I love better than any person I know.

This remark is greeted by HOOTS, CATCALLS, and KISSY SOUNDS.

BEHIND MAX, THE STRIPPER

shrugs, sits down on the couch. She slips her tunic back over her shoulders, fixes herself a drink.

MAX (contd.)

Okay, okay!... To Neil Horowitz - the world's most reluctant husband-to-be. It took him 24 years to get laid -

(LAUGHTER at this)

- and 28 years to get engaged - but now I'll just bet that his happiness will last for the rest of his life. He's sure got it coming... L'chayam!

HOROWITZ

grins fondly at Max, nods his thanks as this toast draws APPLAUSE, WHISTLING, FOOT-STOMPING, and AD LIBS of approval. But Miller, fishing around inside the sack, has made an unhappy discovery.

MILLER

Hey! Some of these boxes are empty!

The others react, AD LIBS of disappointment. Max frowns.

HOROWITZ

Awww. You're kidding.

MILLER

Sonofabitch! Look at this... Like, five - no, six of them!

KLUGMAN

Are you sure?

MILLER

Positive! Those fuckers at White Palace shorted us by six whole burgers.

MAX

(to Horowitz)

It's your money, Neil. You've been cheated.

HOROWITZ

(searching through sack, sadly)

Yeah, and I'm starving.

MAX

Well, what're we gonna do about it?

HOROWITZ

What d'you mean?

MAX

Shouldn't we send somebody back out there and get this straightened out?

HOROWITZ

(surprised)

Max, I'm having a bachelor party, for chrissakes. I'm not gonna suddenly get in my car and go -

MAX

(agitated)

But you've been cheated! We all have!
(glancing around)

MAX

(contd.)
Doesn't anybody give a damn about
principles anymore?

KLUGMAN

Are you kidding? I'm a lawyer.

There's LAUGHTER at this, but Max is surprisingly angry.

MAX

Well that's great. That's just a typical,
lousy, passive St. Louis attitude! If
somebody gets shafted in - in New York
or somewhere - they'd have both hands
around your throat before you could even
blink! But not here, no sir!

HOROWITZ

Max, what the hell are you talking about?

MAX

(almost livid)
I'm talking about how nobody in this
goddamn hick town has the imagination
to even know when they're getting
crapped on!

The other guys are amazed by this overreaction. Max glances at...

THE STRIPPER

who lowers her glass, staring at him in frank appraisal.

MAX

is momentarily disconcerted, but quickly grabs the hamburger
sack, examining the stapled receipt.

MAX (contd.)

Where the hell are these from...?
Corner of Grand and Gravois. Okay!
Be back as soon as I can.

Stuffing empty boxes into the sack, he heads for the door.
Horowitz follows him, upset.

HOROWITZ

Max, that's all the way down in Dog-
town... Max - !

But Max leaves without another word, letting the door slam.

An awkward silence follows his exit; the guys look at one another.

CUT TO:

EXT. "WHITE PALACE" RESTAURANT - PARKING LOT - NIGHT

The gleaming white mock castle of the hamburger joint, lit in a lurid neon glow, looms over its parking lot. A hot, busy, early September night. Distant ROCK MUSIC.

MAX'S BLUE VOLVO EASES INTO A PARKING SPACE

ever so cautiously, stops. He climbs out, reaching back in for his sack. He carefully locks his car door, then strides purposefully towards the restaurant's entrance.

MOVING SHOT - WITH MAX

As he walks through the parking lot, Max passes jacked-up Trans Ams, pickups, rusted-out Impalas with loud RADIOS. Teenagers in dirty denims sit on their hoods and swig beer from paper sacks. We're in heavy redneck country - south St. Louis "Hoosier" heaven - and Max, walking stiffly by in his tuxedo, dreads some challenging insult. But he draws only blunt stares before finally, with relief, reaching the door.

CUT TO:

INT. WHITE PALACE - NIGHT

Inside, more of the same unhealthy-looking, badly dressed Hoosiers. Several waitresses are at work behind the counter. Noisy CHATTER, MUZAK. Max, looking around with distaste, joins a short line.

A FAT, GREASY-HAIRED BIKER

in the next line over stares openmouthed at Max, as if he might be some kind of apparition. Max is half-afraid the man will reach out and touch him. He edges away with as much dignity as he can manage, pretending to study the overhead menu.

WAITRESS (O.S.)

Take your order?

THE IMPATIENT WAITRESS BEHIND THE COUNTER

wears a peaked blue cap, with her long hair piled under it, and a soiled uniform. Her voice is flat, drawling.

MAX

Oh. Hi. Yeah, uh - I have a complaint.
(pause; no response)

MAX

(contd.)

Would you look inside this bag?

He sets it on the counter. She takes a grudging look inside.

WAITRESS

Buncha empties. So?

MAX

(shows receipt)

So, my friends and I are having a little party. And we paid for fifty White Palace burgers. And you only gave us forty-four.

WAITRESS

Honey, how do I know you didn't eat 'em?

MAX

Well - you're just going to have to take my word for it.

WAITRESS

And why should I do that, Fred?

MAX

(puzzled)

"Fred?"

WAITRESS

Fred Astaire.

(gestures impatiently at his tux)

The monkey suit...?

(signals to the next customer)

Next, please! Step up.

MAX

Look - if you won't take my word for it, then just smell one of these boxes! If there was ever a White Palace in there, this box would smell, wouldn't it?

WAITRESS

(laughs)

Fred, when you been workin' here as long as I have, the whole world smells. Now beat it.

MAX

(annoyed)

What's your name? I demand to see your manager. You've been extremely rude to me.

She stares at him with something like hatred. Finally she punches her register, hands him money.

WAITRESS

Your refund. Sir.

MAX

It's too much... You gave me a dollar too much.

WAITRESS

Buy yourself a new cane, Fred.

(a sweet smile)

Then sit on it. Next!

Max glares back at her.

HOROWITZ (V.O.)

Okay, guys, guys - can we stop, already?

CUT TO:

INT. HOTEL SUITE - NIGHT (SEMI-DARKNESS)

CLOSE ON A SLIDE PROJECTION

of Horowitz as a fat thirteen year-old bar-mitzvah boy. The photo is projected against a bare wall of the hotel suite. HOOTS and JEERS greet this unflattering image.

Horowitz himself moves INTO SHOT, eerily lit by the slide. He waves his hands.

HOROWITZ (contd.)

This is sheer blackmail!

More HOOTS and JEERS. He is pelted by assorted leftovers.

KLUGMAN (O.S.)

No chance, bridegroom! Your mom gave me three whole cartons of these things.

HOROWITZ

You're a fucking sadist, Klugman.

LAUGHTER at this, and AD LIBS from the dark: Hey, down in front! Sid down and enjoy the show!, etc.

Horowitz sighs, moves to retake his seat next to Max. The stripper has departed. Max is busy wiping crumbs from the coffee table, brushing them into his palm. The slides continue to CLICK up, in the b.g., to LAUGHTER.

HOROWITZ (contd.)

(mutters)
With friends like this, who needs
groomsmen?

MAX

(an irritated whisper)
I just wish you'd take your refund, Neil.
Christ, I drove all the way back there...

HOROWITZ

Who asked you?
(notices Max's cleaning)
Max, will you stop that? They have maids
in this hotel.
(looking up)
Oh, Jesus - is that Rachel?

ANGLE ON SLIDE PHOTO

of RACHEL FINE, Horowitz's intended, as a plump teenager,
wearing huge sunglasses and a flowered, tent-like dress.

KLUGMAN (O.S.)

Ta-daaaa! Ladies and germs... may I
introduce... the future...Missus...
Neil...Horowitz!

LAUGHTER and CATCALLS.

BACK ON HOROWITZ AND MAX

as Horowitz groans, peeps through his thick fingers.

HOROWITZ

God, she's fat!

MILLER (O.S.)

She's nowhere near as fat as you.

More LAUGHTER at this.

KLUGMAN (O.S.)

Hey, look, Max - there's you!

THE NEW SLIDE

shows a skinny, teenaged Max in a suit and bow tie, hair
slicked back, speaking from a podium. Three other blurry
teenaged boys sit behind him in folding chairs.

HOROWITZ (O.S.)

Oh my God...it's the fucking debate team.

OTHER VOICES (O.S.)
The debate team! - Oh, Christ! -
Can you stand it?, etc.

ANOTHER SLIDE CLICKS INTO VIEW

this one showing a very thin, very pretty teenaged girl, with straight blond hair. It's JANEY (ROTH) BARON, making the V-sign behind the head of the teenaged Max, evidently at a party.

ANGLE ON KLUGMAN

at the projector, as he reacts with surprise to this photo. The others are still drunkenly LAUGHING, TALKING; one or two make WOLF WHISTLES at their first sight of the pretty girl.

KLUGMAN
(under his breath)
Oh shit...

He slaps at the projector to change the slide, but in his haste only manages to jam the tray. He fumbles with it in growing nervousness, cursing softly to himself.

MILLER

weaves to Klugman's side, offering some unsteady aid.

MILLER
(whispers)
How the hell'd that one get in there?

KLUGMAN
I don't know.

VARIOUS ANGLES

as, around the room, the other guys are starting to go quiet, staring at the photo, finally recognizing the face. It's uncanny - like somebody threw a mood switch. Guys stir uneasily, shifting their weight or coughing. Some glance at Max.

ANGLE ON MAX AND HOROWITZ

as Max stares up at the slide. Horowitz shoots him a sidelong appraising glance.

HOROWITZ
Hey, uh, Klugman - you wanna maybe
move on to the next one?

KLUGMAN (O.S.)
I'm trying to!

Max, becoming aware of the others' discomfort, glances about.

MAX
Guys, c'mon, huh? It's an old picture
of Janey. That's all...

He leans closer, staring again at the slide.

MAX'S POV - CLOSE ON THE PHOTO AGAIN

Janey's face, in grainy closeup. Her bright eyes. Her pretty
hair. Her perfect smile...

HOROWITZ (O.S.)
(with an edge)
Klugman, c'mon, huh?

ON KLUGMAN AND MILLER

as Klugman smacks the side of the projector with his fist.

KLUGMAN
(almost panicked)
I'm trying, okay? It's dark as hell
in here - I can't see a goddamn thing!

Miller hurries to the wall nearby, flicks a switch. The room
lights come on.

MAX'S FACE

is rigid, pale, stricken. He is starting to tremble. Horowitz,
beside him, puts a big paw gently on his shoulder.

HOROWITZ
(quietly)
Miller... wouldja mind turning off the
fucking lights?

CUT TO:

EXT. PARKING LOT - A BIT LATER

Horowitz and Max wander in circles, sharing a bottle of Scotch,
and occasionally pausing to lean against a car. A brief silence.

HOROWITZ
Max - I loved Janey, too, you know I
did... and I can understand you cracking
up at a picture of her six months, maybe
even a year after her car wreck. But not
two years, for God's sake... I'm sorry
to tell you this, pal, but - I'm getting
sick and tired of watching you cherish
your fucking grief.

Max stares hard at him, angered.

MAX

Let me ask you this, Neil. Just when is the recommended deadline for guys to stop mourning their wives?

HOROWITZ

Whatever it is, you've passed it!

(beat)

You know who you're turning into? That crazy old woman in Dickens. The one who just sits there in her wedding dress. Miss Hammershammer - whatever the hell her name was.

MAX

Miss Haversham.

HOROWITZ

Yeah, well - that's who you're turning into.

(drinks from the bottle)

When was the last time you had a date?

MAX

What if I told you I wasn't interested in getting laid right now?

He takes the bottle, drinks. Horowitz is incredulous.

HOROWITZ

"Interest in getting laid" is the human condition, for chrissakes!

MAX

This is gonna shock you, Neil. But here it is: I've made a conscious decision to remain celibate for awhile.

HOROWITZ

This ain't celibacy we're talking about. It's necrophilia!

Max shoves the bottle into Horowitz's stomach, more roughly than necessary.

MAX

G'night, Horowitz. Great party.

He starts off quickly towards his car. Horowitz calls after him.

HOROWITZ

Max...! Hey, I'm sorry. Max, wait a minute!

He tries to follow, but can't. He sags dizzily against a car.

HOROWITZ (contd.)

Shit...

CUT TO:

INT. MAX'S CAR - DRIVING - NIGHT

Max is staring angrily ahead through the windshield. On his tape player: MOZART music, very loud.

HIS POV

Neon signs flash by him - strip bars, barbecue joints, a bowling alley. He's driving down a mean street in South St. Louis, driving emotionally with no particular goal.

ONE PARTICULAR SIGN

catches his eye - a spectacularly tall neon figure of a "moonshiner", in classic Li'l Abner garb, above the lettering: COUSIN HUGO'S.

MAX REACTS

slowing down to peer out his side window at this dump. He's still undecided when a HORN sounds sharply behind him. Cursing under his breath, he turns his wheel over sharply, heading into the parking lot.

SOUND UPCUT - a sad COUNTRY-WESTERN lament...

CUT TO:

INT. "COUSIN HUGO'S" BAR & GRILL - NIGHT

MUSIC continues, coming from a jukebox. The songs will change during the course of the scene. We're in a dark, smoky, very crowded, lowdown honky-tonk.

MAX

cautiously surveys the joint from the doorway. He's never been here before. Finally he decides to make his way to...

THE BAR

where he takes a stool. An angry-looking bearded bartender with a Grateful Dead tee-shirt appears.

MAX

Chivas and a splash.

With a lingering glance at the tuxedo, the bartender fixes Max his drink, slides it over. Max sips it, then turns to swivel a glance around the room.

MAX'S POV - MOVING ANGLE

The clientele is heavily bluecollar. Cowboy hats, seed-corn caps, halter-tops, bouffants and denims slide past his view.

AT THE FAR END OF THE BAR - A WOMAN

sits staring at him, bold as a child. Slinky maroon dress, thin shoulders, thick hair piled high, a burning cigarette. She looks somehow familiar.

MAX

hesitates, then raises his glass in a half-salute.

BACK ON THE WOMAN

expressionless, as she slowly stubs out her cigarette, picks her purse up off the bar, and slides off her stool. She walks past Max, wordlessly, almost brushing against him, and disappears into the crowd, in the direction of a "Restrooms" sign, as his eyes follow her.

MAX

turns back towards the bar, frowns. Did he offend her? Then he shrugs: what the hell. He drains his drink, then tries to signal the bartender for another. But Grateful Dead is locked in conversation with a waitress. Suddenly a hand reaches INTO SHOT, taps his shoulder insistently.

WOMAN'S VOICE (O.S.)

Well, hello there!

Max turns, surprised.

IT'S THE WOMAN IN MAROON AGAIN

By now we have recognized her as the White Palace waitress with whom Max quarrelled. But he still can't quite place her.

WOMAN (contd.)

My lord - what a tiny little world!

CUTTING BETWEEN THEM

as Max stares at her, with a cautious smile.

MAX

Is it?

She shifts her weight, a bit girlishly.

WOMAN

Honey, don't you know who I am?

MAX

You're going to have to refresh my memory.

WOMAN

(laughs)

Well, I'll give you a hint, Fred. I ain't Ginger Rogers.

And Max finally recognizes her. He stares at her for a moment, more closely... NORA CROMWELL is 41, but looks younger. An arresting face, yet one that is not conventionally pretty. Something about her almost always feels held back, and yet she radiates a very powerful, even raw sensuality. A woman who's seen hard times, but who just now is playfully, even recklessly, high.

NORA

You gonna invite me to sit down? Or you still p.o.'d at me?

MAX

(hesitates)

Have a seat.

She sits on the next stool over, drops her purse on the bar. She smiles, fishes for a cigarette, lights it.

NORA

Well now, Fred! Isn't this just the strangest thing, runnin' into you again?

MAX

It's strange, all right.

NORA

I guess I owe you some kinda apology, don't I? But see, I had me one helluva rotten day, and you just come in at the wrong time. I'm what you might call short-tempered... Lord, listen at me blabber! That's just my drinks talkin'.

(beat; pointedly)

Vodka tonics.

Max hesitates again. She is so direct, so totally unlike him - and yet... And yet there is this heat about her. He turns to the bartender.

MAX

One vodka tonic, and one Chivas, okay? Make 'em doubles.

She raises an eyebrow, pleased by this thawing.

MAX (contd.)

I guess maybe I owe you an apology, too.
I was pretty rude myself.

NORA

(smiles)

So! How'd you end up in this dump?
Doesn't 'xactly seem like a Fred Astaire
kinda place.

MAX

I don't know. Pure serendipity.

NORA

(slight pause)

Come back in English?

MAX

It means a lucky accident.

NORA

(slyly, teasingly)

Oh? Why "lucky"?

Max colors a bit. The bartender sets their drinks down, moves away. She starts on hers fast, hungrily.

MAX

What, ah - what's your name?

NORA

Why would you wanna know?

MAX

(shrugs)

So I don't have to call you Mildred.

NORA

(grins)

What if my name is Mildred?

MAX

Is it?

NORA

No.

MAX

Then what is it?

She takes a deep drag on her cigarette, lets the smoke roll out of her mouth. She's seen quite a few 40's movies.

Nora. NORA

Nora what? MAX

Just Nora. NORA
(stubs out her cigarette)
What's yours?

Mildred. MAX

(laughs, slapping his arm lightly)
Come on! NORA

Max. Max Baron. MAX

I like that... short and classy. So
how come the monkey suit, Max Baron? NORA

I was at a bachelor party... friend
of mine's getting married. MAX

Yeah...? Are you married? NORA
(He hesitates, shakes his head)
Engaged?
(No response)
You're wearin' a ring.

Max turns away, facing out into the room. Slight pause.

My wife died, a couple years ago. MAX

(surprised) NORA
But honey, you're so young! How old're you?

Twenty-seven. MAX
(pause)
It was a car accident. She was alone...
She was twenty-five.

(genuinely touched) NORA
Well, my lord, that's just - I'm sorry.

NORA

(contd.)

Shit...

(pause)

Lemme get the next round.

MAX

No, it's okay. My treat tonight.

He signals the bartender. There is a silence, while she searches for a way of changing the subject.

NORA

You know... you look a little like Tony Curtis. You know that picture, Some Like It Hot? With Marilyn Monroe...? Well, I don't mean when he had the dress on.

(Max can't help smiling)

You know what I mean. Anybody ever tell you you look a little like Tony Curtis?

MAX

No. Not really. But my wife used to -
(catches himself, stops)

People used to tease me and say I look sort of like a Ken doll. You know - Ken and Barbie?

(He grins shyly)

'Cept, of course, that I have a navel.

NORA

Honey, I bet you got all the rest of it, too.

She hoots with laughter. He shifts uneasily, glancing at the bartender, who is just setting down their new round. The bartender gives Max a faint smile, then moves away. Max rises.

MAX

Look, it's been great meeting you, Nora - Whatever-Your-Last-Name is. But I've really gotta -

NORA

Oh, you can't leave yet. We just got these!
(sees his hesitation)

C'mon, stay. Stay just a little while...
C'mon - we'll sit right over there, get more comfy. What d'you say?

(pause)

Honey, I won't bite you!

Before he can object again, she takes his arm firmly, leads him over towards an empty table nearby. She sways a bit as

she walks. By now Max is a little loaded, too.

ANGLE ON THE TABLE

with its oilcloth, ketchup bottle, cheap plastic ashtray. Max puts down their drinks, and they both sit:

NORA

So! What do you do, Max?

MAX

I work for an ad agency. Spindler Advertising? I write copy there. And before that I taught high school English.

NORA

You mean, like, TV commercials?

(He nods. She's impressed)

Well, what d'you know! Hey, you ever wrote any I might've seen?

MAX

(modestly)

Well... there's one out now for Baumann's Hams. Bunch of starving kids in an orphanage? That one's mine.

NORA

(face falling a bit)

Oh.

MAX

What...?

NORA

Well, it's just - that one's so sad.

MAX

It's supposed to be funny. It's very funny.

NORA

What's so funny about goin' hungry?

She's sees that he's a bit hurt over this, and quickly tries to lighten the mood.

NORA (contd.)

Hey, Max, y'know what? This is great! This is almost like meetin' somebody famous! Just wait'll I tell all the girls at Shit City.

(off his puzzled look)

Oh - that's what we call White Palace.

MAX

Ah!

(pause)

So, so - you haven't told me anything about yourself, yet.

NORA

(shrugs)

What's there to tell?

MAX

Well... Are you married?

NORA

Shoot. You think I'd be sittin' here with you if I was?

MAX

I have no idea.

NORA

Then you don't know me very well.

MAX

I don't know you at all.

(beat)

So I guess - you're not married?

She lights another cigarette, blows smoke.

NORA

(coily)

Maybe I'm just not sayin'.

MAX

(becoming irritated)

Let me get this straight. You might be married, or you might not, and you have a last name, but you won't tell me what it is.

(She looks back at him evenly)

D'you have any children? Or do you have them and not have them at the same time?

NORA

How come you're askin' me all these pushy questions?

MAX

How come you're not answering any of them? What is this, classified information?

NORA
 (slight pause)
 What kind of soap did your wife like to use, Max?

MAX
 (taken off guard)
 What?

NORA
 That's not such a hard question, is it? Every woman has a particular kind of soap she likes to use. What was your wife's - Ivory? Camay...? Or somethin' fancier.

Max stares at her for a moment, then down at the table.

NORA (contd.)
 Oh, you remember, all right. Don't you? You just don't wanna talk about it. So I guess there's just no tellin' what some folks consider too personal...
 (He colors at this, surprised)
 You wanna know who I am...? You really wanna know? My last name's Cromwell. I was married for fourteen years. Jack and me had us one little boy, Charlie. He died... leukemia. After that, Jack run off. And good fuckin' riddance.
 (pause)
 Satisfied, Max? Now you can go back out to West County an' tell 'em all you met a real live Hoosier.

She stubs out her cigarette. Max stares at her with new respect. But he is also stirred by a new, almost unfamiliar feeling. In spite of himself, this woman arouses him.

MAX
 Hey, I'm sorry...

NORA
 Aw, forget it. Me and my big mouth...
 (a pause, then she smiles)
 Y'know, I'm glad I ran into you here tonight. I'll be damned if I know why, but I like you for some reason. Even if you are kinda hard t'get along with.

She grins, leaning closer to him. A beat.

MAX
 I wish you'd take your hand off my knee.

NORA

Oooh. Just feel you. You're as tense as a little boy about to get a shot.

(She raises her eyebrows)

Don't you like bein' touched?

MAX

I'd just prefer to keep this friendly.

NORA

Honey, that's all I'm being, is friendly.

MAX

(pause; tensely)

Nora, it's - this's got nothing to do with you... Okay? But I've just - lost interest in women since my wife died.

NORA

(suddenly suspicious)

You haven't gone queer, have you?

(He smiles, shakes his head)

Well, don't you like me at all?

MAX

It's not you, Nora! I'm just - not very keen on sex right now.

Her hand goes up to her right ear, begins to twist the tiny earring there - a characteristic gesture of hers in moments of stress. She is deeply embarrassed.

NORA

I think you mean to say you're not very "keen" on me.

MAX

Nora, no! That's not true.

NORA

Well, hell. I guess I was just outta line, thinkin' I could interest a slick young advertisin' man. I guess I was just way outta line!

She struggles, with as much dignity as she can muster, to rise, but is overcome by dizziness. He moves quickly to steady her, eases her back into her seat.

NORA (contd.)

Whoa!... Jesus.

MAX

Take a deep breath... Are you okay?

NORA

Hey. Gotta ask you somethin', Max Baron.
You think maybe I'm too drunk to drive?

MAX

You're too drunk to stand up.

NORA

Well, you think maybe you could gimme
a lift home? Or's that askin' too much?

(sees that he's hesitating)

Just a few blocks, c'mon. Couldn't you
do that much for me - be a real nice
gen'leman, 'n' drive me home?

MAX

Nora - I really don't -

NORA

(playing her ace)

You wouldn't want me t'go an' have a
car wreck, would you?

An innocent grin. Max stares back at her angrily, trapped.
SOUND UPCUT - Eine Kleine Nachtmusik...

CUT TO:

INT. MAX'S CAR - DRIVING - NIGHT

As always, Max is creeping along at his cautious 45 mph. And, as always, a line of irate cars has built up behind him, while others pass, blowing their HORNS. Nora, amused, glances from the passing cars over to Max.

NORA

Not 'xactly Richard Petty, are ya?

Max, scared by his own wooziness, aware of her closeness, clutches the wheel grimly and doesn't respond. She shrugs. She picks up his cassette box, flips through it idly.

NORA (contd.)

You got any Oak Ridge Boys?

Irritated, he grabs the cassette box away from her, tosses it on the floor. Then he TURNS UP the Mozart. She laughs.

CUT TO:

EXT. NORA'S DRIVEWAY - NIGHT (BRIGHT, MOONLIT)

The front of Max's Volvo slams suddenly into a mailbox, with a grinding CRASH. The mailbox, sawed off its wooden post, goes flying, and the car comes to an abrupt stop.

CUT TO:

INT. MAX'S VOLVO

Max and Nora are thrown forward against their seatbelts. Max gasps, badly frightened, and his palms hit the dash. For some reason, though, Nora finds this accident hilarious.

NORA

Whammo! Air mail!

(She laughs hysterically)

Hey! Whatta ya say? Let's back up and hit the neighbors', too!

Max stabs at the cassette buttons, shutting OFF the Mozart.

MAX

(shaken, trembling)

Are you okay?

NORA

Hell, I'm alright. It's your car we gotta worry about.

MAX

You're just lucky I made you put on that seatbelt.

NORA

(falsetto giggles)

Mah he-ro!

CUT TO:

EXT. NORA'S DRIVEWAY

Max gets out, walks unsteadily around to the front of his car to inspect the damage.

THE CAR'S BUMPER

is crumpled on one side, a headlight shattered. Bits of plastic lie all over the driveway, and the mailbox is half-squashed. The sound of the accident has set neighborhood dogs to BARKING.

MAX

groans heavily, backs away from the car, then abruptly, dizzily, sits down on the patchy lawn. He lowers himself onto his back, stares mournfully up at the stars. After a moment, SOUND of a car door slamming.

NORA (O.S.)

Hey! I hope you got insurance.

MAX

(annoyed)
Of course I do! It's illegal to drive
without "in-surance."

Before he knows it, Nora is standing astride him, swaying a bit.

NORA

Honey, it's illegal to drive drunk, too.
(She hoots with laughter)
We got to sober your ass up. C'mon
inside, I'll fix you some coffee...

She steps over him, weaving her way towards her front door,
without waiting for a response. He rolls over on his side,
about to offer some protest, but...

MAX'S POV

She is already opening her front door - it's not even locked -
and disappearing inside. It's a small, one-story tract house,
on a cul-de-sac of depressingly similar ones. An abandoned steel
mill looms overhead. The dogs have been joined by a chorus of
CRICKETS. A hot, airless night.

ANGLE ON MAX

who, after a moment, feels ridiculous, lying all alone out
here. He shakes his head, climbs wearily to his feet, starts
towards the house.

CUT TO:

INT. NORA'S HOUSE - FRONT HALLWAY - NIGHT

Max enters the house, looking for Nora. She's nowhere in
sight. He stops in his tracks, staring appalled at...

THE ALMOST UNBELIEVABLY MESSY FRONT HALL

Nylons, panties, bluejeans, tennis shoes, blouses and bras
lie scattered along the floor.

BACK ON MAX

MAX

(grimacing)
Jesus...
(louder)
Nora...?

NORA (O.S.)

(calling out)
Be there in a minute! Just make
yourself at home!

Max looks around in fascinated disgust. Her suggestion is utterly absurd.

CUT TO:

INT. LIVING ROOM

Max moves in cautiously, like a grunt on patrol in some especially nasty jungle. This room is an even worse disaster. Dirty plates, overflowing ashtrays, balled-up kleenex. Max stops to scrape something off his shoe, then sees...

MAX'S POV - VARIOUS ANGLES

One wall - the only part of the living room that's fairly neat and well-organized - constitutes an amazingly large and varied photographic shrine to MARILYN MONROE. There she is, making love to the camera in as many as three dozen large and small photos, prints, and posters, many of them in cheap frames.

MAX

stares at this amazing assemblage.

MAX

(raising his voice)

Can I ask you something? ...Just what exactly is there between you and Marilyn Monroe?

NORA (O.S.)

I guess she's about my favorite person.

MAX

How come?

NORA (O.S.)

Hell, I don't know... She's just so - tragic an' glamorous an' all. I've seen every one of her movies at least twice.

MAX

(unenlightened)

Ah!

(pause)

How 'bout that coffee?

NORA (O.S.)

(singsong, coquettish)

I'm afrac-ed I got you in here under false pre-tences...

Her voice suddenly sounds much CLOSER. He turns.

NORA

is standing there, smiling at him. She's loosened her thick, gorgeous hair. It tumbles to the small of her back. The effect is startling, quite erotic. She holds up an empty coffee can.

NORA (contd.)

I could've sworn I had me a whole new can of Folger's, but it looks like I was wrong...

(pause)

Can you make it home without coffee?

MAX

I think I'm too trashed.

NORA

(pause)

All right, then... Tell you what. Spend the night out here. That sofa makes a bed.

(He is silent, clearly hesitant)

Honey, what else're you gonna do - walk home?

MAX

(after a long pause)

On one condition, then... You have to promise to be nice.

NORA

(amused)

You mean, no "hanky-panky"?

MAX

I mean, you in your room - and me in mine.

NORA

All right, Max Baron...

(She grins)

I promise to be nice.

FADE TO BLACK.

FADE IN:

INT. NORA'S LIVING ROOM - DAWN

MAX'S FACE - VERY CLOSE

his eyes shut in sleep. Dawn light, filtered through blinds, stripes his features. His head rocks gently against his pillow, as if in attempted escape, and he moans. After several moments, his eyelids flutter open.

MAX'S POV

- an incomplete view, partially BLURRED - of a Marilyn Monroe poster, high on the facing wall, across from the sofa bed.

BLURRY POV DESCENDS, REVEALING NORA -

who kneels at the foot of the sofa bed. We see the top of her head, one bare coppery shoulder and flank, striped by sunlight. Her beautiful hair, which masks her face, fans out across Max's unbuttoned shirt and his bare stomach, and her head - let's face it - is bobbing energetically up and down over his crotch.

BACK ON MAX - CLOSE - FACE TO CHEST

as both eyes pop wide open, and he stares in shock.

MAX

(croaks)

N-Nora!

He quickly starts to sit up, but just as quickly, her strong hands move INTO SHOT, shoving firmly against his chest, pushing him back against the pillow. When he tries to sit up again, she pins his wrists by his sides. He struggles for another moment or two, with decreasing determination, while staring down at her, then he slowly relents.

NEW ANGLE - CLOSE - SIDE VIEW

as his head sags back against the pillow. He is breathing deeply, and his face has broken out with sweat. His eyes squeeze shut for a moment in pleasure, and he moans again. He blinks several times, then stares out into the room. HOLD on Max for several beats as we hear...

MUSIC OVER - Marilyn Monroe singing - her haunting, beautiful rendition of "I'm Through With Love" (by Livingstone/Malneck/Kahn), from Some Like It Hot. The song becomes the ONLY SOUND in the scene.

VERY CLOSE - THEN PULLING AWAY

from the face of the Marilyn poster - the arched eyebrows, the platinum hair, the softly-parted lips, impossibly red. Her expression is somehow seductive and sad, all at once...

CLOSE ON NORA'S HAND

still gripping Max's wrist, by his bare side. Now her fingers relax, slide down over his, and his fingers welcome them. The two hands clasp...

ANGLE ON MAX'S FACE

as he looks down at her, his eyes glazed.

NORA

looks up at him. Her chin rests now just below his navel, and her hair fans out to either side. She smiles wickedly. Her eyes are bloodshot; she wears no makeup.

MAX

reaches his free hand - touches the back of his fingers gently against her cheek.

SIDE VIEW - CLOSE

as Nora slides her face up Max's belly, across his chest, pausing to lick one nipple. Finally she is staring at him face to face. She starts to kiss him, but he hesitates, pulling his head back just slightly. She looks at him. She puts a hand behind his neck and boldly pulls his face to hers, their lips meeting, her tongue moving inside his cheek. After a moment he responds just as passionately to the kiss.

DISSOLVE TO:

THE POSTER MARILYN'S HIPS

thrusting forward, her ass snug in a skintight bathing suit.

ANGLE ON NORA'S HIPS - SIDE VIEW

as they rest over Max's crotch. His hands reach to adjust her position, fingertips pressing deeply into her flesh.

NEW ANGLE - STILL SIDE VIEW

on Nora's body, hips to head, as it rises backwards INTO SHOT; she is now sitting upright, and tosses her hair proudly. Her breasts rise as she arches her back, tilts her face up. She shuts her eyes, begins to rock.

MAX

stares up at her. Then his eyes close again, face straining.

DISSOLVE TO:

THE POSTER MARILYN'S ARCHED BACK

her upward thrusting breasts, in the swimsuit.

MAX'S HAND

grips the edge of the thin sofa mattress. His fingers encounter something shiny - cellophane - and pull it out. It's a half-eaten package of barbecued pork rinds.

MAX

reacts in surprise, looking down at this somewhat unsettling discovery. But then his attention is diverted by something else, and he looks up.

NORA

is swaying in a trancelike rapture, tossing her hair. Her eyes are squeezed shut, her lips move to form meaningless words, noises.

MAX

watches her, awed by her intensity. Then he is caught up in his own ecstasy, his eyes closing, as he tosses aside the package and reaches, pulling her down.

NORA'S FACE

strikes the pillow beside his, twists blindly to find Max's mouth, and they kiss again, a deep, scorching, hungry embrace. HOLD on this... Then, as we hear the final words of the song ("Baby! I'm through with love")...

DISSOLVE TO:

NORA

resting on one elbow as she looks down at Max. A pause.

NORA

(softly)

You're so beautiful, it almost hurts to look at you...

(pause)

You must think I've got some nerve.

MAX

You broke your promise. You said you'd be nice.

NORA

(grins)

And wasn't I?

MAX

(smiles)

Yes. You were very, very nice.

She leans closer to him, kisses his cheek, his ear. He stirs at this, reaching to touch her. She slides one hand down, across his chest and O.S., idly fondling him. She grins.

NORA

Looks to me, Fred, like you're 'bout ready for another waltz.

DISSOLVE TO:

INT. THE LIVING ROOM - DAY

Max, standing by the bed, is pulling up his tuxedo pants. Sunlight on the walls. He loops his suspenders over his bare shoulders, looking down at the sleeping Nora. Then he glances towards the hallway.

CUT TO:

INT. NORA'S BATHROOM - DAY

Max is just zipping up his fly. He starts to flush, then doesn't, afraid of waking her. He looks around the room, which is surprisingly clean. Wrapped soaps, folded towels.

CUT TO:

INT. NORA'S KITCHEN - DAY

An appalling wasteland of filthy dishes, bits of decaying food. Max opens the fridge - an ancient, boxy G.E. - stares at the contents.

A SPARSE, DEPRESSING INVENTORY

Jar of mayonnaise, a stick of butter. Some eggs. Oscar Meyer cold cuts. Cans of beer. A Twinkie and some Ding-Dongs.

MAX REACTS DISTASTEFULLY

and glances back towards the living room. How can she live on this crap? She's a nutritionist's nightmare.

CUT TO:

INT. NORA'S BEDROOM - DAY

HIS POV - MOVING

A fan in the window, clattering... a weedy little backyard, beyond.... clothes strewn over the floor... a double bed with a brown fake-fur quilt. Sitting on the pillows at the head of the bed is

A CHILD'S MONKEY DOLL

It is very old, with worn fur, but has been lovingly repaired many times. The tail is held on by safety pins.

MAX

picks this up, examines it curiously. He glances back in the direction of the living room: was this her dead son's toy? He sits on the edge of the bed, and is startled to find himself sinking and tumbling over backwards. He hastily rights himself, dropping the monkey and jumping up as if bitten. Jesus! Who has a waterbed nowadays? It's still sloshing noisily.

He moves to the night table to open the drawer, hesitates. He glances back towards the living room again. No way to pretend this is anything but out-and-out snooping. What the hell, though. He opens the drawer, peers inside, sees

A SILVERY, GOOD-SIZED VIBRATOR

nestled amidst a clutter of tissues, aspirin, cigarettes.

ANGLE ON MAX

awed, as he stares down at the evil-looking monster. Suddenly, he hears a toilet flushing down the hall. Max jumps up, starts out of the bedroom, rushes back, slams the drawer shut, then scrambles nervously out the door.

CUT TO:

EXT. NORA'S FRONT PORCH - DAY

Max slinks quickly down the hall, past the bathroom, and, without thinking why, steps through the screen door and outside onto the porch. He blinks in the late-morning sunlight, stares towards his damaged car, still halfway on the lawn. After a moment he starts to feel a bit foolish out here, and turns back towards the front door. He stops.

NORA

stands in the doorway, arms folded across a frayed bathrobe.

NORA

(drily)

Looks like you were in such a hurry to leave, you forgot your clothes.

Max turns away, embarrassed.

MAX

No, no, I'm just - getting some air.

He makes a show of stretching, taking in some fresh air, then sits down on the porch edge. After a moment she sits beside him, arms around her knees. They look at the lawn. A silence.

NORA
Your car's a mess, huh?

MAX
Yeah... Your mailbox is totalled.

NORA
Mm-hmm.

Another awkward silence descends. He glances at her. This harsh morning sunlight isn't very flattering.

MAX
Nora - can I ask you something?
(She looks at him)
How old are you?

NORA
(pause)
I'm forty-one. And you're what - twenty-seven? So you're right - that's one helluva spread. Didn't seem to matter last night, though.

MAX
I didn't say it mattered now.

NORA
(sighs)
Well, hell, you already had your test drive. I guess it's only natural you'd wanna look under the hood.
(beat)
Am I ever gonna see you again, Max?

Max doesn't respond. She lets the silence lengthen.

NORA (contd.)
It's a simple enough question...

Max can't face her. He turns away again, staring across the yard, and searches for words.

MAX
Nora - last night - this morning - it was really a wonderful experience for me. And I don't just mean the sex, either - I mean, God! - you are sexy, you're an incredibly sensual person. I do hope you know that...?

Nora is silent. She listens to this performance with a certain grim amusement, letting him twist himself into knots.

MAX (contd.)

But it was also just, just talking to you. Being with you. Because I have to tell you, before last night, I really had my doubts about whether I could ever just - you know, just be with a woman again. But you really resolved those fears, and that's an incredible gift to give somebody. And Nora, I just want you to know that this - this was something I'll always treasure...

Finally, miserably, he's run out of words. She nods once or twice, more to herself than him, before finally looking up at him with a little half-smile of contempt.

NORA

You know, for a minute there, I almost thought you might surprise me.

He stares back at her guiltily.

SOUND UPCUT - office noises, phones ringing, typewriters clattering, muted b.g. conversations...

DISSOLVE TO:

INT. VIDEO EDITING ROOM - SPINDLER ADVERTISING - DAY

Max, in a swivel chair, is talking on a phone. He sits at a console facing half a dozen monitors on which different bits of tape - a commercial in the making - are running. A pair of tape editors, in headsets, are working dials. On the console are legal pads, Magic Markers, cartons of Chinese takeout.

MAX

(into phone)

Mom, I can't talk right now... I've got somebody waiting...

ANOTHER ANGLE

reveals Rosemary, standing at the doorway. She has an armful of manila file folders, and sips a can of diet soda. She also carries a large mock-up of an ad, mounted on cardboard. It shows an actor in Elizabethan garb, contemplating a ham as if it were Yorick's skull; the copy reads: "Baumann's - For the Ham in All of Us!"

MAX (contd.)

I know that, okay...? Mom, believe me, the yortzeit is on my calendar...

Max rolls his eyes, to Rosemary.

MAX

(on phone, contd.)

No, I'll be doing my laundry that day! What d'you think...? Okay, Mom... Yes, at the cemetery... See you there - right - bye!

He hangs up, sighs. He rises, joining Rosemary.

CUT TO:

INT. OFFICE CORRIDOR - MOVING

They walk along towards Max's cubicle, passing other employees.

ROSEMARY

What's a yortzeit?

MAX

(wearily)

The anniversary of Janey's death. My mom likes to plan her hysterics well in advance.

Rosemary smiles. Max gestures to the ad mockup.

MAX (contd.)

So - ? Much better, right?

ROSEMARY

I'm not sure ham brings out the best in you, Max. Think it could be a religious thing?

MAX

Oh very funny, har har. You don't like it?

ROSEMARY

Lou Baumann is scared of you, Max. The trouble is, he's never read a book. And he thinks you've read all of them.

(beat)

I'm thinking of putting Eddie Lapodiak on the Baumann's account.

Max glances around, upset. He lowers his voice.

MAX

Eddie? Eddie is fifty million years old. He's the most boring writer you've got!

(urgently)

Rosemary, listen - just give me another shot. I can beat this account. Eddie? C'mon! I'd be laughed out of the building.

They reach Max's cubicle, pausing. She hands him the mockup.

ROSEMARY

(quite serious)

Okay, Max. Try again. But remember -
too lowbrow is not lowbrow enough.

MAX

I'll drag my knuckles. I swear.

She laughs, shaking her head, goes on down the corridor.

MAX (contd.)

(under his breath)

Eddie... Christ.

CUT TO:

INT. MAX'S CUBICLE

Max tosses the mockup into a corner, disgusted. Then he sits at his desk, pops a cassette into his portable tape player, switches it ON - we hear Mozart's "Divertimento in D Major" - and selects a fresh legal pad and Magic Marker. But before he can get down to work, he feels compelled, as if drawn by a magnet, to look at -

HIS PHONE BOOK

sitting over on the far end of the desk.

BACK ON MAX

as he glances out through his cubicle's window, a bit guiltily. Then he reaches for the phone book, cautiously, as if it might bite him. He flips through it until he finds an ad in the yellow pages.

CLOSE ON THE PHONE BOOK

A White Palace ad, with the familiar logo, and below that, a listing of all the local franchises' addresses and numbers.

ON MAX AGAIN

as he stares at this ad. He hesitates, then uncaps his magic marker, circles one of the phone numbers. After a few more moments of hesitation, he reaches for his phone, starts dialing, then abruptly has a change of heart, hangs up. He looks at the phone uncertainly. ~

Interrupt Mozart MUSIC, as we -

CUT TO:

EXT. NORA'S FRONT PORCH - LATE AFTERNOON

The door opens, and Nora looks out, reacting with surprise.

NORA

Well, well... I didn't expect to ever see you again.

NEW ANGLE

reveals Max standing on her porch, balancing in his arms an awesome burden of hardware items: a shiny new aluminum mailbox, wooden post, posthole digger, and a bag of cement mix.

MAX

(nervous, a bit out of breath)
I, ah - I got to feeling sort of bad about your mailbox. So I thought - you know - it's only fair that I buy you a new one.

NORA

Lord, Max, what'd you do - empty the hardware store?

MAX

I believe in having the right equipment for the right job.

NORA

(innocently)
Oh, so do I, Max. So do I.

Max squares his load manfully.

MAX

Nora, before I get started on this, I just want to make one thing clear. All I'm doing is replacing your mailbox... Okay? That's all. So please don't get the idea this means... anything else.

She smiles at him knowingly. Her hair is down. She's wearing patched jeans and an old sweatshirt. She looks fantastic.

Suddenly he drops his entire armload to one side, with a loud CLATTER, grabs her, and kisses her passionately. His momentum carries them both backwards, Nora laughing, into her house.

Restore Mozart MUSIC, louder, continue it, as we -

CUT TO:

INT. SPINDLER ADVERTISING - CONFERENCE ROOM - DAY

A morning staff meeting is in progress, Rosemary sitting at the head of a long table, presiding over nine or ten ad writers and account execs. Max rushes in, breathless, his suit somewhat disarrayed, and takes the lone remaining chair. Rosemary notes his late arrival with concern.

CUT TO:

INT. MAX'S APARTMENT - LIVING ROOM - DAY

CLOSE ON an engraved invitation, held in Max's hand, to the wedding of his friend Horowitz. At the bottom, a sloppy post-script has been inked: "Bring a date, putz!"

MAX

replaces this card on a shelf of his wall unit, propping it next to a framed photo of Janey. He stares from the invitation to Janey's face, feeling troubled and guilty.

CUT TO:

INT./EXT. - MAX'S VOLVO - MOVING SHOTS - NIGHT

Nora is all over Max - laughing, kissing him, arms locked around his neck as he tries to steer. He peeks in alarm at

HIS SPEEDOMETER

which is rising with dizzying quickness from 70 to 75.

LONG SHOT - MAX'S VOLVO

weaving erratically through heavy traffic along the Mississippi riverbank. The Gateway Arch, floodlit, soars up triumphantly in the background.

CUT TO:

INT. MAX'S OFFICE - DAY

Max is sprawled over his desk, sound asleep, his head resting on a Baumann's Ham.

ROSEMARY

stands in the hallway frowning in at him through the partition.

CUT TO:

EXT. WHITE PALACE - DAY

Nora, in her uniform, peers cautiously out the door of the women's bathroom, on the side of the building. Seeing that the coast is clear, she turns back, nods. Then she exits the bathroom. A moment later Max follows, still zipping his fly.

The Mozart MUSIC abruptly stops, and we hear -

ROSEMARY (V.O.)
Care for a treat, Max...?

CUT TO:

INT. ROSEMARY'S OFFICE - SPINDLER ADVERTISING - DAY

CLOSE ON MAX

sitting in a chair, looking as tense as a little boy called to the principal's office - and also looking, by his standards, haggard and unkempt.

ROSEMARY

leans INTO SHOT, close by his head, holding a big bowl filled with sweets. Max looks back warily, through red-rimmed eyes.

ROSEMARY (contd.)
Try one of the amaretto macaroons.

MAX
No thanks, Rosemary. Just had lunch.

ROSEMARY
(smiles mysteriously)
Did you.

She straightens his tie, smoothes down an errant collar tip.

MAX
Rosemary, why - why is your door shut?

ROSEMARY
(cheerfully)
Well, we don't want the whole office to hear you getting fired, do we?

MAX
(surprised)
Fired? -

ROSEMARY
Or promoted.

MAX

I don't understand... If this is about Baumann's, I'm doing a great new -

ROSEMARY

(grimly)

This is not about Baumann's Hams.

She circles her curved rosewood desk and sinks into a deep leather armchair. She pops a chocolate into her mouth, puts her stockinged feet up on the desk.

ROSEMARY (contd.)

Max, when my best young copywriter - who I personally rescued from a lifetime of teaching Silas Marner to pimply throwbacks -

MAX

Rosemary -

ROSEMARY

When my best, I say, but also most straight-arrow young workaholic - starts dragging himself in here an hour late every morning - ninety minutes late from lunch today - it can only mean one thing. And Max, darling, though I love and cherish you as I do very few members of your loathsome sex - if you've started looking for a new job - your ass is outta here.

MAX

(very upset)

Rosemary, you taught me everything I know about the business. I'd have to be out of my mind to be interviewing at other agencies! I love this place!

ROSEMARY

Agreed... Which is why, if you have a good explanation, I've decided you need more scope. So, I'm taking you off Baumann's and promoting you to our biggest account. As of today.

MAX

(surprised)

Fidelity Federal?

ROSEMARY

Not solo. You'd be working with me.

(beat)

Unless, of course, I fire you in the next ten seconds... I'm waiting, Max.

MAX

(awkwardly)

Rosemary, this - this isn't fair...! My personal life is my own business. And plenty of your creative guys take long lunch breaks.

ROSEMARY

But not you. Never you.

(sitting up straight)

Max, if you haven't been out job hunting, and you're not snorting drugs somewhere, then I really can't imagine what else you could poss-

She stops herself, stares at him. He blushes, drops his eyes. Suddenly she roars with laughter, and for several moments almost can't catch her breath. She wipes a tear from her eye.

ROSEMARY (contd.)

(still chuckling)

Oh, Max...! Oh lord... I'm getting so stupid in my old age! You're having an affair...?

He hesitates, shrugs sheepishly. She laughs again.

ROSEMARY (contd.)

Well, good for you! ...Okay. Okay, look. You've got the promotion. But Max - from now on, you'll have to do your screwing on your own time. Fidelity Federal Bank is big-leagues... Capiche?

Max grins happily.

CUT TO:

INT. NORA'S FRONT HALLWAY - NIGHT

Max, struggling a bit with a bag of groceries, two bottles of champagne, and the portable cassette player from his office, lets himself in at the door. He is excited.

MAX

(calls out)

Nora...?

NORA (O.S.)
In the kitchen! C'mon back!

MOVING ANGLE

as Max goes down the hall, reaches the kitchen doorway, and stops. His eyes widen in amazement.

NORA

kneeling on the floor with a scrub brush and bucket, looks up at him. The kitchen is spotlessly clean and tidy.

NORA
(grins)
Surprise.

CUT TO:

INT. NORA'S KITCHEN - NIGHT

Nora sits on the counter, sipping champagne from a Star Wars plastic cup and watching while Max breaks eggs into a bowl. Bacon is frying on the stove; a pot of water boiling.

MAX
(laughs)
I'm not gonna be rich, Nora! It's just a nice little promotion.

NORA
Hell, Max, you're rich already.

MAX
Yeah, right.

NORA
(laughs)
I'm real proud of you. C'mere...

She takes a sip of champagne, then kisses him, transferring some to his mouth. The kiss becomes more passionate, and she twines her legs around him, reaching to unzip his fly, but he pushes her hand away. With some difficulty, he separates his lips from hers.

MAX
Nora, wait - wait a second!

NORA
(still nuzzling his neck)
What's the matter?

MAX

Just - just - d'you realize we've hardly said a hundred words in the last week...? I think we should try to learn how to have a conversation, for a change. You know, just talk to each other, once in awhile. Don't you?

NORA

(still nuzzling)
Talk about what?

MAX

I don't know. Anything! Like - like food.

NORA

(smiles, still nuzzling)
Sure, Max. Talk about food.

MAX

Okay, well - for instance - this dish I'm making for you tonight. It's called "Spaghetti Carbonara."

NORA

Never heard of it.

MAX

It's great! It's Italian.

NORA

(finally releasing him)
Well, I figured out that much from the spaghetti part.

MAX

See? Now we're having a real conversation. This is great!
(beat)
Isn't this great...?

NORA

Myself, I like pizza. That's the greatest food your people ever invented.

He stares at her, amazed, then bursts into laughter. She smiles, puzzled, wanting to share the joke.

NORA (contd.)

What...? What's so funny?

MAX

Nora, I'm Jewish! You didn't know that?

NORA
 (staring, amazed)
 You're kidding!

Her surprise is so complete, so comical, that he laughs all the harder. She's laughing by now, too, good-naturedly.

MAX
 (gasping for air)
 Does - does that bother you?

NORA
 Hell, no. But I always thought you were Italian!

And then he's totally gone - almost weeping. She slaps his shoulder, teasingly, laughing with him.

CUT TO:

INT. NORA'S LIVING ROOM - NIGHT

They sit by candlelight, rather self-consciously, at her best table. Max eats, Nora drinks champagne. There is a long silence, broken only by the sound of VIVALDI music from Max's cassette player.

NORA
 (finally)
 You mind if I change this?

MAX
 (annoyed)
 Nora, this is The Four Seasons, by Vivaldi. Nobody dislikes this. This is only -

NORA
 (overlaps him)
 " - one of the most significant pieces of music ever written," I know. But it's givin' me a headache.

MAX
 (disappointed)
 Sure. Fine.

NORA
 Thanks.

She goes to the player, punches off Max's tape and spins the A.M. dial till she finds, at low volume, a C&W station. Max glances unhappily towards her plate.

NORA'S FOOD

is hardly touched. She seems to have eaten only garlic bread and some salad.

NORA (O.S., contd.)

You know - this was really awful
sweet of you. Thanks for goin' to
all this trouble.

ANGLE ON NORA

as she faces away from him shyly.

NORA (contd.)

I want to tell you somethin', Max...
This may sound corny, but - you're
the nicest man I've ever been with. I
know we've only known each other a
real short while, but -

(She turns, looks at him)

I just want you to know I think you're
sweet and thoughtful. You're a - well,
you're a real gentleman.

(beat)

'Course, you might turn out to be a
rotten son of a bitch just like all
the rest of 'em... But for right now,
I'm just glad I met you.

(pause)

D'you know - this is the first time
any man's ever cooked for me?

MAX

You're kidding. Your husband never - ?

NORA

Oh, barbecuing, maybe, but - not like
this... This was so kind, Max. It made me
feel... it made me feel pretty.

He looks at her, deeply touched.

CUT TO:

INT. NORA'S KITCHEN - NIGHT

Nora is at the sink, washing dishes. She hands them to Max
for drying. A brief silence as they work.

NORA

(quietly)

You used to cook like that for Janey,

NORA

(contd.)
 too, didn't you?
 (He doesn't answer)
 Eat that food... listen to that music?

MAX

Sometimes.

NORA

(shakes her head)
 A lot.
 (pause)
 I can't ever be her, Max. Just so's you
 remember that. I can't ever be fancy
 like she was.

(He doesn't respond)

I can't even - I can't ever have another
 child, either... You deserve to know that.
 After Charlie was born, they gave me a
 hysterectomy... People like Janey, they're
 just naturally lucky, all their lives.
 People like me - well, we just gotta work
 a little harder for it.

MAX

Lucky...? Nora - she died when she was
 twenty-five years old.

NORA

But first she married you.

She looks at him searchingly - a long beat - and finally Max,
 somewhat discomfitted, changes the subject.

MAX

Hey. Gotta surprise for you.

NORA

What?
 (He grins, won't tell)
 Max, c'mon, what?

MAX

If I tell you, it's not a surprise.

NORA

(splashes water at him)
 Max! I hate surprises!

MAX

Okay! God...
 (beat; he grins)
 Guess what's playing at the Tivoli?

CUT TO:

EXT. "TIVOLI" MOVIE THEATRE - SIDEWALK - NIGHT

A handsome old revival house. The marquee reads "Some Like It Hot/Marilyn Monroe/Tony Curtis/Jack Lemmon."

MAX AND NORA

are just emerging with the rest of the animated late-night audience. Max is finishing a box of popcorn as they pause to look at the black & white stills by the ticket booth.

NORA

(very excited, animated)

She was a regular holy terror when they were makin' this movie! She was always two or three hours late, and then she'd keep flubbin' her lines. Y'know that part where she comes in and says -

(imitating Marilyn, breathy)

"It's me, Sugar?" Well, that took, like, forty-seven tries! She kept sayin' stuff like, "It's Sugar, me!" Finally, Billy Wilder had to write it out on a card an' hold it up for her! "It's me, Sugar!"

They both laugh, setting off down the sidewalk. Max slips his arm around her waist, delighted by her enthusiasm.

NORA (contd.)

I mean, the whole time they were shootin' it, the poor woman was so depressed and fucked-up on sleeping pills, she could hardly even walk. And yet every single book I've read on her says it was her greatest performance of all time.

(She stops)

Isn't she somethin', Max? I mean, isn't she just - special?

MAX

(smiles, kissing her cheek)
Yeah. She sure is.

CUT TO:

INT. NORA'S BEDROOM - SEMI-DARKNESS - NIGHT

Nora suddenly sits bolt upright in bed, shrieking and gasping in panic. Max sits up, strokes her shoulders, her face, trying to soothe her.

MAX

It's all right, Nora! It's all right!
It's okay... Just a bad dream...

For several long moments she stares at him wild-eyed, still gasping. He reaches to the bedside table for a glass of water, helps her drink. She drains the glass, finally calming.

MAX (contd.)

What was it? What were you dreaming about...?

NORA

(whispers)
Charlie. My little boy.
(pause)
He was just fourteen, Max. God took an angel.

MAX

I'm sorry, Nora... You've never told me much about him.

NORA

(shakes her head)
I can't. I can't talk about Charlie.
Please - don't ever ask me.

Max hesitates, but finally must accept this.

MAX

I'll get you some more water.

He starts to rise, but she quickly grabs his arm.

NORA

(panicky)
No - ! Don't go.

MAX

I'm here, Nora! I'm here...

She pulls his arms tighter around her, snuggling into him like a child, and staring into the darkness.

NORA

(whispers)
Oh, God, Max...How come you're so good to me?

He looks at her, frightened by her intensity and her need.

EDITH (V.O.)

(loudly)

Oy gevalt! Will you look what they're doing to Janey...?

CUT TO:

EXT. CHESID SHEL EMETH CEMETERY - DAY

MAX AND HIS MOTHER, EDITH

stand looking down at something. Sky behind them, trees. Edith is 56, round and solid, with dyed red curls, too much makeup. Dramatically funereal clothes. Max wears a dark suit, a yarmulka.

EDITH (contd.)

Those caretakers should be shot!

ANGLE ON EDITH

as she kneels by a grave that's in rather sorry shape. Clumps of shin-high weeds rise from the mound. The simple stone reads "JANE ROTH BARON/1962-1987." Edith tugs at the weeds, tossing them aside.

EDITH (contd.)

They promised to fix this. And now just look at the mess... Call themselves Jews...!

(pause)

Two years she's gone from us, Max.
Two years today. God, I miss her!

She fights back tears, a bit theatrically, then returns to her weeding. Max is somber, impassive.

EDITH (contd.)

I don't know why that mother of hers, Mrs. Sara Bigshot Roth, can't keep her own daughter's grave from being such a shtunk...Or at least get out here on time today...! Never mind, Max. We'll start without her.

She rises, panting and red-faced, with two handfuls of grass. She gives one carefully to Max, then sprinkles her clump ceremoniously over the grave.

EDITH (contd.)

Now you throw yours.

MAX

Mom, do you have any idea what this is supposed to mean?

EDITH

It's to show your respect!

Max hesitates, then finally tosses the grass. She removes a worn pamphlet from her purse, but he refuses to take it.

MAX

No. I'm not saying Kaddish.

EDITH

You're the husband! It's Janey's yortzeit!
Who else is gonna say it?

MAX

(a sudden outburst)
I'm sick of these - these pilgrimages!
I'm sick of her death, Mom. Can't you
understand? I'm sick of Janey!

EDITH

(shocked)
Bite your tongue!

SARA (O.S.)

(calls out, from a distance)
Hello, Max...

They turn, surprised.

SARA ROTH

is approaching on a path. Janey's mother is 48, but looks younger. Thin, blonde, with beautiful, patrician features - an unsettling resemblance to her late daughter. She is veiled, wears black, carries a simple bouquet of daisies. Her voice is cool, controlled.

SARA

Hello, Edith... It's good to see
you again.

EDITH

(a bit intimidated)
Hello, Sara.

SARA

Sorry if I've kept you waiting.

She lays her bouquet on the mound, then straightens. She bows her head in a silent prayer, the wind gently stirring her veil. For a long moment, the three of them contemplate the grave. Then Sara finally sighs, looks up at Max.

SARA

Max...?

Max looks at her for a moment, then, reluctantly, at his mother. She offers him the pamphlet once again, but he shakes his head. Instead he recites softly from memory.

MAX

"Yis-gad-dal v'yis-kad-dash sh'meh,
rab-bo..."

The two women join in with him, murmuring in soft unison.

ALL THREE

"B'ol-mo di'v-ro kir'-u-seh v'yam-lich
mal-chu-seh..."

CUT TO:

EXT. CEMETERY PARKING AREA - LATER

The three of them are walking along a grassy fringe, back toward their cars. Max and Sara are several yards ahead of Edith, who pauses now and then, with a connoisseur's relish, to glance at favorite headstones. Between Sara and Max there is a faint but unmistakable frisson of sexuality.

SARA

We've become such strangers, lately,
Max. And we used to talk so often.

(beat)

I miss you.

MAX

I've missed you, too, Sara.

SARA

Let's have lunch, then. Would you like
that?

MAX

Very much.

SARA

Good. How about next Monday...? "Chez
Louis," twelve noon?

MAX

Sure. That would be great.

They've reached her car, a late model Mercedes. Max opens her door for her. She lifts her veil to kiss his cheek, and we get our first bare glimpse of her beautiful face, her sad eyes. Edith is just catching up to them.

SARA

Till Monday, then...

She gives Edith a polite hug.

SARA (contd.)

Edith - so nice to see you again.
Take care.

EDITH

(very sweetly)

Nice to see you, too, Sara.

Sara climbs into her car, and Max shuts the door. She starts the ENGINE, gives them a little wave, and backs out.

MAX AND EDITH

watch her go. He is visibly troubled by this day's whole welter of past associations. Edith is somewhat less moved.

EDITH

(under her breath)

Shtarker...

SOUND UPCUT - the distant beat of a country-western band.

NORA (V.O.)

C'mon, Max! You promised.

MAX (V.O.)

I feel ridiculous.

NORA (V.O.)

You been in a blue funk for two days now!

CUT TO:

EXT. PARKING LOT - NIGHT

Nora, looking great in high-heeled cowgirl boots, tight jeans, and an embroidered western shirt, is standing at the window of Max's Volvo. Max, behind the wheel, looks out at her warily. SOUND is the C&W music, coming from across the parking lot. Other couples are drifting past Max's car.

NORA (contd.)

C'mon! It'll be fun!

Reluctantly, Max climbs out of the car, revealing his own western-style garb: a stiff new red-checked shirt, jeans, a wide belt, boots. He now adds a Cardinals baseball hat.

MAX

(grumbles)

I feel like I'm on Hee Haw.

Nora laughs, takes his arm, leads him towards the music.

CUT TO:

INT. "SOUTH FORK SALOON" - NIGHT

CLOSE ON THE BAND -

guitars, dobro, bass, drums. They're good, and they're really smoking. Get-down, butt-kickin', rockabilly dance music.

OUT AMONG THE DANCERS - NORA

is trying to coax Max into imitating her own graceful, sexy moves - a sort of Texas two-step. He tries to back off, embarrassed, but she laughs, guides him firmly into the dance. At first he isn't very good, but gradually he relaxes into a sort of hopping, scuffling motion that isn't so bad. He laughs along with her, having fun in spite of himself.

VARIOUS ANGLES - MOVING

on Max and Nora as they dance, really throwing themselves into it now, working up a sweat. And as they dance, we also see more of the band and the vast, barn-like, smoke-filled joint, picking out other celebrants: weathered, beer-chugging farmers... giddy teens... grinning old men with lithe young butt-twitching girls... fat middle-aged women with high-stepping cowboys... even threesomes and foursomes dancing together. A series of Hoosier faces that might normally look pinched and mean, but tonight are lit up with simple joy.

A HUGE DRUNK MAN

- balding, bearded, and beer-gutted, wearing overalls and a sloppy tee-shirt, stands at the bar staring fixedly out at the dance floor. He is watching...

NORA'S SEXY DANCING -

an intricate series of struts and twirls, her hair tossed back in laughter, while Max strives to keep pace.

THE HUGE DRUNK

continues to watch, leering a little, until finally -

THE BAND

ends the song, with a big flourish, and the dancers all come to an exhausted halt, applauding. The band bows, starts its break - replaced by Taped C&W MUSIC, a more low-keyed ballad.

MAX AND NORA

make their way back to a table and sit, gratefully retrieving the beers they left there. Nora wipes her face.

NORA
(out of breath)
Whew! That was wild! Bet you never saw anything like that before.

MAX
Sure I have. My Aunt Roz at any given bar mitzvah.

HUGE DRUNK (O.S.)
Hey.

NEW ANGLE

as Max and Nora look up. The Huge Drunk looms above them, swaying slightly. He puts his palms flat on their table, bringing his flushed, belligerent face down close. He winks heavily at Nora, though addressing Max.

HUGE DRUNK (contd.)
I wanna talk to yer lady friend.

NORA
(colors, glancing at Max)
I got nothin' to say to you, mister.
Leave us alone.

HUGE DRUNK
Go gimme a beer.

MAX
(terrified, trying to hide it)
I'm sorry...?

HUGE DRUNK
(louder, finally looking at Max)
You're sorry? What the hell're you sorry for, boy?

Nora reaches to touch Max's arm. The air is suddenly crackling with the possibility of violence, and the couples at nearby tables respond, falling silent, turning to look.

MAX
(clears his throat)
I didn't - I'm just not quite sure
I understood what you said.

NORA
(frightened)
Max - we'll go, okay? Max...?

HUGE DRUNK
I said, why don't you go gimme a
beer? Now!

He slaps his palms on the table; they make a startlingly loud NOISE. More heads turn to watch. Max rises abruptly from his chair, pale but determined, and leans forward till his face is very near the Drunk's.

MAX
(slowly and deliberately)
Why don't you go fuck yourself?

NORA

looks up at Max in utter astonishment. Nothing he's ever said or done has surprised her more than this sudden Clint Eastwood turn. She cuts a frightened glance at the Drunk. The crowd stirs behind her, expecting Max's obliteration.

THE DRUNK

stares at Max, blinking in confusion, swaying a bit.

MAX

stares back at him - outwardly cool, inwardly dying - and out of options. The hush in the room is almost tangible.

WIDER ANGLE

as, finally, the Drunk grins foolishly and goodnatureedly, sticking out his paw.

HUGE DRUNK
Name's Clark. Ah'm drunk.

MAX
I can see that, Clark.

He reaches out cautiously, shakes the giant's hand.

HUGE DRUNK
Buy ya a beer?

CUT TO:

EXT. PARKING LOT - NIGHT

Max and Nora are swaying back towards his car. Max is more than a little drunk himself now; she supports him, looking tense and irritable, as he lets out a whoop of triumph.

MAX
YEEEEEE-HAWWWWWW!!

NORA

Max, hush! You'll get us both arrested.

MAX

Did you see that? Did you fucking see that? Max Baron - bad-ass!

NORA

You scared the hell out of me!

MAX

"Why, howdy there, Clark! Ah'm an ignernt unwashed hoosier jist lack yew, yessir-ree bob!"

NORA

Stop it, Max, that's not funny.

They reach his car. He steadies himself against it, while she unlocks the door, opens it.

MAX

"My mammy 'n pappy had fifteen young'uns, an' we all growed up eatin' moonshine an' dirt! Yeeee-hawwww!"

NORA

I said, stop it!

MAX

"Ah cain't write, and ah cain't read, but ah shore dew like havin' sex with th' farm critters!"

NORA

(sharply, very upset)
Shut up, Max! Just... shut up.

She gets into the car. He stumbles a bit, staring in at her.

MAX

(bewildered)
Nora...? What'd I say?

Angrily she SLAMS her car door.

CUT TO:

INT. MAX'S APARTMENT - FOYER - NIGHT

Max's front door OPENS and Nora looks in, wary and curious. Max, behind her, seems to have sobered in a hurry, but she's still a bit cool.

NORA

Well, well. At long last... the home
of my favorite bad-ass.

MAX

Nora, I said I was sorry. C'mon, will
you please cut me some slack?

NORA

You want some slack?
(puts her arms round his neck)
You want some slack, bad-ass?

MAX

Yeah. I want some slack.

NORA

Earn it.

She pulls his mouth to hers, kisses him roughly. He begins to
respond, and the embrace lengthens...

MUSIC OVER - the Bach Prelude, "Suite No. 1 for Cello."

CUT TO:

INT. MAX'S APARTMENT - LIVING ROOM - LATER

NORA

is walking on a slow tour of this big room, seeing it closely
for the first time. She wears only one of Max's shirts. The
MUSIC is coming from Max's CD player.

HER POV - VARIOUS ANGLES

Max's fireplace... framed posters and prints... a huge Sony
Trinitron and massive bookcases.

NORA

reacts to all she's seeing with a mixture of envy and awe;
this is wealth beyond imagination.

NORA

I thought you said your place
was "modest"...

NEW ANGLE

as Max, in his bathrobe, watches her from his kitchen doorway.
He's pleased that she's so impressed.

MAX

Nora, it's four rooms... It's no big deal..

NORA

(a sarcastic snort)

The hell you say. Looks like Busch Stadium with books.

(after a beat)

Am I makin' you nervous, Max?

MAX

No. I like seeing you here... it's nice.

NORA

Good. 'Cause I like it here, too.

She sinks happily onto his leather sofa, sliding her hands over the skin. She smiles up at him shyly, like a little girl in some forbidding museum.

NORA (contd.)

Hey, Max - can we stay all night?

MAX

(touched)

All night long.

He smiles, returns to the kitchen. She luxuriates on the sofa, leaning over to trail her hand on the oriental rug.

NORA

(raising her voice)

You got a worn-out place on your rug, here. You know that?

CUT TO:

INT. MAX'S KITCHEN

Max is fiddling with his big, expensive cappucino machine, enjoying the elaborate ceremony of measuring and loading the water, milk, and grounds.

MAX

(calling out)

That was there when I bought it.

CUTTING BETWEEN THEM -

- NORA

(surprised)

You paid for it like this?

MAX

(smiles)

Nora, it's an antique! It's supposed to be worn. Gives it character.

NORA

(good-naturedly)

Rich people are crazy...

She rises, crossing languidly to the wall unit. Its shelves hold many framed photographs of Max with Horowitz and other friends. She examines these curiously.

NORA (contd.)

Hey, Max, this fat guy your brother?

MAX

What...? No, those are just pictures of my friends.

NORA

You gonna introduce me to 'em?

Max pauses guiltily, then goes on scooping espresso. A worrisome question, one that's been much on his mind.

MAX

Nora, of course! Really soon... I've just been so busy lately, you know? That Fidelity Federal account...

Nora notices a framed picture that's been stuck in sideways, between two books. She pulls it out, curiously. As it comes out, a card flutters away from it.

CLOSE ON

the framed equestrienne photo of Janey.

NORA

stares at Janey, mesmerized. She has no doubt at all who this is. The shock of the beautiful young face has struck her almost like a physical blow. She starts to tremble.

MAX (O.S., contd.)

Rosemary is really working my butt off. We've got this big presentation next week, so all the artwork is late, of course. And then it always has to be redone at the last second, anyway...

Turning away almost reluctantly from the photo, Nora picks up the fallen card, looks at it.

CLOSE ON THE CARD

in her hand. It's the wedding invitation from Horowitz, with his scrawled "Bring a date" postscript. The day, a Saturday, is also prominent.

IN THE KITCHEN -

Max is just switching on the machine.

MAX (contd.)

(pause)

Nora...? You still there...?

NEW ANGLE ON NORA -

very shaken as she reacts, after a moment, pushing the card back onto the framed photo, then returning both to their hiding place. Why didn't Max want her to see them?

NORA

(softly)

Yeah, Max... I'm here.

CUT TO:

INT. THE KITCHEN

Nora appears in the open doorway, leans against a wall, looking at him. It's a strange look, and after a moment he picks up on it.

MAX

What...?

NORA

My sister called the other day, from New York. Says she'll be passing through St. Louis, on her umpteenth honeymoon, and can she stay over?

MAX

(surprised)

I didn't even know you had a sister.

NORA

Oh, yeah. So - I was hopin' maybe you could come over, this Saturday afternoon - help me clean up?

MAX

(uncomfortably)

God, Nora, I'm sorry. I've got that, uh, one of those brainstorming things I was just telling you about.

MAX
 (contd., as she stares at him)
 You know, a planning session. With
 Rosemary? At the office?

She turns away, twisting her earring, to hide how upset she is.

NORA
 I want to go home now, Max.

MAX
 (confused)
 What's the matter? I thought we were
 staying here tonight.

NORA
 I can't sleep here!
 (more calmly)
 Please, just - take me home. Right now.

She goes quickly back out of the kitchen. Still puzzled by
 her abrupt mood change, he starts after her.

MAX
 Nora - ? What's wrong?

With a violent HISS, espresso begins to stream out of the
 machine, splashing the counter. Cursing under his breath, Max
 turns back, fumbles for a cup to set in place. He jars one
 off the counter, then grabs at it, juggling desperately, but
 it dances out of his reach in mid-air.

CUT TO:

INT. LADUE COUNTRY CLUB - DAY

CLOSE ON

a patent leather male shoe as it comes down - CRACK! - on a
 cloth-wrapped glass.

WIDER ANGLE

as a tuxedoed Neil Horowitz and his bride, the plump and
 happy RACHEL, in her white gown, turn to each other, stand-
 ing beneath a chuppah, and embrace. APPLAUSE from the
 wedding guests, O.S. The rabbi beams.

MAX

the tuxedoed Best Man, is standing next to an attractive
 BRIDESMAID. They glance at one another, smile. He's a good-
 looking single guy, and she seems intrigued.

CUT TO:

EXT. COUNTRY CLUB PATIO - LATER

The wedding combo PLAYS a slow dance in the b.g. Many guests are milling happily, including all the guys from the bachelor party.

MAX

stands by Horowitz, who's chowing down at the buffet table. Rachel approaches, a bit breathless with excitement and intrigue.

RACHEL

There's somebody here who's dying to meet you, Max.

She indicates a direction with her eyes. They look.

THE PRETTY BRIDESMAID

is standing some distance away, in a circle of other girls. She glances in Max's direction, then quickly looks away, feigning nonchalance. She is holding flowers.

RACHEL (O.S., contd.)

Rita Berger. She's single, she's hot, and she just caught my bouquet.

MAX

shifts uncomfortably, turning away as Horowitz grins.

MAX

I don't think so, Rachel.

RACHEL

Why not?

HOROWITZ

I've just been trying to find out where this stranger's been hiding himself these past few weeks. And guess what? Apparently he's seeing somebody!

RACHEL

(surprised and pleased)
Max! There's finally a woman?

HOROWITZ

No, Rachel, a sailor. "Lars." Big, strapping Norwegian guy... I didn't think you'd understand.

RACHEL

I don't believe it! Why didn't you bring her with you?

MAX

(evasive)
She was busy.

HOROWITZ

Who, what, where, and how many times? C'mon, stud, we want the dirt.

MAX

I met her the night of the bachelor party... In a bar, if you really have to know. Okay?

HOROWITZ

What bar?

MAX

(sharply, overreacting)
What does it matter, what bar? She's just this woman I met. Why make such a big fucking deal?

They're both surprised by his anger, and a bit hurt.

MAX (contd.)

I'm sorry... Christ, I just - I'm feeling a little out of place today.

RACHEL

(gently)
Because you miss her, you silly.

HOROWITZ

I don't believe this! I don't fucking believe it! Mister "I-Vant-To-Be-Alone", the Greta Garbo of St. Louis, is going out with some broad for over a month now, and he never even mentions her...?

(beat)

Okay! Look. When Rach and I get back from St. Barts, we're having Thanksgiving at our place. You're coming, and you're gonna bring this mystery bimbo with you.

MAX

Neil, I really don't think -

HOROWITZ

You're bringing her with you! Jesus,
what is this - she's got two heads?

Max looks back at them unhappily: the gulf between him and his old friends already feels so vast.

CUT TO:

EXT. NORA'S FRONT DOOR - NIGHT

Max stands by Nora's door, hesitating. He looks left and right; the house is mysteriously dark and silent. Dogs are BARKING in the distance. Max has changed to jeans, a knit shirt; he carries a bag of Chinese takeout. Finally he pushes open the unlocked door, looks in.

MAX

(calls out)
Nora...?

No response. He goes inside.

CUT TO:

INT. NORA'S KITCHEN - NIGHT (VERY DARK)

Max makes his way cautiously into the kitchen, bumping into the table in the gloom. He curses under his breath.

MAX

Nora...?

He sets his bag down on the counter, reaches for a light switch. It CLICKS uselessly up and down.

MAX

(puzzled, and a bit alarmed)
Nora, where are you...?

Another silence, then her distant voice, very subdued.

NORA (O.S.)

Out here.

CUT TO:

EXT. NORA'S BACKYARD - NIGHT

Max comes to the kitchen's screen door, peers outside.

THE RED GLOW OF A CIGARETTE

arcs up through the darkness, then flares brighter as Nora

drags on it. She is lying on a lawn chair, facing away from him. She hugs the frayed monkey doll tightly to her chest. There's a vodka bottle by her foot.

NORA

Dark enough for you in there?

MAX

What happened?

NORA

'Lectricity's out.

MAX

How come?

NORA

'Cause I didn't pay the bill, that's how come. Three months overdue.

MAX

Oh, Jesus, Nora...

NORA

Poor people are a hoot, ain't they?

MAX

reacts, staring across the little strip of lawn. There is an unfamiliar tone in her voice - hostile and self-pitying. He takes a folded lawn chair from against the house, crosses over.

MAX

Nora, why didn't you say something? I would've given you a - a loan or something.

She turns to look at him for the first time.

NORA

(fiercely)

I don't need your charity or anybody else's. I'm doin' just fine, thank you.

MAX

Oh yeah, this is "doin' fine". "Doin' great" is when they kick you out of your house.

NORA

(abruptly)

Have a nice time at the wedding, Max?

He stares at her, surprised and ashamed.

NORA (contd.)

Yeah, that's right. Think hard. I saw the invite at your apartment.

A long silence. He sets his chair down beside her, sits, trying to collect himself and think of a response.

NORA (contd.)

Why'd you lie to me? Are you goin' out with somebody else...? Some college girl, huh, Max? Somebody young and pretty that likes "Spaghetti Carbonation"?

MAX

(angrily)

There's no other woman, Nora! I almost wish there were, sometimes. Jesus...!

(a pause; then with great intensity)

Everything was so - so clear before I met you. I mean, my life was lousy, but at least it was clear! Everything was in its place... And now nothing is! Some of my oldest friends were at that wedding today, and they looked like strangers to me... I sit at my desk, at work, and I can't even think straight...! I don't know what's happening to me, Nora. All I know is, no woman ever made me feel the way you do. Not even my wife.

NORA

(frightened)

Don't say that. How can you say that?

MAX

It's true! Nora - I love you!

They stare at one another. Max is just as shocked as Nora at his own blurted admission. He struggles for more words, can't find any. She turns away.

NORA

Oh, Jesus, Max... You can't say that. You can't say that to me if you don't really mean it. Words like that can kill a person.

MAX

But I did say it! I do mean it.

NORA

Are you drunk? Are you crazy?

MAX

I don't know what I am, anymore!
Nora, look at me...!

He kneels by her chair, takes her face into his hands and kisses her passionately. She pushes him away, near tears.

MAX (contd.)

I love you! And I know you love me,
too! The hell with everything else.

NORA

Max, if you love me, then why did you
lie to me about this wedding? Why?

MAX

(uneasily)

Nora, look - it's just -

(hesitates)

Have you ever been to a Jewish wedding...? Okay, well, lemme tell you, compared to those yentas, Perry Mason is still in law school! "When's the big day, dear?" "Isn't it about time you two thought about a family, dear?" "And when are you converting, dear?"

NORA

(pause)

Well, hell, every wedding's like that.
Jewish or not.

MAX

(improvising)

I just thought - it's not fair to put you through that, right now. So, so I decided maybe it was better if I didn't even mention the wedding. I know now that was wrong, Nora... I'm sorry. Can you forgive me?

Max has managed to make this sound quite plausible. She looks at him for a long moment, searchingly. She dries her eyes.

NORA

One thing I can't abide is bein' lied to. Hell, I'd rather have a man beat up on me than lie to me. Bruises will heal... I trusted you, Max.

MAX

Nora, I said I was sorry... I said that I love you. I wish you'd say you forgive me.

NORA

I'll forgive you once, Max...

She flips away her cigarette, a curving spark in the darkness. Then she stares at him - wary, tough, irreducibly proud.

NORA (contd.)

But I'll be damned if I forgive you twice.

SOUND UPCUT - typewriters, ringing phones...

CUT TO:

INT. OFFICE BUILDING - CORRIDOR - DAY

Max and Rosemary are walking towards us, from the far end of a very long corridor. Offices on either side. Max, in his best suit, carries a large leather portfolio case under one arm. We hear their talk - brisk, nervous - long before they come near.

ROSEMARY

Her name is Stephanie Deluc. Before she became marketing director for Fidelity Federal, she worked at Ralston Purina, so she's used to dealing with much bigger agencies. Right off the top she's got us pegged as small-time amateurs, Max, so we've really gotta stay on our toes.

MAX

Rosemary, relax. I'll have her eating out of my hand.

ROSEMARY

She's got an MBA from Tulane, and says things like "interface," and "flow chart." She uses the word "impact" as a verb, for chrissakes! A real ballbreaker, Max. And one more thing - this is really weird...

They've finally come to a halt outside a pair of gleaming, massive wooden doors.

ROSEMARY (contd.)

She's got B.O.

MAX

(pause)
Get out.

ROSEMARY

I swear to God. Take a whiff.

Max grins. Rosemary makes a fist, holds it up. He makes a fist, taps hers for solidarity. They open the doors, go in.

CUT TO:

INT. CONFERENCE ROOM - DAY

CLOSE ON STEPHANIE DELUC

as she silently scans Max's portfolio of print material, turning the ad mockups and storyboards one at a time. She's got a prim sort of "no sale" look in her eyes. Mid-30s, blond, with baby doll cuteness and an unexpectedly frilly ensemble. She sits at the head of a long table, with Rosemary and Max to either side.

ANGLE ON ROSEMARY

watching anxiously. She glances across the table at Max.

MAX

wrinkles his nose at her - a "bad smell" look - and grimaces.

ROSEMARY

laughs - a little involuntary snort - and Stephanie glances at her sharply. Rosemary has to cough quickly to cover herself.

BACK ON STEPHANIE

as she turns one or two more pages, then closes the portfolio case dismissively, pushes it away. She steepled her fingers, resting her chin against them.

STEPHANIE

Well! It's not terrible, I suppose.
Apart from a few trite phrases...

MAX

(annoyed)
What "trite phrases"?

STEPHANIE

(smiles, to Rosemary)
Writers! I've never known one yet who wasn't a bit of a prima donna.
(She looks at Max condescendingly)
Oh, it's-clever enough. Cutesy. But in order for my bank to impact a bigger segment of the demographics, we're going to need a much tougher approach.

Max and Rosemary look at one another unhappily. Stephanie

takes a cigarette from an inlaid box on the table, taps it thoughtfully on the lid.

STEPHANIE (contd.)

Fortunately, I've been giving this some consideration myself, and you'll be glad to hear that I've already come up with a much more creative concept...

(She pauses for effect)

"Reality."

She looks back and forth between them, as if expecting applause. They stare at her blankly. Max is growing more irritated by the moment. Rosemary stirs herself, holding her Bic lighter up to Stephanie's cigarette.

ROSEMARY

(tactfully)

"Reality", Stephanie?

STEPHANIE

Do you remember those aspirin commercials that used to run on TV? Tight, sweaty closeups of coal miners and steelworkers, telling us about their throbbing headaches?

(She blows out smoke)

That's the kind of thing I mean. Real people, with real faces - and tough, gritty, hard-punching copy. I call it "Reality Advertising." Try going for something like that.

(pause)

Max? Is there some private joke?

MAX

Ah, no, Stephanie, no. Just sounds like a contradiction in terms - "Reality Advertising." Sort of like "jumbo shrimp."

He attempts a chuckle, but she only stares at him coldly.

STEPHANIE

I suggest you take the time to consider my concept before you mock it.

A tense moment of silence, Max staring at her with almost open loathing, before Rosemary anxiously intercedes.

ROSEMARY

I think, Stephanie, what Max is trying to say is that what worked well for painful headaches may not necessarily lure new customers into your bank.

STEPHANIE

(airily)

I'll leave the details to you. Creativity is what advertising's all about, isn't it?

MAX

(cheerfully)

No, actually, advertising is more like plumbing. You know - just moving shit from one place to another.

Stephanie stares at him, startled. Max smiles innocently. Rosemary is appalled.

CUT TO:

INT. BUILDING LOBBY - DAY

Rosemary and Max - carrying his portfolio - emerge from a crowded elevator. The lobby's full of scurrying Gray Suits.

MAX

You're right. She does have B.O.

ROSEMARY

(grabs his arm, steaming)

Max, what is wrong with you? That's an eight hundred thousand dollar account up there - one-third of our billing!

MAX

No. That's a prize bitch.

(He sees how truly upset she is)
Rosemary, I'm sorry, I just - I've just been a little tense lately.

ROSEMARY

I don't care what your problems are with this, this "Nora." You understand? I don't care anymore! You better goddamn well pull yourself together, Max, and start kissing some ass around here, just like all the rest of us have to.

MAX

I'm sorry, Rosemary! Jesus. I don't know what came over me.

(pause. Genuinely contrite)
I'm sorry...

They stare at one another unhappily.

SOUND UPCUT - muted restaurant noises...

CUT TO:

INT. "CHEZ LOUIS" RESTAURANT - DAY

Plush, upscale, creamily-lit. Max and Sara Roth sit at a banquette. A waiter is just placing their dishes. In the b.g., other lunching couples, the MURMUR of conversations. The waiter leaves. Max is very tense. Sara is troubled, but covers it with her typical coolness and tact.

SARA

How old is she, Max?

MAX

Forty-one.

SARA

(with a slight edge)

Really?

MAX

Sara - I know this must be a little weird for you. But there's no one else I could talk to.

(beat)

Be my friend?

SARA

(pause)

Alright. But you may not like what I have to say.

(Max nods uncomfortably)

You tell me you love her, Max. Are you planning to marry her?

Max is nervously fidgeting with his food, not eating.

MAX

No.

(beat)

Look, she's not another Janey. She never could be!

(shakes his head, glancing around restlessly)

This was crazy...

SARA

Oh nonsense. Janey was a fairly conventional J.A.P. who was wild about horses and shopping. I loved her, Max, and I miss her terribly. But I'm not going to remake her now into some kind of plaster saint.

(leaning forward)

You asked for my advice, alright?

A pause. Max nods, reluctantly.

SARA (contd.)

What do you intend to do about Thanksgiving?

MAX

(very uncomfortably)
I don't know yet.

SARA

Max, if you're ashamed to even introduce this woman to your friends, then what does that say about your relationship? Please! - let me finish.

(pause)

Right now she fills a need for you. She helps you erase the past. But think for just a minute about her feelings. Is it fair for you to build up her expectations like this? I mean - what's she going to do, Max? - join the Ladue Country Club and get a subscription to the opera...?

(He tries again to protest)

She's safe for you, Max! She's a waitress. But how safe are you for her?

Max looks at her coldly, stung. Sara is quickly repentent.

SARA (contd.)

I'm sorry. That was going too far.

MAX

No, no... In fact, everything you say makes perfect sense.

SARA

Does it?

MAX

It makes perfect sense, Sara - except that it's also bullshit.

(very overwrought)

Elegant, tidy, psychobabble bullshit!

Sara glances uneasily towards the nearby tables.

SARA

Please don't rave.

MAX

Let me tell you what this woman is not, okay? She's not Janey turned inside-out. She's not just some - receptacle for my neurosis, and she's not some - some

MAX

(contd.)
category of woman, the way you make
her sound!

A hush is settling over nearby tables; heads are turning this way. Max is so upset he hardly knows what he's saying.

SARA

(whispers)
Max, for God's sake...

MAX

She's got a name, okay? It's Nora! It's Nora that I want, and Nora that I'm scared of, and Nora that pisses me off sometimes, and Nora that I'm ashamed of, too, yeah, I admit it! Nora, okay? Why does there have to be any reason for her? Janey died. I met Nora. Those are your two events. All right? You tell me why they happened!

SARA

Max -

MAX

(his voice breaking)
You tell me why, Sara! Huh? You fucking tell me why! Because they both happened without any reason for happening, and I can't do a goddamned thing about either one of them, and they're both fucking up my life!

Sara, rigidly upright in her chair, stares back at the stricken Max in silence. HOLD on them for a long moment...

JUDY (V.O.)

An advertisin' man! Well, if that isn't something!

DISSOLVE TO:

INT. NORA'S LIVING ROOM - NIGHT

JUDY, Nora's sister, sits on the couch next to a somewhat bemused Max. She has Nora's coloring and Hoosier accents, but is older, late 40s, and much bigger - a sort of broad-shouldered giantess in a shapeless yellow dress. She wears thick glasses which make her eyes appear unnaturally large, and has an aggressively cheerful manner.

JUDY (contd.)

(turning)
Isn't that something, Bob?

ANGLE ON BOB, HER HUSBAND

- stooped, skinny, late 40's, wearing overalls and a pony-tail. An anchor is tattooed on one stringy bicep. He is gawking at the Marilyn Monroe collage. He turns, grinning, and salutes Max with his can of Bud.

BOB

It sure is.
(off the photos)
Hey, is this somebody famous?

BACK ON JUDY AND MAX

- Max looking at Bob incredulously - as she captures his hand in one of her own great paws.

JUDY

Honey, where on earth did she ever find you? It looks to me like Nora's pattern has finally changed. 'Course, I'd have to prepare a chart to be absolutely sure, but I'll just bet you that her moon passed out of Saturn on the very day you two met.

Max grins, finds himself liking her exuberance and eccentricity.

MAX

You think so?

JUDY

It's the only good explanation.

NORA

enters from the kitchen, carrying a tray with mixed drinks. She's tidied up both her house and her person. Judy clearly makes her edgy.

MAX

What's wrong with Saturn?

JUDY

Well there's nothin' wrong with it, it's just a planet. But its influences can be very negative and prolonged. Gloominess, stubbornness, self-pity...

Nora sits, putting her tray down on the coffee table, and immediately starts in on her drink.

NORA

My sister's kind of a gypsy. She reads tea leaves or some damn nonsense.

JUDY
 Oh, listen to her!
 (to Max, with pride)
 I'm an adviser. A professional astro-
 loger... See? There's my card.

She takes a business card from her purse, hands it to Max.

CLOSE ON CARD, IN MAX'S HAND

It reads: "Judy Neidermeyer/Consultations", followed by a NYC address, phone number. A crude design of stars and moons.

JUDY (O.S., contd.)
 You keep that, honey. And if you're ever
 in the Big Apple, why, you just look me up.

WIDER ANGLE

as Bob sits in the remaining armchair, and they all look at one another. A few beats of awkward silence.

JUDY (contd.)
 Well now! It's so good to see you
 again, Nora.

NORA
 (flatly)
 Good to see you, too, Judy.

JUDY
 How long is it...? Not since little
 Charley's funeral?

NORA
 (pause)
 No.

JUDY
 Lord, lord. Hasn't it been a time!

NORA
 Yes.

Another silence. Nora lights a cigarette. Bob sips his beer, still sneaking glances at the Monroe collage. Judy, ever radiant, makes another effort.

JUDY
 Just tell me this, then, Max. When was it
 you were born? I'll need the month and day.

MAX
 1961. August 22nd.

JUDY

A Leo! Of course. And Nora's a Capricorn. Well, honey, no wonder you both get along so well!

(to Nora)

But you know, you still haven't told us just exactly how it was you two met.

NORA

I raped him.

Even Judy, for once, is stilled by this. Bob stares at Nora with his mouth open, beer can poised halfway to his lips. HOLD on them for a beat.

CUT TO:

INT. NORA'S KITCHEN - NIGHT

Nora and Max are transferring dinner - baked potatoes, steaks, broccoli - from the stove to plates.

MAX

For crying out loud, Nora - she's your only living relative.

NORA

But she doesn't feel related. Big ol' loudmouthed crazy woman, with her mumbo-jumbo about the stars... And that husband! Just because they're too goddamned cheap to stay in a motel doesn't mean I have to like them.

MAX

So pretend, can't you? It's just for one night. Tomorrow they're gone.

NORA

(grimly)

They're gone tonight if she starts in again on Saturn.

CUT TO:

INT. NORA'S LIVING ROOM - NIGHT

Dinner is in progress, served on a card table. The others eat - Bob, in particular, tucks in heartily - but Nora just sits there, brooding. She twists her earring.

JUDY

(teasingly)

Look at Nora - workin' that ol' earring.

Nora, suddenly self-conscious, stops. She picks up her vodka and tonic, drinks. Judy turns to Max.

JUDY (contd.)

She always used to do that. Whenever she'd get to frettin' about somethin', she'd twist that ol' thing and not even know she was doin' it. Even when we were kids. You remember that, Nora?

NORA

All I remember is bein' scared shitless most of the time.

JUDY

Oh, now. Scared of what?

NORA

Daddy. Or Momma. Whoever was around at the time, and dependin' on which one was drunk.

Judy glances at Max, with an embarrassed little laugh.

JUDY

You exaggerate, Nora! We had our problems, like any family. But we had our good times, too.

NORA

Did we?

JUDY

(pause)

Well. That's all in the past now. Alllll in the past... And now you've got ahold of young Max, here! Such a prize.

(She sighs happily)

Nora, I do believe your moon has finally passed out of Saturn.

CUT TO:

INT. NORA'S LIVING ROOM - NIGHT (VERY DARK)

Nora is asleep in the fold-out sofa bed. She moans softly, evidently in a bad dream. Max, next to her, stirs restlessly. He looks towards the kitchen.

AN ODD LIGHT FLICKERS BENEATH THE CLOSED DOOR

Someone is awake and in the kitchen.

CUT TO:

INT. NORA'S KITCHEN (DIM LIGHT)

Max enters, wearing his jeans and a tee shirt. He closes the door softly behind him.

Judy sits quietly at the kitchen table, where a candle burns. She wears a bathrobe; her hair is twisted into thick braids. She looks up.

MAX

I won't bother you... Just need a glass of water...

JUDY

(softly)

I was waitin' for you.

He turns, surprised, looks at her. She's expressionless.

JUDY (contd.)

Your pain is very strong.

He smiles, embarrassed, thinking this must be some sort of put-on. But after a few moments, something in her expression changes his mind. His smiles fades.

CUT TO:

INT. SAME - A SHORT TIME LATER

Judy holds his right palm between her hands, staring down at it. Tiny points of candlelight dance in her thick glasses. Her speech has slowed, become trancelike, uninflected.

JUDY

You have a passionate side, and a controlling side... But you fear the passionate side, and build walls against it... Set it free! Set it free, while there's still time...

Max reacts to this with a self-conscious grin. Pretty much the sort of hokum he expected. She has not looked up.

JUDY (contd.)

Your life is... heavily influenced by women. I see an old woman who is also a child. Your mother... You have taken care of her in many ways, but resent her as a burden. You need to show her more love... And I see another woman - so beautiful. She's older, too, and sometimes wears a veil...

Max stirs uncomfortably. How could she know about Sara Roth?

JUDY (contd.)

I see Nora... You love her, but you're afraid of something. You've made no place for her in your life... I see you with her, first, and then without her...

Suddenly she gives a soft cry. Her face contorts, and her breathing becomes raspy, labored. Max is frightened.

JUDY (contd.)

I see - another woman... young... but she - she's on the other side... She's still reachin' out to you... Oh my Lord, something's wrong with her neck.

Max pulls his hand away, as if it were burned. He stares at her, stunned, his heart pounding. He can barely whisper.

MAX

How did you know that?

Judy blinks rapidly. She seems puzzled, emerging from her trance. He leans forward, seizing her wrists.

MAX (contd.)

How did you know that?

JUDY

(simply)
I saw it.

He lets go of her, struggles to regain control. A pause.

MAX

I thought - you were a fake...

She takes his hand back, sympathetically, strokes it.

JUDY

Oh, Max - I didn't mean to upset you. There's nothin' to be afraid of... I never tell people what they'd be better off not hearin'.

(pause)

Do you know, I gave Nora a reading when Charley was just a baby, and I saw right then how he was gonna die...? I never told her, of course. How could I? But right then I saw him lying in that river where they found him - fourteen years later.

MAX

(shakes his head)

Nora's son - died of leukemia...

JUDY

(surprised)

Oh, honey... is that what she told you?

(pause)

Charley drowned, Max. They think it was an accident, but - he was drunk, he was on Quaaludes...

(He stares at her)

Nora's husband could be so violent, sometimes, and Nora was - neglectful. But when that poor child died, it tore the heart right out of her. That's when she started drinkin' so bad. Blamin' herself, you know... And that's when they broke up. Nora's never been the same since Charlie... But you, Max - you're bringin' her back to life again.

Max is badly shaken. His whole perspective on Nora has been turned upside-down in a moment, and it's too much to absorb.

CUT TO:

INT. THE LIVING ROOM - NIGHT

Max stands in the semi-darkness, looking down at

NORA

She is moaning, still tossing fitfully in her sleep: another of her nightmares. For a long moment

MAX

just looks at her, still trying to sort out his feelings. Finally he reaches down beside the sofa, picks up the monkey doll from where it has fallen. He places it gently in her arms. At once she curls around it and becomes calmer. Max sits down in an armchair, staring at Nora; there'll be no more sleep tonight. From the wall opposite the sofa bed...

MARILYN MONROE

smiles back at him, enigmatically.

SOUND OVER - syrupy Muzak...

DISSOLVE TO:

INT. SUPERMARKET - DAY

Max and Nora are pushing a half-filled shopping cart down an aisle. She's rather dowdy in a headscarf, old army jacket, and faded jeans. Max wears a tweed blazer, khakis. They make an ill-matched, grumpy-looking couple under the ghastly neon lights. Every once in awhile, other shoppers shuffle past them. The awful MUZAK continues in the b.g.

When Nora chooses a box of spaghetti and tosses it into their cart, Max promptly snatches it out again.

NORA

(irritated)

Now what?

MAX

This is made of white flour and it's loaded with chemicals. But the generic brand is whole wheat.

(takes down another box)

See? Tastes better, better for you, and it's even cheaper.

He puts Nora's choice back on the shelf, but she promptly retrieves it, drops it in the cart. This annoys him. He plucks it out again.

MAX (contd.)

Nora, goddamn it - I spend my whole life brainwashing people just like you into their buying habits! So try and learn something here. Name brands are a ripoff.

NORA

God, you're boring sometimes.

MAX

Okay, fine. Poison yourself and waste your money. You've got so much of it, I guess it doesn't matter.

NORA

I happen to prefer American Beauty brand spaghetti.

MAX

You only think you prefer it.

NORA

Because I've been brainwashed, right?

MAX

Right!

NORA

By people like you.

MAX

You got it.

NORA

Well I don't care!

She snatches her package back from him, flings it in the cart. He starts to go for it again; she pushes him away.

NORA (contd.)

Don't you touch that, you hear me? We got your no-name toilet paper, and your no-name aspirin, and now I want my American Beauty spaghetti, and I don't give a fuck if I'm bein' ripped off! Okay? I'll pay you the goddamned eight cents difference, if it makes you feel so much better!

MAX

Nora, I'm just trying to teach you the value of money!

NORA

(sarcastic)

Oh, uh-huh! On which you people are the all-time experts.

Max looks at her in surprise, and with a certain revulsion.

NORA (contd.)

(pause)

Why're you starin' at me like that?

MAX

Do you even know what you just said?

NORA

What - ? ...Max, I was kidding!

MAX

That's not the point. The point is, you only degrade yourself when you make a stupid, thoughtless, anti-semitic remark like that!

NORA

I don't even know what that means... Is that sayin' something bad against the Jews?

MAX

Yes!

NORA

(exasperated)

Max, if I didn't like Jews, why the hell would I be sleepin' with you? I'm sorry, okay? I didn't mean it! What more do you want me to do - get down on the floor and lick your shoes?

MAX

(coldly)

Don't bother. You're plenty low enough, already.

NORA

(pause)

I don't like you right now.

MAX

I don't like you, either.

NORA

Yeah - but I don't like not likin' you. And I get the feeling you enjoy not likin' me.

She turns, frightened, and walks a few steps away from him, twisting her earring. Max has just started towards her, impatiently, when all of a sudden -

RACHEL HOROWITZ

appears beyond Nora, at the end of their aisle, pushing an overloaded cart. Plump, rosy-cheeked, wearing a suede coat with a fox collar. She spots Max, cries out happily.

RACHEL

Max Baron!

MAX

freezes, with the guilty look of a trapped criminal. It's finally happened! Now everyone will know about Nora...

RACHEL

hurries towards him, pushing her cart. She passes the non-descript-looking Nora without even a glance, reaches Max. Nora looks at her as she goes by, then edges further off.

- RACHEL

Max, where have you been? Neil and I

RACHEL

(contd.)
have been worried sick about you. We
call your house and get no answer!

MAX

sags, just a bit, with relief. As Rachel envelops him in a hug,
he glances over her shoulder, towards Nora.

MAX

I - I've been -

MAX'S POV

Nora steals a quick look towards them, then faces away, pre-
tending to study items on the shelves. She is perhaps fifteen
feet away, near the end of the aisle.

MAX (O.S.)

- sort of - shacked up.

TWO SHOT - MAX AND RACHEL

RACHEL

Ah-hah! With your famous "mystery woman?"

MAX

(pause)
That's right.

RACHEL

Well you still haven't told us whether
you're bringing her for Thanksgiving.
And Max, you have to!

MAX

Rachel -

RACHEL

No excuses! You understand? We're all
dying of curiosity.

MAX

Rachel -

RACHEL

And oh - I went ahead and invited your Mom,
too. Neil said we really should...

Max glances impatiently up the aisle again.

THE AISLE

is empty; Nora is gone.

RACHEL (O.S., contd.)
You don't mind, do you, Max?

BACK ON RACHEL

who appears content to chatter till Doomsday.

MAX
Rachel, I've gotta run -

RACHEL
Wait a minute! I want to hear more
about this new girlfriend!

MAX
(curtly)
Later, huh?

Max disentangles himself from her, sets off running down the aisle, abandoning his cart. Rachel turns to watch him go, rather hurt by his abruptness.

CUT TO:

VARIOUS ANGLES - SUPERMARKET - MOVING

as Max searches for Nora, with quickening apprehension. She's not in the produce section...nor down this aisle... nor the next... and she's not waiting in the checkout lines, either. As Max hurries along, he passes other shoppers, occasionally jostling them; they shoot him angry looks.

CUT TO:

EXT. PARKING LOT - DAY

It's starting to rain, hard. Max hurries out of the supermarket, stands scanning the parking lot.

HIS POV - STILL NO SIGN OF NORA

People are scurrying for their cars, or the shelter of the building's concrete awning. Sound of THUNDER.

MAX

is quickly soaked. He pulls his jacket up over his head, runs towards his car. -

CUT TO:

INT. MAX'S VOLVO - DAY

Nora sits on the passenger side, wearing - incongruously, in this gloom - sunglasses. Max appears at the driver's window, tries the door, finding it locked. He shouts for her to open his door, but she keeps staring straight ahead, through the streaming windshield. He pounds on the glass with his fist, and finally she turns, unlocks his door, faces away again. Max climbs inside, slams the door. Panting a little, he looks at her, wiping rain off his face. An uncomfortable silence.

MAX

That was Rachel Horowitz. She's the wife of my oldest friend, Neil.

(no response)

Nora, I was going to introduce you to her! But when I looked up, you were gone.

(again, only silence)

They want us to - come to their house for a party. And I said - I said we would... if that's okay with you.

NORA

She's fat and she's got a big mouth. I don't like her.

MAX

You don't even know her.

NORA

I get feelin's about people!

She turns, looks at him for a long moment. Her expression is masked by the sunglasses.

NORA (contd.)

And maybe I'm not interested in meeting all your fancy West County friends. Has that ever occurred to you?

MAX

C'mon, Nora, how do you know you won't like them, when you've haven't even met them yet?

NORA

'Cause maybe I think they won't like me.

MAX

(annoyed)

Nora, wouldja take off those stupid -

He reaches out, snatching off her sunglasses before she can react. Her eyes are revealed - puffy, red, with tearful mascara streaks bleeding onto her cheeks. She shrinks away, against her door, looking at him miserably. His heart is pierced.

MAX (contd.)

Jesus, Nora...

He opens the glove compartment, finds a wad of Kleenex, and moves tenderly to wipe the smeared makeup and tears from her face. She tries to twist away.

NORA

I can do that myself.

MAX

I want to do it. Hold still.

NORA

(trying to smile)

Mr. Clean. Always tidyin' up...

(pause)

I wish we could stop fightin', Max.
It scares me so bad.

MAX

I'm sorry I was such a shmuck in there.

NORA

Did you really mean that about the party...? About - finally lettin' me meet all your friends?

MAX

Yes. I did.

She gives him a long, searching look.

NORA

What do you want from me, Max?

MAX

To keep you, as long as I can.

NORA

Why?

MAX

Because I love you.

NORA

Why?

MAX

(still embarrassed; tries a smile)
Damned if I know.

NORA

(pause; very serious)
I love you too, Max. I'm damned if I

NORA

(contd.)

know why, either. But I love you so much, sometimes I could just die.

He finishes cleaning her face, sits back. In this cold light, she seems very pale, very tired. A pause. She smiles at him, shyly but bravely.

NORA (contd.)

How do I look?

CUT TO:

EXT. NORA'S FRONT PORCH - DAY

CLOSE ON MAX

in blazer and tie, as he reacts, with surprise and affection.

MAX

(meaning it)

You look wonderful.

REVERSE ANGLE - NORA

who stands in her front hallway, dressed for the party. She has put together the sort of outfit she imagines that he would approve - cream-colored blouse, subdued jewelry, simple brown skirt, low heels. The only slightly jarring notes are that she's wearing a touch too much makeup, and that her hair is a bit Loretta Lynnish. But the clothes are so out of character, so studied, that the effect is deeply touching.

NORA

(fretting)

I don't know. I don't know 'bout these shoes...

Max kisses her cheek. But he's trying to reassure himself just as much as her.

MAX

Nora, you'll be fine. You don't have to try to impress these people. They're old friends of mine.

NORA

Old friends of Janey's, too.

MAX

(pause)

The main thing is just - I want you to just be yourself today, okay?

(A pause. She nods)

MAX

(contd.)

I have to warn you about my mother, though... Don't be hurt if she doesn't seem to like you, at first. She hates everybody.

EDITH (V.O.)

"Just a little fibrosis" he says!...

CUT TO:

INT. MAX'S CAR - DRIVING - DAY

Max, smiling to himself in surprise, is driving. Nora, in the front seat, has twisted around and is carrying on an animated discussion with Edith, grandly chauffeured in the back.

EDITH (contd.)

"No need to operate," he says. And why? Because I complain about his prices!

NORA

Oh, Mrs. Baron, that's terrible!

EDITH

Those goniff doctors - all they care about is their wallets. And meanwhile I could be at death's door!

NORA

Oh, you poor thing! Sixty Minutes should investigate that man.

EDITH

I'm telling you, Nora - without money in this world, you get treated like a criminal. And who has all the money? The criminals!

NORA

Amen to that, Mrs. Baron.

Nora gives a little grin to Max: See? Can I handle her?

CUT TO:

EXT. SUBURBAN STREET - DAY

Lined with expensive, late-model cars, sitting in front of expensive, late-model houses. Max is just helping Edith out of the Volvo, while Nora waits nearby.

EDITH

(sotto voce)

I like her, Max. I mean, she's no spring chicken. But she's got a very good head on her shoulders.

Max watches in amusement as Edith crosses to Nora, who offers her arm. Edith takes it, and they walk towards the house.

CUT TO:

EXT. HOROWITZ'S FRONT PORCH - DAY

ANGLE ON MAX, FLANKED BY NORA AND EDITH

Behind them we can see a bit of Horowitz's pretty lawn, his circular driveway, filled with guests' cars.

MAX

(nervously)

Neil, I'd like you to meet Nora Cromwell... and Nora - this is my ol' buddy, Neil Horowitz.

NORA

(offers her hand)

Nice to meet you.

HOROWITZ

in his front doorway, reacts to Nora with an involuntary flash of puzzlement, then quickly smiles. He shakes her hand.

HOROWITZ

Nora...! So glad you could come.

Still covering his surprise, he changes the subject by wrapping his arm around Edith, teasingly.

HOROWITZ (contd.)

Edith! What it is!

EDITH

(happily)

Oh, listen to him.

HOROWITZ

Let's you and me get drunk and fool around - what d'you say?

CUT TO:

INT. HOROWITZ'S LIVING ROOM - DAY

Many well-dressed guests, of all ages, circulate or stand chatting in small groups. The house, a split-level, is handsomely furnished and decorated - lots of expensive grownup toys. The guests are drinking, eating hor d'oeuvres - served by uniformed help - and listening to POP MUSIC from a stereo. Several of them glance curiously towards Max and Nora.

ANGLE ON NORA AND MAX

as she reacts, a bit apprehensively, to this intimidating gathering. Max sees this.

CLOSE ON MAX'S HAND

as he clasps hers, by their sides, gives her a little squeeze of support. He could use a little support himself.

RACHEL

is hurrying over to them, and Max turns to greet her. If she is surprised by Nora's age and appearance, she hides it well.

MAX

Rachel, this is Nora Cromwell.

RACHEL

(hugs her)

Hello, Nora. Rachel Horowitz. So nice to finally meet you! And what a lovely outfit.

NORA

Thank you.

RACHEL

You two come right along with me and get something to eat. Make yourselves at home.

DISSOLVE TO:

INT. THE SAME - LATER

Max and Nora stand at a table, helping themselves to canapes. Other guests are nearby. Nora lifts something to her nose - a piece of toast smeared with brown goop - frowns at it.

NORA

(furtively)

Lord, Max... I think this stuff has turned.

MAX

It's pate, Nora. Try it - it's good.

NORA

Well it smells like liver.

Max catches the eye of a middle-aged woman, who has overheard Nora's comment. He smiles at her, a bit defensively.

SHERRI (V.O)

And what is your field, Nora?

DISSOLVE TO:

INT. THE SAME - LATER

Max and Nora are surrounded by a group of his curious friends, including Horowitz and Rachel, Miller and his wife BETH, and Klugman and his wife SHERRI. Nora finds some courage in a vodka tonic, as Sherri, with a nasal pout, grills her.

NORA

(hesitates)

I'm in - food preparation.

SHERRI

You mean catering?

NORA

More like a restaurant. But it's real fancy.

BETH

Really! You're a chef?

Nora nods. Max shoots her a nervous glance: why's she lying?

MILLER

Which restaurant?

NORA

It's just a little place. Y'all probably never heard of it.

SHERRI

But what's it called?

NORA

(glances at Max)

Well, it's - it's called...

MAX

(coming to her rescue)

"Le Palais Blanc." They, uh - they do mostly beef.

SHERRI

A French restaurant with a female chef?

(She glances at the others)

Quel surprise... And where exactly are

SHERRI

(contd.)
you located, dear?

NORA

(growing irritated)
Downtown.

SHERRI

But where, pray tell?

RACHEL

(uncomfortably)
Sherri, what is this - the third degree?

SHERRI

I subscribe to the Gourmet Club Newsletter,
Rachel. And I've never even heard of this -
"White Palace." But perhaps Max's new
friend is having her little joke with us.

NORA

(dripping with sweetness)
Honey - let's you 'n' me have a chat.

Nora abruptly grabs Sherri's arm and, before she can protest, hustles her away from the others. They watch in surprise as Nora hauls Sherri to the far corner of the room, leans in closer to say something, then releases her and walks out of the room. Sherri's jaw drops open in astonishment, and she looks back at her friends, gawping like a fish.

Max quickly excuses himself, goes after Nora.

CUT TO:

INT. HALLWAY - DAY

Max catches up with Nora, pulls her aside. On the wall behind them, framed photos from Horowitz's wedding.

MAX

Nora, what'd you say to her?

NORA

Nothing, Max...
(off his look)
All I said was, "I'm fixin' to rip
your head off and piss down your neck."

Horrified, Max looks back through an archway.

THE SHAKEN SHERRI

is knocking back a stiff drink, while her girlfriends try to comfort her. One of them glares in this direction.

BACK ON MAX AND NORA

MAX

(angrily)

Nora, you've got to be good today!

NORA

That bitch called me a liar! She's lucky I didn't kick her ass.

MAX

But you were lying! And you don't have to.

NORA

I'm not gonna let these snotwads pull my chain, I'll tell you that right now.

(sees how upset he is)

Hey, relax, okay? Everything's gonna be fine, Max. Look at me - I'm havin' a ball!

She pushes past him, impatiently. He watches her anxiously.

DISSOLVE TO:

INT. HOROWITZ'S KITCHEN - DAY

A swarm of women - aunts, mothers, grandmothers - are moving about in the large kitchen, like bees in a hive, miraculously failing to collide as they prepare the elaborate feast. They all seem to be buzzing at once.

NORA

stands out among them - the only one smoking and drinking - the only one who seems to lack any task or expertise. She looks eager to help, but puzzled. She opens the oven door to peek at the turkey, but is brushed aside. She looks around, then takes a sponge, makes a half-hearted effort to wipe the counter.

RACHEL

watching her, takes pity. She makes her way to Nora with a big silver platter and a hunk of romaine, and shows her how she'd like the lettuce arranged as a bed on the platter. Nora, listening to her instructions, nods gratefully and sets to work.

MAX

in the kitchen doorway, has observed this exchange. He sips his drink, looking a bit relieved.

DISSOLVE TO:

INT. HALLWAY OUTSIDE KITCHEN

Rachel, wiping her hands with a cloth, steals a moment with Max. Other guests brush by them in the busy hallway.

RACHEL

I like her, Max.

MAX

(surprised)
You do?

RACHEL

She's a little different, maybe - but so what? Everybody else here is like, right out of the same mold. And they think that's the only way you're supposed to be... I like her. She seems to be a sweet person.

Max is touched by this. He kisses her on the cheek.

MAX

Thanks, Rach. I like her, too.

DISSOLVE TO:

INT. LIVING ROOM - LATER

Nora is getting seconds from the canape spread, which by now looks pretty picked-over. She is still drinking, and heavily. Edith, with a full plate of canapes, hovers almost protectively by her side. Other guests seem to keep their distance.

CUT TO:

INT. HALLWAY - ELSEWHERE IN THE HOUSE

SOUND of a toilet flushing, and Max comes out of a bathroom. Another man, who's been waiting, goes in. Max starts down the hall, but just before he turns the corner, he is stopped by the VOICES of several unseen guests.

ELDERLY WOMAN (O.S.)

And you should have seen his wife!
Such a beauty, you wouldn't believe.

BETH (O.S.)

It's not like he couldn't have his
pick of the younger girls.

KLUGMAN (O.S.)

Not at all! He's a very handsome guy.

MILLER (O.S.)

I just don't understand it. What could he possibly see in a woman like that?

SHERRI (O.S.)

If you ask me, she's just poor white trash.

Max reacts as if stung. He starts to storm around the corner, then changes his mind. He turns, trying to control his emotions, then goes almost blindly in the other direction. He picks a room at random, slips in.

CUT TO:

INT. HOROWITZ'S DEN

Horowitz stands fiddling with a remote control while sipping a scotch. A football game is in progress on his large-screen TV, but the reception is streaky. He glances up as Max enters, and seems immediately ill at ease.

HOROWITZ

Goddamn satellite dish...

MAX

Neil - I want to ask you something.

HOROWITZ

I've had those fuckers out here three times, and it still goes on the fritz.

MAX

What do you think of her?

HOROWITZ

(pause; awkwardly)

Jesus, Max - I don't know. I've hardly had time to say three words to her... I gotta get another scotch.

He starts for the door, but Max blocks him.

HOROWITZ (contd.)

What're you doing?

MAX

I'm confronting you.

HOROWITZ

You're drunk.

MAX

You've been avoiding me all afternoon.

HOROWITZ

Jesus Christ... What d'you want me to say, Max...?

MAX

Tell me the truth.

HOROWITZ

(very upset)

All right, goddammit! The truth is, I'm worried about you. She's totally wrong for you. I don't understand what you see in her, and I sure as shit don't know what's going on in your mind! ...Max, you're my best friend. I care about you. Don't do this to yourself. You've still got your whole life in front of you. Whatever you're trying to prove, this woman is not the answer...

(miserably)

Why are you making me say all this?
I feel like such a jerk.

MAX

(pause; shaken)

It's okay, Neil... It's okay. You were gonna have to, sooner or later.

HOROWITZ

Max, for chrissakes... what's wrong with you?

MAX

I'm in love.

The two old friends stare at each other unhappily, across two feet of carpet, but an immense gulf. HOLD for a few beats.

DISSOLVE TO:

INT. LIVING ROOM - LATER

Everyone is eating dinner, buffet style. Max and Nora, sitting on the floor, are in a small group that includes MRS. HOROWITZ, Neil's mother, and, in the best armchair, MR. HOROWITZ, his father - a small, plump man of 60, elegantly dressed, most dignified. Max is brooding, very quiet. Nora is drunk, but follows the discussion intently, eyes shining.

MR. HOROWITZ

I'll tell you how history will remember Reagan! As a bewildered old fart who took an eight-year nap in the White House, while his staff played James Bond, and his fat cat cronies were robbing the country blind!

AD LIBS of agreement from most of the rest.

HOROWITZ

Dad, okay, but let's give the old bozo some points. What about tax reform? What about defense?

MR. HOROWITZ

What about a trillion dollar deficit!

RACHEL

(sighs)

I just wish somebody could explain that to me. If we don't have the money, how can we keep spending it?

MR. HOROWITZ

You're a very nice girl, Rachel, and my favorite daughter-in-law. But would it kill you to pick up a newspaper once in awhile?

(to the others)

Iranscam. Star Wars. I'm telling you, that schmuck will be lucky if he comes off any better than Nixon.

EDITH

Goniffs! The whole pack of 'em.

General murmurs of agreement with this.

NORA

I liked President Reagan.

The others turn towards her in surprise; she falters a bit.

NORA (contd.)

He always seemed like such a nice ol' man.

MR. HOROWITZ

(pause)

You can't be serious.

NORA

(irritated)

Sure I'm serious.

MR. HOROWITZ

I'm sorry, you'll have to forgive me. I'm so terrible with names...

NORA

Nora. I've already told you twice.

MR. HOROWITZ

(slight pause)

Well, Nora - let me just say this. That is precisely the kind of attitude that has landed this country in the mess it's in today. And I just hope you don't have any children.

Nora is startled at this. She colors, glances at Max. He looks back at her warningly: just let it go.

MR. HOROWITZ (contd.)

Because if you do, and they inherit a lifetime of crippling debt, then maybe he won't seem like quite such a "nice old man" anymore.

(to the others)

Ronald Reagan and George Bush are unmitigated tragedies for the working class.

Nora's eyes flash with anger at his condescending tone.

NORA

Mister, I am "workin' class." And what the hell d'you know about it? You don't look to me like you're missin' too many meals.

It's Mr. Horowitz's turn to be startled. He glances around uncomfortably. Mrs. Horowitz smiles at Nora distastefully.

MRS. HOROWITZ

Look... we're all here to enjoy a nice meal. So let's just drop politics and have a good time, shall we?

Max puts his hand at her waist, in warning.

MAX

Nora -

NORA

(pulling away)

No, uh-unh.

(to Mr. Horowitz)

Reagan and Bush didn't invent poor people, mister. And they can't unmake 'em, and neither can you or anybody else...

(She laughs, drunkenly high)

Jesus Christ, listen to y'all! Sittin' here in this big fancy house, cuttin' everybody up and decidin' what's best for the po' folks! Y'all are too damn much, you really are...!

The circle of guests stare at Nora in surprise. Beyond them, the rest of the room is also falling silent. She's on a roll.

NORA (contd.)

You think it really matters to me who gets to live in the White House? Hell, they could make Merle Haggard president! I reckon I'd still be at Shit City, chokin' on burger grease and bustin' my hump for the minimum fuckin' wage!

(slight pause)

Y'all - know what I'm talkin' about...?

The party has gone as still as a painting. Nora looks around, smiling nervously: What'd I say? She starts twisting her earring.

CUT TO:

EXT. SUBURBAN STREET - EDITH'S HOUSE - DUSK

A small tract house, not so different from Nora's. Max kisses his mother goodbye at her front door, waits while she goes inside. Then he walks slowly down the sidewalk to his car, parked in the driveway, and climbs inside.

CUT TO:

INT. MAX'S CAR

Nora looks at him in silence for a few moments as he rubs his face wearily. Then he stares ahead, through the windshield.

NORA

Max, aren't we even gonna talk about it?

MAX

There's nothing to talk about.

NORA

I made a goddamned fool of myself. I embarrassed you.

MAX

No. They embarrassed me... You were fine, Nora. You were the only real thing in that entire party... Just forget about it. Very dumb idea.

NORA

(pause)

Do I ever have to see any of those people again?

MAX

Not if you don't want to.

NORA

(pause)

So - what are we gonna do, Max...? Keep me in a little box and just take me out whenever you feel like playin' with me?

He stares at her for a few moments, but has no answer. He turns away, twisting the key in the ignition.

CUT TO:

INT. NORA'S BEDROOM - NIGHT (DIM LAMPLIGHT)

Max and Nora are lying in her waterbed. A silence.

NORA

(quietly)

I'm already missin' you.

(no response)

Everytime we make love, I just lay here wonderin' how many more times it's gonna be.

MAX

(unconvincingly)

Nora, we have the whole future. C'mon.

NORA

Do we...?

(pause)

I don't belong in your life, Max. And pretty soon you're gonna realize that and drop me like a hot potato. Someday I'll just be this crazy thing that happened to you, a long time ago, and that it shames you to even think about.

MAX

You're wrong.

She rolls over, stares at him searchingly. She is dead serious: he is being tested now, and must either pass or fail.

NORA

(pause)

Ask me to marry you, Max.

MAX

(groans)

Nora -

NORA

Just ask me one time. You don't even have to mean it.

MAX

Nora - you don't really want us to be married... You just want me to ask you, so you can say no. Then you can feel reassured, but also like you're calling the shots... It's a little game you play.

NORA

What makes you so all-fired sure I'd say no?

MAX

(pause)
Wouldn't you?

NORA

That's the whole point of askin', Max. Isn't it?... To find out.

He stares at her, but doesn't answer. She looks back at him, very intently, for a long moment. And then something happens in her eyes - we can see it, even if he can't. A dying of the light. A passage into rueful understanding and acceptance. She smiles bravely.

NORA (contd.)

(softly)
Hell, you're right. Can you picture the two of us, marchin' down some damn aisle? Your fat friend Horowitz could be best man, and my crazy sister could tell fortunes.

Max smiles, relieved. She kisses him gently, as if in parting.

NORA (contd.)

(pause)
I reckon I'd have to be an even bigger fool than I am, to marry you. And I just about take the prize already. Don't I, Max...?

Max slides closer to her, to close the discussion with another kiss. They embrace; Nora, especially, with great passion. There are tears in her eyes. HOLD on them for a long beat...

DISSOLVE TO:

INT. MAX'S OFFICE CUBICLE - DAY

Max, slouched at his desk, is screening videotaped commercials. Normal background office NOISES. He fast-forwards impatiently through the tape, using a remote.

HIS POV - CLOSE ON TV SCREEN

We catch glimpses of the commercials - closeups of various blue collar headache sufferers - the ad campaign that he's been asked to duplicate in some way. SQUEAKS from the speeded-up soundtracks...

ANGLE ON MAX

as he sighs unhappily, thumbing a button on his remote to stop the tape. He tosses aside the remote, then looks around his office, bored and restless. His gaze falls on his phone. He hesitates, then picks it up, punches out a number.

CUT TO:

INT. WHITE PALACE - DAY

A typically busy day, plenty of customers and NOISE. Through the glass partition of the tiny office, we see a waitress glance up towards a wall phone from the desk where she's eating lunch. She goes to it, picks it up. She listens for a moment, her face going very serious, then responds. We can't hear what she's saying, but it's clearly negative: she shakes her head once or twice, and seems impatient to get off the line. Finally she hangs up.

CUT TO:

INT. MAX'S OFFICE - DAY

Max, looking very alarmed, is sitting bolt upright now. He stares down at his phone in disbelief...

MUSIC OVER, ominously - The Prelude, once again, from Bach's "Suite No. 1 for Unaccompanied Cello." It CONTINUES till a stop is indicated...

Quickly Max pushes down his telephone's plungers, then punches out another number.

CUT TO:

INT. NORA'S LIVING ROOM - DAY

MOVING ANGLE

going slowly down the collage of Marilyn Monroe photos... most of them are missing, leaving only a few, here and there, along with thumbtacks, discolored patches of wall... until finally the living room phone is revealed. It sits on its spindly side table, silent, its cord disconnected and wrapped neatly around its base.

CUT TO:

INT. MAX'S OFFICE - DAY

As he reacts, trying to absorb what has happened, his hand sinking with the receiver back towards the phone's cradle...

CUT TO:

EXT. NORA'S HOUSE - DAY

CLOSE ON NORA'S FRONT DOOR

where an envelope, addressed to Max, is tacked. A light breeze is blowing.

MAX

stands staring towards the envelope. His shoulders slump. He glances along the front of the house.

HIS POV - NORA'S HOUSE - WINDOWS

Silent, closed-up, indifferent.

BACK ON MAX

as, after a moment, he pulls down the envelope. He pauses fearfully, then opens it. He takes out the folded letter, begins reading. MUSIC softens, as we hear Nora's VOICE. Her words are an awkward struggle - somewhat stiff and formal, but with many hesitations.

NORA (V.O.)

Dear Max. By the time you read this I'll be gone. I've been thinking about this for days, ever since we went to that party...

CLOSE ON MAX'S FACE

as he reacts, trying to blink back tears.

CUT TO:

INT./EXT. - A SERIES OF RAPID ANGLES -

Flashing FORWARD in time...

MAX IN HIS APARTMENT

very upset, talking urgently on the phone.

NORA (V.O., contd.)

I can't tell you where I am, because knowin' you, you'd try and follow me...

INT. JUDY'S APARTMENT - NYC - LIVING ROOM

Judy, on her phone, is sadly shaking her head: Nora's not here. She hangs up.

NORA (V.O., contd.)

But I'm all right, so don't you worry, please. I'm not worried about you. You'll do fine...

MAX, ALONE IN HIS LIVING ROOM

eating Chinese takeout. His apartment, by Max's standards, is now startlingly messy - books on the floor, old newspapers, strewn clothing. He pushes his food aside indifferently, staring into space.

NORA (V.O., contd.)

Things will get better for you now that I'm not in your life. You'll find yourself a nice girl who's decent who you won't be ashamed of and raise a family and forget all about me...

MAX, IN A CONFERENCE ROOM

at Spindler Advertising, pointing to different storyboard screens for a commercial. Rosemary stands next to him. They look up for a response.

STEPHANIE

nods her grudging approval.

ROSEMARY SMILES AT MAX

but he doesn't look very pleased by his success.

NORA (V.O., contd.)

This is very hard for me to write and I know I'm screwin' it up. Also, I'm a little drunk right now, which is the only way I can write this...

MAX STANDS AT JANEY'S GRAVE

looking down at the headstone. Snow is blowing; the grave is dusted with it.

NORA (V.O., contd.)

I have to tell you somethin', Max. I lied to you about Charley. He wasn't good and sweet like I said, he was wild and mean and we never did get along. He drowned in

NORA (V.O., contd.)

(contd.)

the River Des Peres and they found drugs in his blood... It's the worst thing that ever happened to me, Max, and I'll never get over it...

MAX SITS IN HIS CAR

in the parking lot of the White Palace, sipping from a can of soda. He watches as a trio of young waitresses leave their shift, teasing and laughing. One eyes him flirtatiously, but her friends pull her along.

NORA (V.O., contd.)

That was the only lie I ever told you... I guess I could lie to you again now, and make up some place where I've gone to. But I don't want any lies left between us...

JUDY - IN NEW YORK

is on her phone again. She shakes her head - "I haven't heard from her" - and hangs up.

MAX

hangs up his own phone slowly, seeming resigned at last.

NORA (V.O., contd.)

I'm sorry for the way I've done this. You've been so kind to me in so many ways, you didn't deserve it. But I knew when I saw you with your friends that you'd never be able to take me into your life all the way...

MAX, IN AN INDOOR SPORTS ARENA

with Horowitz and Rachel, watching a St. Louis Blues hockey game. He jumps to his feet, yelling furiously at some penalty call. His intensity is a little frightening to his old friends.

NORA (V.O., contd.)

It's okay, I don't blame you for it. I never did belong. But Max, without you, there's just nothin' left for me here...

MAX, IN HIS IDLING CAR

watches as a moving van is unloaded in Nora's driveway. A new family - Mommy, Daddy, Two Kids - ceremoniously pulls up the "For Sale" sign. It's early spring by now.

NORA (V.O., contd.)

Someday you'll be glad I did this, so try not to hate me. And don't ever think I didn't love you... I love you now and I always loved you -

(Her voice breaks)

- and I'll love you for as long as I live...

DISSOLVE TO:

INT. ELEGANT ST. LOUIS RESTAURANT - NIGHT

CLOSE on Max's face as the cello MUSIC ends.

NORA (V.O., contd.)

(softly)

Goodbye, Max...

PULLING BACK, we see that Max and Horowitz, in suits and ties, are at a table for four. Dessert dishes, coffee. Horowitz, signing the tab, is happy. Max is also very up, almost hyper.

HOROWITZ

Buddy, you don't know how good it feels to see you back on your feet. You really had us worried.

MAX

Hey, you're looking at the old Max Baron again. I've got casting, I've got client approval, and we shoot the new bank spot tomorrow. I'm cookin' with gas, Neil.

HOROWITZ

You know, in a weird way, I almost think that Nora did you some good.

(Max looks at him curiously)

At least she got you over Janey.

MAX

Yeah, I have to give her that. You were right, though, it never would've worked out... You know what I realized one day? When she's sixty, I'll still be a young guy.

HOROWITZ

Forget it! Two different worlds... I never could figure out what you saw in her in the first place.

MAX

Well, she had her good points. You know.

HOROWITZ

(leers)

I'll just bet she did.

Horowitz laughs, and Max joins in, a little guiltily. They rise as Rachel Horowitz and RITA BERGER - the bridesmaid, Max's date for the evening - rejoin them, evidently coming from the bathroom. The ladies wear elegant dresses.

RITA

What's so funny?

HOROWITZ

Nothing. Just guy talk.

RACHEL

He means sex.

(They all laugh)

MAX

Hey, the night is young. What d'you say, guys? Let's cook, let's boogie, let's rock and roll!

HOROWITZ

He means dancing.

(They laugh again)

MAX

I know a great place.

SOUND UPCUT - fast-paced rockabilly dance MUSIC...

CUT TO:

INT. "SOUTH FORK SALOON" - NIGHT

The familiar honkey-tonk is as loud, as smokey, and as crowded as ever. The BAND is really hot tonight.

MAX, DANCING WITH RITA

is flushed, wild, almost in a frenzy. He throws off his jacket and tie, rolls up his sleeves. Rita is making an effort, but looks very stiff and unhappy. The floor is jammed with dancers; they're constantly being jostled. She shouts something at Max, can't make herself heard, then tries to leave the dance floor. But he grabs her arm, pulls her back.

CLARK, THE HUGE DRUNK

is dancing with a cute Redhead. He bumps into Max, recognizes him, and pounds happily on his back.

CLARK

(shouts)
Max, you ol' sonofabitch! Where the hell you been, man?

MAX

(delighted)
Clark! How's it hangin'?

Without pausing for introductions, Clark grabs Rita, her eyes widening in fright, and whirls her off. Max laughs, switching to the Redhead as his new partner.

HOROWITZ AND RACHEL

sit tensely, trapped in a booth that's jammed with noisy Hoosiers. They look as out of place as if they'd landed on Mars. They stare in alarm at Max, then look at each other: What the hell's gotten into him?

CUT TO:

INT. MAX'S APARTMENT - DARKENED LIVING ROOM - NIGHT

SOUND of the door being unlocked, and Max and Rita enter, Max switching on the lights. He's carrying his jacket, still looks flushed and sweaty from dancing. Rita is pale, but considerably calmer, and not at all unhappy.

MAX

That wasn't so bad, was it? Towards the end there, I thought you were really starting to get into it.

RITA

(smiles)
It was an experience... Your friend Clark made me quite an interesting proposal.

He looks at her a moment, and they both laugh. He drops his jacket, moves to her, takes her easily and naturally into his arms. He kisses her, a long embrace, and she responds. After awhile he grows more fervent, but she separates from him.

RITA

Hold it there, tiger...!
(calmly, kindly, but firmly)
I really think it's best if we get a

RITA

(contd.)
 few things clear ahead of time. That way there's always less awkwardness later on.

Max looks at her in surprise. She begins removing her jewelry.

RITA (contd.)

One can't be too careful nowadays, so I will be expecting you to wear a condom. I've brought several... After all, it would hardly be fair for me to insist, without being prepared. I also use a diaphragm with foam, and that's already in place, so we can still have our spontaneity.

Max stares at her, increasingly amazed and depressed.

RITA (contd.)

I can't stay all night, but I won't expect you to drive me home. So when I leave, I'll ask you to call me a cab - which of course will be at my own expense. I'm afraid I've got a very important piece of litigation in the morning.

(beat)

Any questions?

MAX

(unhappily)

Yeah. Can I call that cab right now?

As they look at one another, in a tense silence, we hear an Actress's VOICE, with a flat Hoosier twang.

ACTRESS (V.O.)

If I'm anything at all, it's a survivor. But Lord, it hasn't been easy...

CUT TO:

INT. TELEVISION STUDIO - DAY

MEDIUM SHOT OF AN ACTRESS

directly facing the camera. Mid 30's, brunette, looks eerily like Nora, only more conventionally attractive. She's dressed as a waitress. The set around her is a "greasy spoon" diner. She's standing behind the counter, peeling wax paper from a raw hamburger.

ACTRESS (contd.)

Still, with what I've managed to lay aside on my wages, plus an occasional alimony check, I've got me a little nest egg saved up.

She slaps the burger on the grill, where it sizzles.

ACTRESS (contd.)

It's not much. But it's all I got in this world. And I know how uncertain this world can be...

OUT IN THE STUDIO -

to one side of the camera, she is being watched by a group that includes Rosemary and an anxious Max, both standing, and Stephanie Deluc - dressed to the teeth, seated in a folding chair, and holding a clipboarded script. She is nodding approvingly. They are flanked by the DIRECTOR and crew members.

ACTRESS (O.S., contd.)

That's how come I keep my savings at Fidelity Federal...

BACK ON THE ACTRESS

ACTRESS (contd.)

(wiping the counter)

They pay me a top return - and maybe more important, my money's insured up to one hundred thousand dollars by Uncle Sam.

CAMERA TIGHTENS IN as she tosses aside the rag, faces us again directly. Pause, then she holds one elbow in her palm, and with her free hand begins to twist worriedly at her earring, in Nora's gesture.

ACTRESS (contd.)

Look - saving at Fidelity Federal hasn't solved all my problems. Not by a long shot...

ANGLE ON STEPHANIE

as she reacts to the gesture, searching through her script.

STEPHANIE

(whispers)

Wait a minute - what's she's doing?

DIRECTOR

Ssssh!

ON STUDIO MONITOR - THE ACTRESS AGAIN

still twisting her earring, and now in TIGHT CLOSEUP.

ACTRESS

But it has given me one less thing to worry about. And for a woman like me, that makes a lot of difference. Fidelity Federal - 'cause in an uncertain world -

STEPHANIE

has become quite upset, and turns to Rosemary. Max and the director look at her.

STEPHANIE

(hisses quite audibly)
What is she doing?

DIRECTOR

(loudly, sourly)
Okay, stop tape! Five minutes, people!

In the b.g., the actress shrugs, sitting down on the lunch counter. The crew also relaxs. Stephanie is up out of her chair, waving her clipboard at Max.

STEPHANIE

What is she doing with her earring?

MAX

(sullenly)
Fiddling with it.

STEPHANIE

Well why on earth would she do that?

Max looks at the director, who shrugs: Be my guest.

MAX

Because it's one of her mannerisms.
(to Rosemary, as well)
It makes her more specific.

STEPHANIE

(looking at her pages again)
It's not in the script. I saw no reference to anything like that in the script I approved. It's... it's disgusting! You might as well have her picking her nose!

MAX

(very irritated)
Rosemary - it works! Don't you agree?

Rosemary gives him a warning glance: Don't do this. Stephanie

tugs petulantly at his sleeve.

STEPHANIE

You're not talking to Rosemary, young man. You're talking to me. And I say it's out!

MAX

You're crazy! That action is part of her whole being! You'll ruin the spot.

STEPHANIE

(frostily)

Excuse me. But I seem to have lost track of who the client is here.

MAX

(exploding)

Oh, for chrissakes, Stephanie! If you want the goddamn spot changed, then change it yourself! Because it's perfectly obvious to the professionals in this room that you don't have a fucking clue!

(He starts to march away,
then spins back)

And one more thing! You stink, lady! Yeah! You may be marketing director for Fidelity Federal, but you smell like a baboon!

REVERSE ANGLE

on Stephanie, staring at him slack-jawed. The actress and crew members seem equally stunned. Rosemary, her cheeks burning, averts her eyes. Only the director grins, giving Max a furtive thumbs-up sign.

CUT TO:

INT. MAX'S OFFICE CUBICLE - DAY

Rosemary sits sadly on Max's desk, while he packs a cardboard carton with his personal things. The walls are mostly bare already, the word processor covered. A brief silence.

ROSEMARY

What will you do now?

MAX

I dunno. There's plenty of other ad agencies in this town.

(off her look)

Not for me, huh?

ROSEMARY

Word travels fast, Max. Especially a word like "baboon."

MAX

I'm sorry I let you down, Rosemary. But I had no right to use Nora that way. To put those cliches in her mouth, for a goddamn commercial!

(pause)

I can't let her go, Rosemary. I try but I can't. And nothing matters without her.

ROSEMARY

You've never heard from her?

(He shakes his head)

Never tried to track her down?

MAX

I've tried everything! I called White Palace - and the realty company that handled her house sale - I called her sister in New York a million times. It's hopeless.

ROSEMARY

(beat)

I'm sorry now that I never met her... I think I would've liked her.

MAX

Why?

ROSEMARY

(shrugs)

Because she had the moxie to go after you in the first place... Because she was poor, and had a lousy job and no prospects, but still wouldn't let you take care of her.... And maybe because she had the courage to leave you.

MAX

(surprised)

You like her because she left me?

ROSEMARY

(pause; smiles gently)

Don't you, Max?

Max stares back at her, moved, knowing it's true.

CUT TO:

INT. MAX'S LIVING ROOM - NIGHT

CLOSE ON

Judy's business card, held in Max's hand, with her New York address and phone number, and the astrological decorations.

ANGLE ON MAX

sitting by his phone, nervous. He reaches for it, hesitates, then picks it up. He punches out Judy's number, waits for an answer - a long wait - during which he nearly loses his nerve.

CUT TO:

INT. JUDY'S APARTMENT - NYC - NIGHT

CLOSE ON

her ringing phone. It sits on a wicker side table that's decorated with a paisley shawl and an incense burner. After FOUR RINGS, a woman's hand comes INTO SHOT, lifts the receiver.

ANGLE ON NORA

in a cotton sweater and jeans, her hair tied back. She looks very attractive; her manner is brisk.

NORA

(into phone)
Hello?

CUTTING BETWEEN THEM -

Max, holding his phone, reacts to her voice, startled and scared. He freezes.

NORA (contd.)

Hello...? Who is this?

Max opens his mouth but no words will come out - only a tiny choking sound.

NORA (contd.)

Mister, if this is how you get your jollies, you are one sorry pissant.

Max hesitates a moment longer, then softly hangs up his receiver. He sits staring down at it, overwhelmed, as if half expecting Nora to pop out of it like a genie. Then he smiles, shaking his head in wonder.

SOUND UPCUT - the ROAR of a jet engine, as we

CUT TO:

EXT. MANHATTAN - AERIAL SHOT - DAY

Rays of blinding sunlight shifting off the perspex of a passenger window, and then we see the awesome skyscrapers below, just swinging INTO VIEW, at a sharp angle, as the jet banks, turning towards LaGuardia.

MAX

stares out the window, awed by the immensity of the city, seeing it for the first time. He wears a blazer, knit shirt, jeans.

CUT TO:

INT. TAXI - MANHATTAN - MOVING

MAX'S POV - VARIOUS ANGLES

The passing carnival of West Village street life - vendors, three-card monte dealers, shoppers, beggars, kids... It's brash and it's loud - traffic NOISES, GHETTO BLASTERS, people SHOUTING.

MAX

looks out his cab window, excited, on the edge of his seat, clinging to the strap as the cab bounces and swerves. He twists in his seat, seeing something that surprises him.

HIS POV - MOVIE THEATRE MARQUEE

The letters above the 8th Street Playhouse announce its current revival: "Some Like It Hot / Tonight Only!"

MAX

reacts with a smile: a wonderful omen. He pulls a guidebook from his pocket, unfolds a street map, studies it.

CUT TO:

INT. BROWNSTONE APARTMENT BUILDING - HALLWAY - DAY

Judy opens her door, stares out at Max. He smiles back at her anxiously.

JUDY

Well, of all things! Max, when you rang my buzzer, I like to fell down.

MAX

Hello, Judy.

JUDY

How in the world're you doin', honey?

MAX

I'm a whole lot better since yesterday morning. That's when Nora answered your phone.

Judy looks at him a moment, a bit guiltily, then nods.

JUDY

She's not here, Max... You best come in.

CUT TO:

INT. "OLYMPUS" GREEK RESTAURANT - 7TH AVENUE - DAY

Mediterranean murals, hanging philodendrons, plastic brick veneers, a counter and many booths. BOUZOUKI MUSIC from overhead speakers. The place is crowded with lunch-rush customers, and several waiters are hurrying about.

NORA

is just emerging through the swinging double doors of the kitchen. She wears a white blouse, black bow tie, red apron, black skirt. Her hair is piled in a bun. She is balancing a big oval aluminum serving platter on one shoulder.

MAX

reacts to his first sight of her with an anxious smile. He is sitting alone in a booth, with a folded Daily News. She hasn't seen him yet. Unconsciously he slides down a bit in his seat.

NORA

sets her platter down and deals out orders, very briskly and efficiently, to three businessmen. One of them makes some joshing comment, touching her arm. She grins and replies; they all laugh. She is still smiling as she approaches Max, from behind, the empty platter beneath her arm.

NORA

Take your order, sir?

MAX

Guess what's playing at the 8th Street Playhouse?

She goes rigid, recognizing him.

NORA

Max!

Her platter falls to the floor with a loud CRASH, surprising the nearby diners. Her face burning, she stoops to recover it. He holds up his newspaper, folded to the entertainment page, with a circled ad.

MAX
Some Like It Hot.

NORA
 (shakily)
 Max, what are you doing here?

MAX
 I came to invite you to the movies.

NORA
 (surprise turning to irritation)
 You're a crazy man...!

MAX
 And you look wonderful.

He reaches to touch her, but she shies back.

NORA
 No, don't.

MAX
 (hurt)
 Why not?

At a nearby table, a CUSTOMER turns towards her.

CUSTOMER
 Hey, Nora! How 'bout some coffee?

NORA
 Right away, Sam...
 (turning back)
 Damn it, Max...! We can't talk here.

CUT TO:

EXT. SIDEWALK - FRONT OF RESTAURANT - DAY

Nora paces warily, like a boxer avoiding the ropes. She is smoking. Max keeps her near him. Both are oblivious to the occasional pedestrians moving past, throwing curious stares.

MAX
 (very excited)
 Nora, I've gotten myself fired! I've given up my apartment, cleaned out my

MAX

(contd.)

savings account. I've never done anything this crazy in my whole life! And you know what? It feels great! It feels fantastic!

NORA

You've made a choice, Max, and you're real happy about it. But I made a choice, too.

MAX

What do you mean?

NORA

It's not fair, just showin' up like this!

MAX

Was it fair the way you walked out on me?

NORA

Look - I'm sorry for how that happened. I am sorry. It hurt me like hell to leave you like that. So just don't go thinkin' you're the only one who got hurt by this thing, okay?

MAX

Haven't you missed me at all, Nora?
(She is silent)
Nora - ?

NORA

Yes! All right? I've missed you.

MAX

Do you still love me?

NORA

Don't ask me that...!

She glances uneasily towards the restaurant.

NORA (contd.)

Max, what do you want from me?

MAX

You know what I want.

NORA

Damn you, I don't know what you want! I thought for sure you would've

NORA

(contd.)
 picked up with somebody else by now,
 and forgotten all about me. And now
 here you are, and it doesn't make
 a goddamned lick of sense!

MAX

Why does it have to make sense?
 Trying to make sense has never brought
 us anything but grief.

NORA

(shaking her head)
 Go home, Max. I mean it. Quit while
 we're both ahead.

She throws down her cigarette, starts back inside, but he
 seizes her arms.

MAX

(urgently)
 Nora - I was a coward. I was short-
 sighted about you, and too scared to
 listen to my own heart. I'm sorry for
 that. I'm so damn sorry for hurting
 you. But Nora - I love you!

NORA

(trembling, white)
 And that's it? That's all it takes?
 What'm I supposed to do now - fuck you
 a few times, for old times' sake?

MAX

Nora - just kiss me!

NORA

(pulling away)
 No.

MAX

Just kiss me, for godsakes.

NORA

No!

But he seizes her shoulders and kisses her. She resists for
 a moment, then responds, with a ferocity that is more anger
 than passion. Then she twists free, shoving him away.

NORA (contd.)

God damn you, Max! I said don't touch me!

MAX

You were right with me, Nora. You were right with me then and you know it!

NORA

You're not even listening to me! :
You're not even arguing right!

MAX

I want to marry you.

NORA

(shouts)

NO...!! Whatever gave you the stupid idea I wanted to marry you in the first place? I never liked being married. I was never any damned good at it... And let's just say we did! How long do you think it would last?

MAX

How can you be so goddamned rational all the time? Nora, for chrissakes, I love you!

NORA

It's all words, Max! It's all just nothing but - pretty words!

(pause)

Meeting you was the best thing that ever happened to me, okay...? You gave me hope again, Max. You showed me I might still have a chance for a better life... But Max, I swear to God, leavin' you was the next best thing! You can't make me feel this way again. You've got no right!

MAX

Yeah? Then who's the coward this time?

She is stung by this.

NORA

I've put myself back on my own two feet, and I'm damn proud of it. I've got a good job here, and I've got money from sellin' my house. I've got my self-respect, Max! And you're sure as hell not takin' that away again.

She turns angrily, stalks to the restaurant's front door, opens it. He follows her.

MAX

Nora...! Nora - wait!

CUT TO:

INT. OLYMPUS RESTAURANT - DAY

Nora rushes down the aisle of the restaurant, between booths, with Max following her.

MAX

Nora, I love you! And I know you still love me too!

As he catches up, she turns to confront him angrily. Surprised and curious customers, falling silent, twist around in their seats to watch this fiery exchange.

NORA

Why the hell should I turn my whole goddamn life upside down again for a man who was ashamed to be seen with me in public?

Max looks around wildly, waves his arms.

MAX

(shouting)

Is this public? Is this public enough? Nora, I love you! I'm begging you to marry me!

This draws a ragged cheer, even some applause, from the diners.

NORA

(burning)

You're making a fool of yourself, Max.

MAX

I don't care anymore!

VARIOUS ONLOOKERS (AD LIBS)

Right on, Max! - Hey, go for it! -
C'mon, Nora, give the guy a break!

ANGLE ON GEORGE

the diner's Greek owner, as he reacts, with an ominous glare, to this unscheduled entertainment. He hoists his bulk up from behind the register.

BACK ON MAX AND NORA

as he holds her again. Her eyes fill with tears.

NORA

You think love is some kind of - of magic wand? You just wave it in the

NORA

(contd.)
 air, and then everything's all better...?
 God damn it, Max! You think you can
 just waltz right up to me and sweep me
 off my feet, just - overnight?

MAX

(quietly; from the heart)
 Why not? You did it to me.

Nora stares at him, moved by this declaration. But before she can respond, George is at Max's side, firmly gripping his arm.

GEORGE

Okay, pal, thass it.

MAX

Wait a minute!

He tries to resist, but George is far too strong and heavy for him. Max is swept along towards the exit.

GEORGE

Out! Less go!

MAX

Nora! Listen to me -

GEORGE

I said out, malakis! Stop hasslin' Nora.

At the door, Max manages to wrench free momentarily.

MAX

Just give me another chance.

Nora shakes her head. She is crying.

NORA

Go home, Max.

Max stares at her for another few moments, unable to accept her decision. Finally he turns helplessly, almost blindly, and hurries out of the restaurant, with George glaring after him.

NORA

sobs, sinking into Max's booth. On the table is his

FOLDED NEWSPAPER

with the circled movie ad.

NORA

sweeps this angrily to the floor, burying her face in her hands. Another waitress hurries to comfort her. Except for her crying, the whole restaurant's gone deathly still. HOLD for several beats...

DISSOLVE TO:

EXT. DARK STREET - LATE AFTERNOON (RAINING)

Max walks slowly, miserably down the street, suitcase in hand. He stops, reacting to...

THE MARQUEE OF THE 8TH STREET PLAYHOUSE -

"Some Like It Hot / Tonight Only!" Beneath the marquee, a dating couple is buying tickets at the window, where a sign announces showings at 6-8-10-12.

TO MAX

this now seems a cruel irony, rather than a good omen. But the rain is steady, he's soaking wet. And he's got nowhere else to go. He turns up his collar, crossing to the ticket window as the couple moves away.

THE TICKET SELLER

is a teenaged girl with spiky punk hair.

TICKET SELLER

(bored)

One for the six o'clock?

MAX

(hesitates)

All of them.

(She looks at him, puzzled)

One ticket for every show.

CUT TO:

INT. THE MOVIE THEATRE - NIGHT

ON THE SCREEN -

Some Like It Hot is just ending. Jack Lemmon, still in drag, sits beside Joe E. Brown in the front seat of his speedboat.

LEMMON

I can never have children!

BROWN

We can adopt some.

LEMMON

You don't understand, Osgood! Aww...
 (pulls off his wig)
 I'm a man!

BROWN

Well... nobody's perfect.

On Lemmon's shocked take, closing MUSIC; "THE END" appears.

ANGLE ON MAX

looking somberly up at the screen. He remains still as those around him begin to happily and noisily depart.

DISSOLVE TO:

CLOSE ON TWO EMPTY POPCORN BOXES

by Max's suitcase. In the b.g., loud, frightened DIALOGUE.

ANGLE ON MAX

staring numbly up at the screen, and eating joylessly from a third popcorn box. Shadows flicker over him. He turns, looking up the darkened aisle.

HIS POV

The doors open, and a female figure is silhouetted against the lobby lights.

MAX

half rises, starting a hopeful smile... but the woman turns out to be

A COLLEGE GIRL

who comes down the aisle, slips into a seat next to her date, whispering to him and giggling.

MAX

sinks back into his seat, disappointed, his last hopes fading. He turns bitterly, glances up at the screen. SOUND of machine guns, as...

ON THE SCREEN

the gangsters are being rubbed out in the garage, while Tony Curtis and Jack Lemmon crouch nearby, watching in horror.

DISSOLVE TO:

TWO USHERS

opening doors at the top of the aisle. In the b.g., we can once again hear Joe E. Brown saying "Well, nobody's perfect", followed by the closing MUSIC. One usher nudges the other: Hey, check this guy out. They both look down towards...

MAX

who remains in place, staring up at the final credits, as audience members rise all around him, putting on jackets, or brush past his legs, heading up the aisle.

THE USHERS

look at each other, shaking their heads: Another weirdo.

DISSOLVE TO:

THE MOVIE SCREEN

where Curtis, in his female disguise, alone in the hotel corridor, is first hearing the distant SOUND of Marilyn Monroe singing. He turns, starts hesitantly towards the music.

MONROE (O.S.)

(sings)

I'm through with love
I'll never fall again
Better to do with love
Don't ever call again
For I must have you or no one
And so I'm through with love...

ANGLE ON MAX

with tears in his eyes, watching the giant images...

ON THE MOVIE SCREEN

Monroe is sitting on a piano, spotlit, with the band behind her, and audience members dancing dreamily in front of her. She doesn't see Curtis.

MONROE

I've locked my heart
I'll keep my feelings there
I've stocked my heart
With icy, frigid air
And I mean to care for no one
Because I'm through with love...

The camera moves close on Curtis, staring yearningly at Monroe from across the dance floor.

MONROE (O.S.)

Why did you lead me
To think you could care...?
You didn't need me
You had your share
Of slaves around you
To hound you and swear
With deep emotion, devotion to you...

ANGLE ON MAX

as something - an intuition, an irrational tug - makes him turn again, slowly. And he somehow knows, even before he stares up the aisle, that Nora will be there...

ANGLE ON NORA

at the top of the aisle. Her hair and the shoulders of her uniform are wet from the rain. She is looking anxiously around the theatre.

MONROE (O.S.)

Goodbye to spring
And all it meant to me
It can never bring
The thing that used to be...
For I must have you or no one
And so I'm through with love...

CLOSE ON NORA'S FACE

as she sees Max, and her eyes widen.

MAX

slowly stands, as he and Nora stare at each other. They are lit by the screen's flickering reflections, and separated by the length of the aisle. Someone behind Max hisses for him to sit down; he ignores them.

MONROE (O.S.)

And so I'm through with...
Baby! ...I'm through with love.

NORA'S FACE -

questioning, searching...

MAX'S FACE -

as he smiles at her, awkwardly, tentatively. They are like two shy teenagers, meeting for their first date. And then -

HER FACE AGAIN

the most radiant sight in the whole world - as Nora smiles back at him.

CLOSE ON MAX AND NORA

as they meet in the aisle, putting their arms around one another, and embracing passionately. They are sillouetted against the giant, embracing lovers onscreen. HOLD on them as...

The BAND MUSIC continues and swells.

Then, after several moments...

FADE TO BLACK.

THE END.