

YEARBOOK

Screenplay By  
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FADE IN:

INT. GRADE SCHOOL CLASSROOM - DAY (1980)

THIRD GRADERS eat lunch as mischievous LAWAYNE FUNDERBURK ogles his beloved Rocky Balboa lunch box.

LAWAYNE  
I could look at Rocky all day.

Our good boy MICHAEL YOUNG looks over at Lawayne and Rocky, then sadly at his own red-and-black plaid lunch box.

Michael's eye is distracted by shy, cute BEVERLY PLOOF, a couple of rows up and over, quietly reading. He smiles as if he could look at her all day.

A KNOCK gets MRS. COOPER up to open the door for MICHAEL'S MOM, who waves at her son. He sinks down in his seat.

MRS. COOPER  
Class, I'll be in the hallway with Michael's mother, so Michael that means you're in charge.

As she steps out, Lawayne taps Michael's arm.

LAWAYNE  
I'm going to go look up Beverly Ploof's dress!

Michael is horrified as Lawayne gets down and crawls in front of Beverly's desk. As promised he takes a good peek.

INT. GRADE SCHOOL HALLWAY - CONTINUOUS

Mrs. Cooper and Michael's mom sit by the classroom door.

MRS. COOPER  
Michael is doing great. He's such a joy to have in my classroom.

MOM  
He's always been such a good boy.  
I don't know how I got so lucky.

INT. GRADE SCHOOL CLASSROOM - CONTINUOUS

Lawayne scurries back to his desk. He pops back up and leans obliviously into Michael's angry gaze.

LAWAYNE  
Did you see that? I looked up Beverly Ploof's dress!

INT. GRADE SCHOOL HALLWAY - CONTINUOUS

MRS. COOPER  
Michael's getting straight A's and  
he plays well with others.

Mom beams.

INT. GRADE SCHOOL CLASSROOM - CONTINUOUS

Michael trembles, then hauls back and SMASHES LAWAYNE IN THE MOUTH. Lawayne hits the floor and Michael jumps him.

INT. GRADE SCHOOL HALLWAY - CONTINUOUS

Mrs. Cooper is nearly teary-eyed.

MRS. COOPER  
Michael is about the sweetest,  
nicest boy I have ever taught.

A COMMOTION OF SCATTERING DESKS AND YELLING CHILDREN is followed by a BANG, BANG BANG against the door.

The ladies jump up, and as Mrs. Cooper opens the door Lawayne's head falls into the hall. Michael sits on his chest. Both women put their hands to their mouths. Classmates gather around the two combatants.

MRS. COOPER (CONT'D)  
Michael Young!

Michael freezes, allowing Lawayne to flip him and get on top.

MRS. COOPER (CONT'D)  
Lawayne Funderburk!

Lawayne stops as he realizes Michael is looking past him. Everyone follows Michael's gaze to Beverly's face as she peers in bashfully from the back of the group. They all look back at Michael, who smiles serenely. LAWAYNE'S FIST FILLS THE SCREEN.

BEGIN OPENING CREDITS MONTAGE AND MUSIC:

INT. GRADE SCHOOL CLASSROOM - DAY (1977)

SUPERIMPOSE --

KINDERGARTEN

A YEARBOOK PHOTOGRAPH of five-year-old Michael morphs into live-action of Michael posing for the shot. There's a FLASH.

PHOTOGRAPHER (O.S.)  
Good, Michael. Beverly's next.

Michael gets up and takes a step away as Beverly sits down.  
Michael's still in the shot, gazing at Beverly.

PHOTOGRAPHER (O.S.) (CONT'D)  
Michael?!

He looks straight at the camera, turns red, then runs off.

INT. GRADE SCHOOL CLASSROOM - DAY (1980)

SUPERIMPOSE --

3RD GRADE

Most of the kids have their heads down as Beverly and six others tap people and run to the front of the classroom.

MRS. COOPER  
Okay, 7-Up.

Seven kids who raise their heads have hands up, including Michael.

MRS. COOPER (CONT'D)  
Michael?

He hesitates, looking at Beverly.

MICHAEL  
Did Beverly pick me?

Beverly blushes and is about to answer --

EXT. GRADE SCHOOL PLAY FIELD - DAY (1983)

SUPERIMPOSE --

6TH GRADE

11-year-old Michael runs alongside Beverly, who's carrying a football. They're both giggling.

BOY (O.S.)  
Michael, tackle her!

OTHER BOY (O.S.)  
What are you doing!? Tackle her,  
Michael!

INT. HIGH SCHOOL HALLWAY - DAY (1986)

SUPERIMPOSE --

9TH GRADE

Shaggy-haired, pimply-faced Michael walks by Beverly at her locker. He stops short when he sees a POSTER OF THE POGUES.

MICHAEL

Beverly, hey. I didn't know anyone else here liked The Pogues.

BEVERLY

Yeah, they're great. My uncle told me about them.

She waits for more. Long pause.

MICHAEL

Yeah. Okay. Bye bye.

INT. HIGH SCHOOL AUDITORIUM - NIGHT (1989)

SUPERIMPOSE --

GRADUATION

Dressed in cap and gown, geeky senior Michael is pushed by his buddy Andy in the direction of two chatting female graduates, one of them Beverly.

Michael takes the long, slow, last-chance walk toward the girl of his dreams.

As Beverly watches expectantly out of the corner of her eye, Michael walks right on by, not stopping until he's inches from the brick wall. He stands there, his back to everyone. Beverly turns back around, disappointed.

INT./EXT. HONDA ACCORD HYBRID - DAY - PRESENT

The face of MICHAEL YOUNG, now in his mid-30s, is a blank as he drives a newer Honda through Boston traffic. No longer nerdy, he's a well-groomed, confident professional.

END OF OPENING CREDITS MONTAGE.

INT. OFFICE - DAY

Michael concentrates on his computer as VICTOR VALLEY, late 20s, sits in quiet contemplation. Michael finally stops.

MICHAEL  
Shouldn't you be working on the  
Seaview web site?

VICTOR  
I'm trying to think of a woman for  
you. Problem is you're too picky.

MICHAEL  
I don't think so.

VICTOR  
Would you go out with a smoker?

MICHAEL  
No.

VICTOR  
That's twenty-five percent you've  
eliminated right from the start.

MICHAEL  
Yeah, the twenty-five percent who  
smell like smoke.

VICTOR  
So what else rules a woman out?

Michael gives up working and turns toward Victor.

MICHAEL  
I don't have a list. She does have  
to be smart. And down to earth.

VICTOR  
What about drinking?

MICHAEL  
She can drink a little.

VICTOR  
That's nice of you. How about if  
she wears blue eye shadow?

MICHAEL  
No.

VICTOR  
The reason she uses blue eye shadow  
is it's the only thing that cures a  
fluttering eyelid condition.

MICHAEL  
Is that possible?

VICTOR  
Let's just say it is.

MICHAEL  
I'm still kind of worried about the  
eyelid thing. Why would it  
flutter? Is it psychological?

VICTOR  
Forget it. How about if she talks  
during movies?

MICHAEL  
No.

VICTOR  
She can't pronounce the word  
"gravitas."

MICHAEL  
No.

VICTOR  
What if she once dated a guy who  
wore his baseball cap backwards?

MICHAEL  
Oh god no.

VICTOR  
She's the most beautiful woman in  
the world, really nice, incredibly  
smart, but she had a boyfriend who  
wore his cap backwards.

Michael thinks about it.

MICHAEL  
She can't be that smart if she  
dated a guy who wore his cap  
backwards.

INT. MICHAEL'S LIVING ROOM - EVENING

Michael plops a briefcase and mail on a table, picks up the phone and checks for messages. He sees an envelope with a hand-written address, opens it and reads "Panther Lake Elementary Reunion" at the top as a PHONE MESSAGE begins.

MEGAN (ON PHONE)  
Hi Michael! Megan Woolcott, remember me? I got your number from Andy, hope you don't mind. I sent you an invitation to a reunion I'm heading so I'm really putting the squeeze on you here. You may have heard they're tearing down Panther Lake Elementary and some of us thought it would be fun to get together and talk about old memories. I know it's a long ways but I'm sure a lot of people would love to see you.

Michael looks equally irritated and curious.

INT. ANDY'S BEDROOM - NIGHT

ANDY TINGSTAD, mid-30s, unpretentious underachiever, holds the phone while sitting at a computer desk. This looks like his teenage room in his parents' house, which in fact it was.

ANDY  
So are you coming?

INT. MICHAEL'S BEDROOM - CONTINUOUS

Michael rests up against the headboard.

MICHAEL  
Why would I go to that?

INTERCUT BETWEEN MICHAEL AND ANDY

ANDY  
My band's going to play.

MICHAEL  
Andy, I'm not flying from Boston to Seattle to listen to your band.

ANDY  
Don't you want to see anyone?

MICHAEL  
Those people are the reason I live in Boston now. The only one I'd like to see again is Beverly. I've been thinking about her a lot lately. I Googled her. Nothing.

Andy blanches.

ANDY  
Beverly?

MICHAEL  
Yeah, no sign of a Beverly Ploof anywhere in the universe. She must have married and changed her name. She was so smart, she must have done something internet worthy. Only losers can't be Googled.

ANDY  
I'm not on Google.

MICHAEL  
Well -- there's probably too many Andy Tingstads to find your listings.

ANDY  
No, there's just one. It isn't me.

MICHAEL  
Huh. Anyway, you haven't heard anything about Beverly, have you? Is she still around?

Andy hesitates.

ANDY  
Yeah, she's still in Kent --  
And she did get married.

MICHAEL  
Oh.

ANDY  
But then she got a divorce.

Michael sits up.

MICHAEL  
Really? Why didn't you say something?

ANDY  
I thought you got over her. I thought you were dating a lot.

MICHAEL  
(without enthusiasm)  
Yeah, I've even got a blind date tonight.

EXT. NIGHTCLUB - NIGHT

As Michael approaches the door to the club he sees THE MOST BEAUTIFUL WOMAN IN BOSTON standing by the door -- SMOKING.

BEAUTIFUL WOMAN  
Michael?

He wavers, weighing haunting beauty against a Virginia Slim.

MICHAEL  
I wish.

INT. COMPANY AUDITORIUM - DAY

Michael is giving a presentation in front of 100 fellow office workers. He's self-assured and obviously admired by his peers, especially the women. Victor takes notice.

MICHAEL  
We are getting too careless in how we use our graphic interfacing tools. I think a lot of you are forgetting our objective: clarity and ease of use. This software...

INT. COMPANY CAFETERIA - DAY

Michael and Victor carry lunch trays through the tables.

VICTOR  
I wish I could speak in front of the group like you do. I stumble and mumble and sweat.

They pick a table in the corner.

MICHAEL  
You'll get better. You know in high school I couldn't even speak in front of the class.

VICTOR  
Because you were a nerd?

MICHAEL  
(defensively)  
I wasn't a nerd. Just shy. But I learned if I was prepared and acted like I knew what I was talking about, I had nothing to fear. Now I feel as if I could say anything to anyone. And they buy it.

Victor looks across the room.

VICTOR  
Well Becky Hart was sure buying it.  
She's intelligent. What do you  
think of her? No blue eye shadow.

MICHAEL  
Sure, she's academically smart.  
But emotionally she's really  
screwed up. She cried during  
Powerpoint training when she  
couldn't get her Toolbox to open.

Victor keeps looking.

VICTOR  
Lynn Fellows. Now she's bright.

MICHAEL  
I went out with her.

VICTOR  
Really? What happened?

MICHAEL  
She was great. Loves to read,  
loves art, loves to travel.

VICTOR  
So...?

MICHAEL  
She talks baby talk.

VICTOR  
I like that in bed. It's cute.

MICHAEL  
But if you're not in bed it's kind  
of scary.

VICTOR  
I don't know --

MICHAEL  
Trust me, it's not cute when you're  
standing in line at Target.

Victor looks around the room again.

VICTOR  
Kim Lewis. What's wrong with her?

MICHAEL  
She stabbed her last boyfriend.

VICTOR  
I heard it was self-defense.

MICHAEL  
He was sleeping.

VICTOR  
So she's not perfect.

MICHAEL  
And besides that, she likes Celine Dion. That's one rule I do have -- she can either stab me or she can like Celine Dion, but not both.

Victor shakes his head.

VICTOR  
Like I said, too picky. You've now ruled out every woman in the world. You will die sad and alone.

INT. MICHAEL'S LIVING ROOM - NIGHT

Michael watches TV from the couch while eating take-out. He goes to a bookcase and pulls out a YEARBOOK: "KENT-MERIDIAN DIADEM '89" and sits back down.

He looks at several PHOTOGRAPHS OF HIS FELLOW CLASSMATES.

He finally stops on the SENIOR CLASS PHOTO OF BEVERLY PLOOF. She has a pretty, kind face and long brown hair -- a look of intelligence and empathy, with a warm inviting smile.

Under "Veterinary Club" BEVERLY HUGS A BLACK LABRADOR. A few pages later there's MICHAEL PLAYING BASKETBALL -- rail thin and wearing unfashionable glasses and black socks.

Michael grimaces and flips more pages until he finds two in the back stuck together. He slips a fingernail along the edge and cracks them open, revealing two pages titled "SIGNATURES." One is blank but the other has a note:

BEVERLY (V.O.)  
"Dear Michael - We never did talk much, but I just want you to know that I think you're the nicest boy I've ever met and I would have liked to have known you better..."

INT. MICHAEL'S LIVING ROOM - A FEW MINUTES LATER

Holding the yearbook in one hand and the phone in the other, Michael reads excitedly while he paces the room.

MICHAEL

"I wish I'd had the courage to tell you all this. I guess it just wasn't meant to be. But if you want to get together this summer before you go off to college, please call me. Love, Beverly."

He stops, waiting for a response.

INT. ANDY'S BEDROOM - CONTINUOUS

A wide-eyed Andy is sitting forward on his bed, disbelieving.

ANDY

Oh my god.

INTERCUT BETWEEN MICHAEL AND ANDY

MICHAEL

She was crazy about me, too!

ANDY

You never saw that?

MICHAEL

I would have run naked down the street to her house if I'd seen that! She underlined "Love"! She loved me! Andy, I'm coming.

ANDY

You're what?

MICHAEL

I'm coming to Kent to ask Beverly Ploof to marry me.

ANDY

Marry you?

MICHAEL

Well at least ask her out for coffee. You said she was divorced, right? When's the reunion, Saturday? I'll fly out tomorrow. That gives me a week.

ANDY

Are you sure about this?

MICHAEL

Andy, I'm 32 and I've never met another woman who came close to Beverly. I'll be dead in 40 years. I'm running out of time here.

ANDY

Why will you be dead in 40 years?

MICHAEL

Law of averages. Look, do me a favor. See how much you can learn about her by tomorrow, can you? If you could find out where she lives, if she's seeing anyone, anything.

ANDY

But what if she's changed? It's been 15 years. You probably wouldn't even recognize her now.

MICHAEL

I'd know that face anywhere. God she was cute. And so shy. I loved that. I didn't have the nerve to tell her that before, but I do now.

ANDY

What if she's 500 pounds?

MICHAEL

I don't care -- she's not, though, right? Did you hear something? Hell, it doesn't matter. She's the one. I'm coming.

Andy looks very worried for his friend.

INT./EXT. LEXUS - SEATTLE FREEWAY - DAY

Michael talks on his cell phone as he drives a rented Lexus.

MICHAEL

Victor, this is really important. Tell the bosses one of my parents is sick. Probably dying. We need time to have a heart-to-heart talk and forgive each other and hug before they pull the plug. That kind of shit.

VICTOR (ON PHONE)  
Okay. Which parent?

MICHAEL  
I don't care, you pick one.

VICTOR (ON PHONE)  
Where are you going?

MICHAEL  
I'm already there, Seattle. You were right, there aren't many women who have everything I'm looking for. I've only met one so far. That's why I'm going back to Kent to find Beverly Ploof.

VICTOR (ON PHONE)  
What's a Beverly Ploof?

EXT. GRADE SCHOOL PLAY FIELD - DAY (1981) - FLASHBACK

Nine-year old Michael sits on a rock near a small creek just past the gymnasium. Beverly wanders by, her head coyly down.

BEVERLY  
Hi Michael.

MICHAEL  
Hi. Where are you going?

BEVERLY  
I'm going to jump over the creek.

MICHAEL  
But we're not allowed over there.

BEVERLY  
Do you want to? No one's watching.

Michael looks around. He gets up and walks over to her.

BEVERLY (CONT'D)  
Ready? One, two --

Michael sees something and stops, but Beverly jumps over and falls to the ground. MR. ANDERSON approaches.

MR. ANDERSON  
Just what is going on here?!

Beverly looks like she might cry.

MICHAEL  
It's my fault. I pushed her.

MR. ANDERSON  
Beverly, get back over here. And  
you Michael Young, follow me!

INT. MICHAEL'S ROOM - DAY (1981) - FLASHBACK

Michael's MOM AND DAD stand over him as he sits contritely on the edge of his bed.

MOM  
I don't know what's got into you!  
Fighting with boys! Pushing girls!  
I'm at the end of my rope! George,  
what are we going to do?

Dad bends down, concerned, staring him right in the eye.

DAD  
Michael, I want you to be  
absolutely truthful with me right  
now. Are you on drugs?

Mom puts her hand over her open mouth. Michael isn't quite sure what drugs are, but senses a good excuse. He nods.

MICHAEL  
Yes.

Mom SCREAMS.

MOM  
Oh my god, what are we going to do?

She starts weeping hysterically. Dad shakes his head.

INT. GRADE SCHOOL CLASSROOM - DAY (1981) - FLASHBACK

A red-faced Michael and his class watch a DRUG PREVENTION TROUPE perform a skit dressed in brand new punk clothing.

GROUP MEMBER  
Hey, I'm going to take drugs, that  
would be so totally cool.

GROUP LEADER  
That's not cool, that's stupid.

OTHER GROUP MEMBER  
Yeah, why do you think they call it  
dope?

Kids giggle. Michael looks at Beverly, who rolls her eyes. She catches his glance and shakes her head. He smiles.

INT./EXT. LEXUS - KENT STREETS - BACK TO THE PRESENT

Michael passes a "WELCOME TO KENT" sign... KENT-MERIDIAN HIGH... KENT JUNIOR HIGH... PANTHER LAKE ELEMENTARY. He pulls up to the family home, a craftsman in need of paint.

INT. MICHAEL'S PARENTS' KITCHEN - DAY

Poorly remodeled back in the 1980s, the room has a pale yellow glow as the Youngs eat around an Oak Warehouse table.

MOM  
You're going to what?

MICHAEL  
Go see Beverly Ploof.

DAD  
I always liked her. You should have asked her out.

MOM  
I thought she got married.

MICHAEL  
Andy says she's divorced.

DAD  
Her dad's an idiot.

MICHAEL  
Why do you say that?

DAD  
Because he's not very bright. They come to square dancing once in a while.

MICHAEL  
Do they ever mention Beverly?

MOM  
We don't talk to them.

MICHAEL  
Why not?

DAD  
Because he's an idiot. And the missus can't be too smart.

MICHAEL  
Why?

DAD  
She married the moron.

MICHAEL  
Well, somehow Beverly turned out  
pretty bright.

DAD  
You should have hit on her a long  
time ago. What a sweet girl.

MOM  
Yeah, she was so nice. Why didn't  
you ever ask her out?

Michael stares at both of them.

EXT. ANDY'S HOUSE - NIGHT

ANDY'S MOM smiles as she opens the front door for Michael.

MICHAEL  
Hi Mrs. Tingstad. How are you?

ANDY'S MOM  
Good, Michael. Come on in.

INT. ANDY'S LIVING ROOM - CONTINUOUS

Andy comes down the stairs as she shows Michael in. They  
shake hands and half hug.

ANDY  
Hey buddy.

MICHAEL  
So how is everything?

ANDY'S MOM  
Andy still lives at home.

INT. ANDY'S BEDROOM - NIGHT

Andy's on his bed, surrounded by guitars, as Michael sits in  
the desk chair. Andy hands him a piece of notebook paper.

ANDY  
Megan gave me Beverly's address and  
phone number. Are you going to  
call her?

MICHAEL  
Maybe I'll surprise her.

ANDY  
She works at the elementary school.  
Megan doesn't think she has a  
boyfriend.

Michael smiles at his good fortune.

MICHAEL  
Really? Anything else?

Andy hesitates.

ANDY  
No. That's about it.

MICHAEL  
So Beverly's a teacher. That's why  
I couldn't find her -- teaching is  
where smart people disappear. Or  
did she change her name?

ANDY  
Oh -- I forgot to ask.

MICHAEL  
That's okay.

He stares with some satisfaction at the paper.

MICHAEL (CONT'D)  
So, how's the band?

ANDY  
We're in the Golden Steer lounge  
all week. And the reunion, that'll  
be great. Everybody asking what  
I'm doing and I have to say I live  
with my parents, don't have a real  
job, and my band plays in bars.

MICHAEL  
Hey, your life's as good as any of  
theirs. At least you don't wallow  
in your school day glory years like  
a lot of them, living in the past.

Michael stops to look at a poster of the B-52's and pauses.

MICHAEL (CONT'D)  
I know what will cheer you up.

INT. ANDY'S BEDROOM - MOMENTS LATER

Michael types at the computer as Andy sits at his shoulder.

MICHAEL

I saved some internet searches of our old classmates. Look, Steve Fritts -- he came up on "Google Groups" -- he wants to know where he can buy used tires.

ANDY

Used tires?

MICHAEL

You're afraid of seeing a guy who can't afford new tires.

ANDY

I live in this room and I just bought new tires.

MICHAEL

That's what I'm saying. Here's Lyle Ecklebarger. Arrest warrant! DWI. You don't drive drunk do you?

ANDY

No.

MICHAEL

That's right. You get drunk alone in your childhood bedroom of your parents' house where you still live even though you're 32 years old. You tell me which is worse.

They both laugh.

MICHAEL (CONT'D)

Here's one you'll like: Lawayne Funderburk.

Andy suddenly stops smiling but Michael doesn't notice.

MICHAEL (CONT'D)

Nothing! The guy doesn't even exist according to the rest of the world. Maybe he died!

Andy forces a smile and laugh.

MICHAEL (CONT'D)  
Here's Joe Tuttle, dumb jock.

ANDY  
That jerk always bragged he was  
going to be rich and famous.

MICHAEL  
Well apparently he's trying to  
become rich and famous as a  
Substitute Delivery Technician 3 at  
Green River Community College.

ANDY  
He's a delivery driver!

MICHAEL  
I feel awful snooping like this.

ANDY  
Me too. What else does it say?

MICHAEL  
He makes ten-fifty an hour.

They both laugh, trying to keep straight faces as they go on.

ANDY  
That's so embarrassing. But I'm  
not laughing because he's a  
delivery guy.

MICHAEL  
Oh me either! It's the dichotomy  
between his youthful braggadocio  
and the subsequent reality.

ANDY  
And that he's not even a regular  
driver, he's a substitute -- a  
class 3 substitute.

MICHAEL  
At a community college -- and they  
call him a technician.

ANDY  
Exactly! Nothing to do with Joe  
Tuttle being a delivery driver. I  
mean look at me, I don't even have  
a job and I find it funny.

INT. MICHAEL'S PARENTS' BATHROOM - DAY

Michael is very serious again as he looks in the mirror.

MICHAEL  
"Beverly, I always adored you and  
thought you were the most special  
woman I ever met."

He shakes his head at this pathetic attempt.

EXT. BEVERLY'S HOUSE - DAY

Michael pulls up to Beverly's house, a very modest wood frame that needs work. Puzzled, Michael re-checks the address. He gets out holding a BOUQUET, walks to the front door, and RINGS THE DOORBELL. He takes a deep breath.

The door opens and standing before him is a 10-YEAR-OLD VISION OF BEVERLY -- only this is KATIE. Michael is shocked and speechless. The girl waits a moment.

KATIE  
Hi.

MICHAEL  
Hi. What's your name?

KATIE  
Katie. Who are you?

MICHAEL  
I'm Michael. Are you -- are you  
Beverly's daughter?

KATIE  
Yes.

MICHAEL  
Oh. Is your mother home?

KATIE  
No, she won't be back until later.  
But my dad is. Dad!

Michael's mouth drops. He looks as if he wants flee but his feet won't move. Katie smiles at him.

KATIE (CONT'D)  
Those flowers are pretty. Are they  
for my mom?

Michael pauses. In the doorway is big LAWAYNE FUNDERBURK. Michael can't quite place him.

LAWAYNE  
Hey, what's up?

INT. GRADE SCHOOL CLASSROOM - DAY (1980) - FLASHBACK

Lawayne leans over to Michael.

LAWAYNE  
I looked up Beverly Ploof's dress!

EXT. BEVERLY'S HOUSE - BACK TO THE PRESENT

MICHAEL  
...Lawayne?

EXT. GRADE SCHOOL PLAY FIELD - DAY (1983) - FLASHBACK

Michael runs alongside Beverly with the football, giggling.

BOY (O.S.)  
Michael, look out for Lawayne!

Lawayne comes out of nowhere and puts a sudden end to their flirting with a CRUNCHING BLOCK THAT LEVELS MICHAEL.

EXT. BEVERLY'S HOUSE - BACK TO THE PRESENT

Lawayne is eyeing the flowers and the dumbfounded Michael.

LAWAYNE  
Yeah, I'm Lawayne. Who are you?

Michael shifts uncomfortably as Lawayne suddenly smiles.

LAWAYNE (CONT'D)  
Michael Young? Well holy shit.

He feints as if Michael's going to punch him.

LAWAYNE (CONT'D)  
You aren't going to hit me are you?

MICHAEL  
Oh, yeah, no, I was just, you know, stopping by to say hi.

LAWAYNE  
You brought me flowers, how nice.

He takes them from Michael and hands them to Katie.

LAWAYNE (CONT'D)  
Here honey, put these on the table  
and get your stuff together.

Katie runs off. The men eye each other for a moment.

LAWAYNE (CONT'D)  
So, you looking for Beverly? She's  
still at school.

MICHAEL  
I just thought I'd say hello -- I  
heard you were divorced.

Lawayne laughs.

LAWAYNE  
Well, this town sure likes to talk.  
We're working on some things.

MICHAEL  
So you're not divorced.

LAWAYNE  
Oh she got mad and filed so  
technically we are. So for now I  
got my own place. I'm taking Katie  
for spring break. Beverly's busy  
anyway helping with the reunion  
stuff. Guess we'll see you there  
on Saturday huh?

MICHAEL  
Yeah, I guess so.

LAWAYNE  
You ready, Katie?

The door closes and Michael, dazed, heads back to his car.

INT./EXT. LEXUS - KENT STREETS - DAY

The saddest man in the world drives through downtown Kent.

INT. GOLDEN STEER LOUNGE - NIGHT

Andy is on stage setting up equipment as Michael strides up.

MICHAEL  
Lawayne Funderburk.

ANDY  
What?

MICHAEL  
Beverly married Lawayne Funderburk.  
You hadn't heard that?

ANDY  
They're not divorced?

MICHAEL  
Yeah, but he's trying to get her  
back. And she has a daughter.  
Andy, she's Beverly Funderburk!

ANDY  
Huh. So now what?

MICHAEL  
I'm going to go buy more flowers.

EXT. BEVERLY'S HOUSE - NIGHT

Michael sits in his car in front of the house, clutching an even BIGGER BOUQUET. There's a light on in the window.

He hesitates at the bottom of the stairs, then steals himself and boldly bounds up the darkened steps only to trip on the top one and stumble noisily across the porch. As he gathers himself the door opens and in the shadows above him she appears -- that familiar face. She studies him for a moment.

BEVERLY  
Michael Young?

Michael smiles, relieved. He hands her the flowers. He summons all of his newfound confidence.

MICHAEL  
There's something I've wanted to  
tell you for a long time -- I  
adored you from the time we were  
kids and I've always regretted that  
I didn't have the nerve to tell you  
that. I know this might not be a  
good time but I don't want to spend  
my whole life wondering if you --

He stops as she covers her mouth and gasps. He waits, not sure if this is a good sign. Tears are forming in her eyes.

BEVERLY  
I've waited all my life to hear you  
say that.

She lifts up on her toes and kisses him very softly on the lips. When she pulls back he almost topples over from shock. She takes his hand and leads him into the house.

INT. BEVERLY'S LIVING ROOM - CONTINUOUS

A light in the corner gives off a romantic glow. She drops the flowers on a table and guides him into her bedroom.

INT. BEVERLY'S BEDROOM - CONTINUOUS

She turns on a nightstand lamp, pushes him onto the bed and falls on him, kissing again. She pulls his shirt off, then his shoes before getting up and walking to the bathroom door.

BEVERLY

Why don't you get comfortable.

Michael takes off his pants, blinks and takes a deep breath.

BEVERLY (O.S.) (CONT'D)

How about some music?

It takes Michael a moment to comprehend. He gets up and walks timidly out the door, in underpants and socks.

INT. BEVERLY'S LIVING ROOM - CONTINUOUS

He finds a rack of CDs, running his finger along them until stopping on THE POGUES "IF I SHOULD FALL FROM GRACE WITH GOD." With a happy flick he pops it out and puts it in the CD player. The MUSIC INTRO BOOMS THROUGH THE HOUSE.

BEVERLY (O.S.)

Oh, I love this song!

*If I should fall from grace with God  
Where no doctor can relieve me  
If I'm buried 'neath the sod but the angels won't receive me  
Let me go boys, let me go boys  
Let me go down in the mud where the rivers all run dry*

Michael sways to the music, then begins a little dance. He turns to see an OLD BLACK LABRADOR watching from a basket. He leaps back, afraid, but the dog watches harmlessly.

MICHAEL

Good boy. Don't hurt me.

The dog stares. Michael relaxes and looks at MEMENTOS ON THE SHELF. There's a row of dolphin knickknacks, and below that some photos -- Katie, Lawayne, Beverly, the dog, Beverly with her sister Jill. Oh yeah, Jill...

EXT. SCHOOL PLAY FIELD - DAY (1981) - FLASHBACK

Michael is trying to reach across the stream to help Beverly back. By the corner of the gym BEVERLY'S ONE-YEAR-YOUNGER SISTER JILL is pointing them out to Mr. Anderson.

JILL

There they are! Beverly you're going to be in so much trouble when Mom finds out!

INT. BEVERLY'S LIVING ROOM - BACK TO THE PRESENT

Michael leans in for a closer look at the photo of the two sisters.

MICHAEL

Jill?

*Let them go down in the mud where the rivers all run dry,  
Yeeeeeeeeooooowww!*

A look of terror. It can't be.

THE MUSIC HAS STOPPED. The dog gets out of his basket and runs by him, and as Michael turns he sees THE REAL BEVERLY by the stereo, as angelic as he remembered. He's so paralyzed he forgets he's nearly naked. Beverly looks him up and down.

BEVERLY

Michael?

A pause. Hoping he's wrong --

MICHAEL

Beverly?

BEVERLY

What are you doing here?

MICHAEL

I'm here with you -- with your sister, we, uh, we're just --

JILL (O.S.)

Hey, what happened to the music?

Michael and Beverly look at each other. She looks at the flowers on the table, confused. He works up his courage.

MICHAEL

Beverly, I believe in complete honesty. I thought Jill was you.

BEVERLY  
Jill was me?

MICHAEL  
I came here tonight to say, well to  
tell you -- oh god.

He suddenly realizes he's in his underwear and grabs a  
comforter from the couch to wrap around himself.

JILL (O.S.)  
Michael?

MICHAEL  
Coming.

He shakes his head at Beverly and lowers his voice.

MICHAEL (CONT'D)  
No, I'm not coming, I don't know  
why I said that. Beverly, I have  
to tell Jill the truth.

BEVERLY  
You can't. It will crush her.

MICHAEL  
I've got to --

The bedroom door opens and Jill comes out wearing a bra and  
panties. The three of them couldn't be more uncomfortable.

JILL  
Oh, hey, you're home early.

BEVERLY  
We ran out of decorations.

Silence.

JILL  
So, you remember Michael Young.

MICHAEL  
Jill, do you believe in being  
totally honest?

Beverly shakes her head "No" over Michael's shoulder but Jill  
ignores the signal.

JILL  
Sure. Why?

MICHAEL

I feel awful but what I said to you  
was meant for your sister. The  
truth is I thought you were  
Beverly.

For a moment Jill doesn't react, then smiles quizzically.  
And then an UNBELIEVABLY HARD SLAP almost takes Michael down.

JILL

Oh my god! Oh my god! You thought  
I was Beverly?! Aaaawwwww!

She runs back to her bedroom and SLAMS THE DOOR. Michael and Beverly look at each other. WAILING AND SOBBING comes from the bedroom. Michael walks over to the door and KNOCKS.

MICHAEL

Jill, I'm sorry. I really didn't  
mean for this to happen. Jill?

JILL (O.S.)

Aaaawwwww....

MICHAEL

Jill, listen, I know you're upset,  
but I do need my clothes. Jill?

Michael turns and looks at Beverly, shrugging his shoulders.  
Jill continues to cry. Michael smiles meekly at Beverly.

MICHAEL (CONT'D)

So -- how are you?

BEVERLY

Most days, pretty good. This isn't  
one of those days. How are you?

MICHAEL

Good, good. I live in Boston now.  
I design web sites.

Silence. Michael pounds on the door. More crying.

MICHAEL (CONT'D)

So, what, you and Jill live here  
together?

BEVERLY

Yes.

MICHAEL

That must be nice.

The sobbing escalates. Beverly comes over and knocks.

BEVERLY  
Jill, can I come in?

JILL (O.S.)  
No! Aaaaawwww...

Beverly shakes her head at Michael. There's a KNOCK AT THE FRONT DOOR and aptly named BIG JIM peeks in.

BEVERLY  
This is really bad. I think you'd better go.

Michael pounds again on Jill's door.

BIG JIM  
Hey, what's going on in here?

Big Jim bolts by Beverly and tackles Michael. When they hit the floor THE POGUES COME BLASTING OUT OF THE STEREO again and the DOG STARTS BARKING.

MICHAEL  
Owww!

The blanket falls away and Michael is nearly naked again. Big Jim climbs on top of Michael and pulls his arms back.

BIG JIM  
Are you bothering these ladies?

BEVERLY  
It's okay, Big Jim.

MICHAEL  
There was a misunderstanding, Big Jim.

BIG JIM  
Do I know you?

MICHAEL  
No, I just assumed Beverly wouldn't call you that for no reason.

JILL (O.S.)  
Aaaaawwww --

BIG JIM  
What did you do to her?

MICHAEL  
I told her I wasn't going to sleep  
with her.

Big Jim looks him over.

BIG JIM  
You'd think that'd be a good thing.

MICHAEL  
I can't breathe, Big Jim.

SIRENS AND FLASHING LIGHTS intrude from outside.

BEVERLY  
What's going on?

BIG JIM  
I told my mom to call the police.

MICHAEL  
Jesus, does every guy in this town  
live with his mother?

TWO POLICEMEN look in the open front door, then come in.

OLDER COP  
It's okay Beverly, we'll handle it.  
Why don't you come outside with me.

As the Older Cop pulls Beverly out, the Younger Cop nods for Big Jim to get off, then puts his knee on Michael's back.

YOUNGER COP  
So you want to tell me what's going  
on here buddy?

Michael can barely talk, so the cop bends down to hear.

MICHAEL  
I adored her from the time we were  
kids but I never had the nerve to  
tell her back then so I came over  
tonight to tell her and see if she  
might feel the same way about me.

YOUNGER COP  
Was that before or after you took  
off your pants?

BIG JIM  
What's he saying?

MICHAEL  
(louder)  
I love her.

JILL (O.S.)  
Aaawwww!

MICHAEL  
Not her. The other one.

YOUNGER COP  
Have you been drinking?

MICHAEL  
I wish.

The Older Cop comes back in with Beverly.

OLDER COP  
Okay, Beverly says it's all right.

Beverly turns the stereo off and pets the dog. Big Jim puts an arm around her.

BIG JIM  
Beverly, if there's anything you need, just let me know.

BEVERLY  
Thank you, Big Jim.

He heads for the door, followed by the police. Michael covers himself with the comforter and stands up.

OLDER COP  
Young man, you get your act together. We'll be watching you.

They leave. Michael looks sheepishly at Beverly.

BEVERLY  
I don't think she's coming out tonight. I've got some stretch shorts that might fit you and Lawayne left some shirts here.

MICHAEL  
This might not be the right time to ask, but -- can I call you?

Beverly studies him for a moment. Jill is still sobbing. Beverly looks at the door and back at Michael.

BEVERLY  
Let me think about that.

MICHAEL  
Okay -- okay.

EXT. BEVERLY'S PORCH - NIGHT

Michael comes out wearing plaid shorts and a shirt that's way too big. He turns to Beverly in the doorway.

BEVERLY  
Good night, Michael.

She closes the door. He goes down the steps, looks at his car and remembers --

MICHAEL  
My keys.

He looks at the house, thinks better of it, then starts walking down the sidewalk.

EXT. KENT SIDEWALK - NIGHT

Michael doesn't get far before a truck with Lawayne and Katie pulls up against the curb. Lawayne turns to Katie.

LAWAYNE  
You stay in the car now, sweetie.

He hops out and blocks Michael's path.

MICHAEL  
What are you doing, Lawayne?

LAWAYNE  
Big Jim called and said there was some trouble.

MICHAEL  
Nothing happened.

LAWAYNE  
Then how come you're wearing my shirt and my wife's shorts?

Michael looks down at his clothes, then back at Lawayne.

MICHAEL  
I'm going home now, Lawayne.

Michael steps around him and keeps walking.

LAWAYNE  
I'll be watching you, Young.

MICHAEL  
Get in line.

EXT. KENT SIDEWALK - NIGHT

Michael walks by a fence as a BIG DOG inside starts GROWLING. Michael growls back as the two track each other until the fence ends. Too late, Michael realizes it's not enclosed. He and the dog are face to face with nothing between them.

MICHAEL  
Oh hell.

The dog GROWLS AND LEAPS.

INT. MICHAEL'S PARENTS' BATHROOM - NIGHT

Michael crawls through the window and flops on the floor. Lawayne's shirt is ripped and Michael has a bite mark on his arm. He stares glumly at his disheveled image in the mirror.

INT. MICHAEL'S PARENTS' LIVING ROOM - NIGHT

A despondent Michael, arm bandaged, is on the sofa flipping TV channels, pausing on a Cinemax sex movie. The front door opens and he tries to change channels but the remote sticks.

MOM  
We're home.

Michael frantically tries to make the remote work as his parents sit on either side of him and look at the screen for the first time. CRUDE SEX NOISES come from the tube.

MOM (CONT'D)  
Oh my god. Michael!

MICHAEL  
I was flipping by and the remote  
got stuck.

MOM  
Oh Michael. Get it off of there!

She shakes her head in disappointment.

DAD  
Son, maybe you should save that for  
your own home.

MOM  
Please change this Michael, please.  
Please, Michael.

She's starting to cry.

MICHAEL  
I can't.

MOM  
You were such a nice quiet boy  
until you got interested in girls.

DAD  
Maybe we should let him watch it.  
That's how he learns.

SEX SOUNDS GROW LOUDER as Michael keeps trying to click.

MICHAEL  
I don't need to learn -- oh Christ.

MOM  
Oh, Lord, now he's swearing.

Dad takes the remote and clicks it. A NEWS PROGRAM is heard.

DAD  
So, did you see Beverly?

Michael opens his mouth but stops and gets up.

MICHAEL  
I'm going to bed.

He walks out of the room. His dad calls out after him.

DAD  
She's a great girl. Where's your  
car?

MOM  
What happened to your arm?

Dad turns to Mom and nods toward the TV.

DAD  
Did you notice that lady didn't  
have any pubic hair?

Mom sniffs and nods.

MOM  
What's this world coming to?

INT. GOLDEN STEER RESTAURANT - DAY

Michael and Andy stare at each other across the table for a moment. Andy's mouth is wide open.

MICHAEL  
And this morning the car was parked in front of our house.

ANDY  
Wow. Wow. So that's it, huh?

MICHAEL  
No. I'm going over to the school today and ask her out.

ANDY  
Wow. I thought you said you would know Beverly anywhere.

MICHAEL  
I did. As soon as I turned around and saw her I knew it was her.

ANDY  
But didn't you also know it was her when it was Jill?

INT. GRADE SCHOOL HALLWAY - DAY

Michael walks by an open classroom door, stops and goes back.

INT. GRADE SCHOOL CLASSROOM - DAY

He takes a look at the children's artwork and writing on the blackboard. Hanging on the wall are MATH FLASHCARDS.

INT. GRADE SCHOOL CLASSROOM - DAY (1983) - FLASHBACK

The TEACHER holds a MATH FLASHCARD: 9x7. Michael, 11, stands next to a boy seated at his desk.

MICHAEL  
Sixty-three.

Michael walks to the next desk.

TEACHER  
Andy, your turn to stop Michael.

She flashes the card: 11x11.

MICHAEL  
One hundred and twenty-two.

He moves, she flashes 8x14. The CLASS MURMURS. 5x17. 4x19. 13x21. The kids' reaction grows. He starts up the next row.

TEACHER  
Beverly, show him what you got.

Card: 7x13. Michael pauses -- and pauses. On purpose.

BEVERLY  
Ninety-one.

TEACHER  
Correct. Beverly's up.

INT. GRADE SCHOOL GYM - DAY - BACK TO THE PRESENT

Michael enters to find a half-dozen people decorating. He sees Beverly across the gym, but MEGAN WOOLCOTT cuts him off.

MEGAN  
Michael! It's me, Megan!

She hugs him, to his surprise.

MEGAN (CONT'D)  
Thanks for coming. You look great.

MICHAEL  
You too. I don't want to interrupt  
-- I was just going to bother  
Beverly for a second.

MEGAN  
Sure, I'll catch up with you later.

Michael passes a PHOTO COLLAGE including the shot of him playing basketball in black socks and glasses. Horrified, he grabs it and puts it in his pocket. When he turns around Beverly is watching him.

EXT. GRADE SCHOOL PLAY FIELD - DAY

The two walk along a path between the gym and the stream.

BEVERLY  
So you really thought you were  
going to have sex with me?

MICHAEL

Well, you did drag me into your bedroom. I thought.

BEVERLY

You must have thought I was a slut.

MICHAEL

Oh, no, I thought you were great. I respected your decision to have sex with me. I mean --

BEVERLY

You know, I don't believe in sex before marriage.

Michael LAUGHS before he can catch himself. He sobers up, then smirks, thinking she might be joking.

MICHAEL

Seriously? Well, that's -- admirable.

BEVERLY

I still don't understand what's going on here.

MICHAEL

I just wanted to spend some time with you. I always liked you. And you liked me, I understand.

She has a small, questioning smile.

BEVERLY

That was a long time ago, Michael. And I have a really busy week.

MICHAEL

I know I should have told you years ago but it's never too late, right? Let me take you to dinner tonight.

BEVERLY

I can't. Lawayne and I have a marriage counseling session at five.

He looks pained.

BEVERLY (CONT'D)

I promised him I would try it. I owe him that much. And Katie.

MICHAEL  
How about after that?

BEVERLY  
A teacher here at the school asked  
me out to dinner.

MICHAEL  
Oh, I see. Where are you going?

BEVERLY  
Just down to the Golden Steer.

MICHAEL  
Okay, after your marriage  
counseling session with your  
husband and the date with that  
other guy, what are you doing? You  
want to get a cup of coffee or  
something?

She stares at him, not quite believing this, but impressed.

MICHAEL (CONT'D)  
I'll be at the restaurant. He  
won't even have to take you home.

BEVERLY  
You know, you don't seem like  
Michael Young.

MICHAEL  
That's good though, right?

BEVERLY  
I should get back to work.

MICHAEL  
So what grade do you teach?

BEVERLY  
I don't teach. I'm a cook.

MICHAEL  
Cook?

INT. GRADE SCHOOL GYM - DAY

They walk toward the kitchen doors.

MICHAEL  
You mean, you're like old Mrs.  
Strenge with the hair net?

Beverly points to a PICTURE ON THE WALL of herself wearing a hair net: "Mrs. Ploof - School Cook"

BEVERLY  
That's right, I'm Mrs. Strenge.

MICHAEL  
You didn't change your name?  
You're still Beverly Ploof?

He seems disappointed.

INT. GOLDEN STEER RESTAURANT - NIGHT

Michael and Andy eat in a booth, but Michael's distracted as he watches Beverly and her date across the room, having fun.

MICHAEL  
What time do you start your set?

ANDY  
Nine o'clock.

MICHAEL  
I'm bringing Beverly in.

ANDY  
What? Why?

MICHAEL  
We'll have to sit close to talk.  
She's still great. It was weird  
today though. I'm sure a lot of it  
was because of last night. But she  
seems, I don't know, like she's not  
quite as joyful as she used to be.

ANDY  
Joyful?

MICHAEL  
Yeah. As a kid she was always so  
happy. But it seems like she's  
lost her sense of humor.

ANDY  
It could be the divorce.

MICHAEL  
Sure.

ANDY  
Or you trying to screw her sister.

MICHAEL

Yeah, I suppose. But remember her  
shy little laugh? She had the  
greatest laugh. She didn't laugh  
once the whole time we talked.

Across the room, Beverly LAUGHS.

ANDY

Like that?

MICHAEL

Yeah, kind of like that.

ANDY

That is a great laugh.

Beverly LAUGHS EVEN LOUDER, almost falling out of the booth.

MICHAEL

Now that one seemed forced.

They watch as Beverly wipes away tears.

ANDY

Look, she forced herself to cry  
tears of joy.

MICHAEL

There's something else. I almost  
hate to say it. I remember her  
being, well, more intelligent.

ANDY

Intelligent? What do you mean?

MICHAEL

First off, marrying Lawayne. It  
doesn't make sense. It's like  
Madame Curie marrying Gilligan.  
And a cook? I don't get her lack  
of ambition. Look at the house she  
lives in. And I didn't see a book  
in it. She seemed too smart for  
the life she has going here. Maybe  
I idealized her too much. But  
there's still something about her.  
And she's still beautiful.

ANDY

Aren't you being a little hard on  
her? It's been a long time.  
People change.

More LAUGHTER from Beverly. Michael shakes his head.

MICHAEL  
And she used to be so shy.

INT. GOLDEN STEER RESTAURANT - NIGHT

Beverly says goodbye to her date and walks across to Michael.

BEVERLY  
Okay, here we are. What did you have in mind?

MICHAEL  
Remember Andy Tingstad? His band's playing in the lounge. It's nicer now that they don't allow smoking.

She looks flustered, but goes along with it.

BEVERLY  
Okay, if I don't have to dance.

INT. GOLDEN STEER LOUNGE - NIGHT

THE BAND PLAYS "LAYLA" to a full dance floor. Michael nods at Andy, who looks tense. Michael and Beverly sit next to each other in a curved booth. A WAITRESS is right on them.

WAITRESS  
What can I start you with?

BEVERLY  
I'll have a white wine, please.

MICHAEL  
A beer.

The waitress nods and leaves.

MICHAEL (CONT'D)  
It's funny, I just never thought of Beverly Ploof drinking.

BEVERLY  
Well, she does.

MICHAEL  
So -- how was your date?

BEVERLY  
You want to know about my date?

MICHAEL  
I want to know everything about  
you.

BEVERLY  
He's just a friend.

MICHAEL  
Seemed like a funny guy.

BEVERLY  
Yeah, he's very funny.

MICHAEL  
Do you like funny guys?

Beverly looks past him, concerned. He looks up just in time to see a slightly buzzed Lawayne, holding a beer, push his way into the booth, trapping Michael between the two of them.

LAWAYNE  
Hey baby, how's it going?

BEVERLY  
Who's looking after Katie?

LAWAYNE  
She's staying with my mom tonight.

Lawayne pretends to just now notice Michael.

LAWAYNE (CONT'D)  
Michael! Didn't see you there. So  
how's your date with my wife going?  
Think you'll get lucky tonight?

He gives him a wink and a nudge, like guys do.

BEVERLY  
Lawayne, we talked about this.

LAWAYNE  
Hey, the therapist said to be more  
honest.

He leans over toward Beverly, squeezing Michael even more.

LAWAYNE (CONT'D)  
Anyway Bev, I was thinking. If you  
feel our problem's in the bedroom,  
I'm more than willing to work on  
it, maybe rent some educational  
videos, try something new.

BEVERLY  
You know the problem wasn't in the  
bedroom.

Michael looks extremely uncomfortable. Beverly blushes.

BEVERLY (CONT'D)  
I'm sorry, Michael. That didn't  
come out right.

MICHAEL  
No, it's useful information.

Lawayne looks at Michael and does a double take.

LAWAYNE  
Michael! Shit, I keep forgetting  
you're there. Yeah, you should  
write that down. The problem  
wasn't in the sack.

BEVERLY  
I want you to leave right now.

LAWAYNE  
You heard her buddy.

MICHAEL  
I think she means you.

LAWAYNE  
Aren't there any married women in  
Boston you can hit on?

MICHAEL  
She's not married.

Lawayne looks oddly hurt by this. He looks down at his beer.

LAWAYNE  
I just love you so much.

MICHAEL  
(to Beverly)  
I think he means you.

LAWAYNE  
I love you.

BEVERLY  
I know you do. Go home. I'll call  
you tomorrow.

Lawayne looks as if he might cry.

LAWAYNE  
I'm sorry. Michael I'm sorry.

MICHAEL  
It's okay, Lawayne.

Lawayne pats his shoulder and slides out of the booth. Beverly is tearing up. Michael isn't sure what to do.

On stage Andy has started playing the guitar introduction to "CAN'T LET GO." The crowd lets out a whoop and starts dancing. Big Jim emerges, pointing at Beverly.

BIG JIM  
Hey Andy, Beverly's here! Have her sing it! That's her song!

A shocked Michael looks at Beverly, shaking her head.

BIG JIM (CONT'D)  
Come on Beverly, get up there!

MICHAEL  
You sing?

BEVERLY  
A little.

MICHAEL  
You sing with Andy?

Big Jim grabs Beverly and carries her to the stage. He sets her in front of the microphone, where she shyly looks at Michael, then Andy. He nods and she timidly sings --

BEVERLY  
"Told you baby one more time, don't make me sit all alone and cry.  
Well it's over and I know it but I can't let go..."

Michael's mouth drops. The crowd urges her on, and as she reaches the chorus Beverly sings more boldly --

BEVERLY (CONT'D)  
"I got a big chain around my neck,  
and I'm broken down like a train  
wreck. Well it's over, I know it,  
but I can't let go..."

Big Jim points at Beverly's feet at the instrumental break.

BIG JIM  
Do the dance!

Beverly hesitates, then does a little soft shoe in place.

BIG JIM (CONT'D)  
No, the dance!

The CROWD AGREES. Beverly relaxes and lets go, swirling around the stage. Michael can't believe what he's seeing.

BIG JIM (CONT'D)  
Stage dive!

Beverly leaps from the stage and Big Jim and others catch her and throw her back just in time to start the next verse.

BEVERLY  
*"Turn off trouble like you turn off a light..."*

Megan is suddenly pulling Michael from the booth.

MEGAN  
May I have this dance?

She leads him onto the dance floor as Beverly sings on in full voice. Michael shakes his head and looks at Megan.

MICHAEL  
She used to be so shy.

MEGAN  
Look who's talking. Did you know I had a huge crush on you?

MICHAEL  
What?

INT. HIGH SCHOOL AUDITORIUM - NIGHT (1989) - FLASHBACK

Back to the scene of Michael moving slowly toward Beverly at graduation, only now we see that Megan is the girl Beverly is talking to. Megan also eyes Michael hopefully as he nears.

MEGAN (V.O.)  
Oh god I wanted you so bad. I would have done anything for you.

INT. GOLDEN STEER LOUNGE - BACK TO THE PRESENT

Michael's eyes are wide open but he can't speak. As the song ends Megan kisses him on the lips. He finally blinks. She steps back and raises her eyebrows suggestively.

MEGAN  
See you at the reunion.

INT./EXT. MICHAEL'S CAR - NIGHT

Michael and Beverly ride in awkward silence for a moment.

MICHAEL  
So -- how long have you been  
singing with Andy?

BEVERLY  
Not too long. He's so talented.  
And he's so sweet.

MICHAEL  
Yeah, he's a sweet guy.

BEVERLY  
You guys were pretty good friends.  
Do you still talk?

MICHAEL  
Not as much as I'd like too. In  
fact, I think I'm going to go find  
him tonight and have a good talk.

BEVERLY  
That's nice.

He pulls up in front of her house.

MICHAEL  
What are you doing tomorrow?

BEVERLY  
Tomorrow? After I finish at school  
I have to pick up Katie and go to  
my parents' house. It's my  
grandma's 80th birthday.

MICHAEL  
Can I come?

BEVERLY  
You want to come to my  
grandmother's birthday party?

EXT. ANDY'S HOUSE - NIGHT

Michael waits on the steps as Andy gets out of his car, carrying a guitar case.

ANDY  
Hey, Michael.

Andy puts his guitar down and sits beside Michael.

MICHAEL  
You're a little more familiar with Beverly than I thought. Did you know she was married to Lawayne?

ANDY  
Yeah.

MICHAEL  
And that she had a kid?

ANDY  
If I had told you, would you have still gone over there?

MICHAEL  
I don't know.

ANDY  
You seemed so excited. I didn't want to stop that momentum you had. I figured it was worth a shot.

MICHAEL  
Do me a favor, in the future why don't you let me decide if I want to make a fool of myself.

Andy gives that a thought.

ANDY  
Yeah, I could do that.

INT. BEVERLY'S PARENTS' LIVING ROOM - NIGHT

Beverly opens the door to see Michael with THREE BOUQUETS.

BEVERLY  
Oh my.

MICHAEL  
One for your grandmother, one for your mother, and one for you.

BEVERLY

Thank you. I'll go put these in  
water. Take off your coat.

He puts his coat on a rack. Jill comes down the stairs,  
barely acknowledging him.

MICHAEL

Hi Jill.

She grimaces and nods. Michael puts an arm out to stop her.

MICHAEL (CONT'D)

Listen, I'm sorry. I'm so sorry.  
Really, really sorry. I feel  
terrible, I really do. I'm sorry.

JILL

So where's my bouquet?

She enjoys his discomfort.

JILL (CONT'D)

Did you really think I was Beverly?

MICHAEL

Yes.

JILL

I guess that's a compliment.

MICHAEL

Yeah, she's so great. But you're  
good too. I mean as a kid you were  
a brat, but you've matured a lot.

JILL

You thought I was a brat, did you?

MICHAEL

Oh yeah. Remember how you told on  
us to Mr. Anderson?

She smiles and looks down, suddenly modest.

JILL

That's because I was jealous. I  
always liked you.

Michael is thrown by her openness. She hugs him as Beverly  
returns. Michael half-shoves Jill away. Beverly gives him a  
look as Katie walks in behind her.

MICHAEL  
Hi Katie.

Katie stares at him.

BEVERLY  
Katie? What do you say?

KATIE  
Hi.

INT. BEVERLY'S PARENTS' DINING ROOM - NIGHT

Michael, Beverly, Jill and Katie are joined at the table for cake by MR. and MRS. PLOOF and GRANDMA. Grandma stares at Michael. She looks confused and irritated.

GRANDMA  
Who's he?

BEVERLY  
That's Michael, grandma, he's a friend of Lawayne and me.

GRANDMA  
What's he doing here?

BEVERLY  
He came for your birthday.

GRANDMA  
Why? I don't know him.

BEVERLY  
He just wanted to say happy birthday.

Grandma stares at him until he does.

MICHAEL  
Oh, yes, happy birthday.

Grandma keeps staring. Beverly points at the vase.

BEVERLY  
Michael brought you flowers.

MR. PLOOF  
Michael went to school with Beverly and Lawayne, grandma. To be honest Michael, when you were a boy I thought you were retarded.

BEVERLY

Dad!

MRS. PLOOF

Mark! What he means, Michael, is that you were just a little awkward around people -- socially retarded.

MR. PLOOF

No, I mean literally mentally retarded, like the ones they have special classes for. Only Michael never wore the big shoes.

Beverly is trying to keep from laughing out loud.

MRS. PLOOF

He was a nerd, honey! That's how they act. No offense, Michael. And look how well he turned out.

BEVERLY

And he got such good grades.

MR. PLOOF

That don't mean anything. Even Rain Man could count. And they inflate grades for the retardeds to boost their self-esteem.

JILL

It takes some people longer to grow into themselves.

MR. PLOOF

That's what I'm trying to say, for crying out loud. Considering how Forest Gump-like he was back then it's amazing he's sitting here now looking so normal.

Beverly nearly chokes from stifling a laugh at Michael's flustered reaction.

GRANDMA

Where's Lawayne?

BEVERLY

Lawayne had to work tonight. I'll tell him to come see you.

GRANDMA

Where's he been? It's been ages.

MICHAEL  
You probably don't see him much  
since the divorce.

Grandma looks very confused.

GRANDMA  
What divorce?

MRS. PLOOF  
Michael --

MICHAEL  
Beverly and Lawayne's divorce.

Grandma drops her fork and clutches her heart.

INT. AMBULANCE - NIGHT

Beverly, Michael, and an EMT GUY ride in the back as Grandma, wearing an oxygen mask, is glaring at Michael.

BEVERLY  
It's not your fault. We should have told her. We didn't want to upset her. She loves Lawayne.

MICHAEL  
I'm sorry -- Grandma.

Grandma winces.

INT. HOSPITAL ROOM - NIGHT

Grandma is in her hospital bed, surrounded by everyone from dinner. She's still glaring at Michael as THE DOCTOR enters.

DOCTOR  
Her heart is fine, she just got some cake stuck in her windpipe.

MRS. PLOOF  
Oh, that's great.

BEVERLY  
See, Michael, it wasn't you.

MR. PLOOF  
Oh yeah? His comment probably made her do it.

They all stare at Michael. He looks to Katie for comfort, but she looks disappointed. The doctor starts for the door.

DOCTOR  
Well, anyway, she's had a little  
excitement but she's okay now.

BEVERLY  
Thank you.

MRS. PLOOF  
Did you hear that Mom?

Grandma stares at Michael.

MR. PLOOF  
I'd like to have a family meeting.

MICHAEL  
I'll go in the hall.

MR. PLOOF  
No, that's okay --

He indicates he doesn't want to talk in front of grandma.

MR. PLOOF (CONT'D)  
We'll go out.

They leave Michael and grandma alone. She looks him over.

GRANDMA  
They don't make men like Lawayne  
anymore.

MICHAEL  
No they don't.

GRANDMA  
And Beverly is the most wonderful  
person.

MICHAEL  
Yes she is.

GRANDMA  
What's your name again?

MICHAEL  
Michael.

GRANDMA  
I understand why you'd be sniffing  
around her, Michael.

MICHAEL  
Uh -- thank you.

GRANDMA  
But what makes you so great?

MICHAEL  
I'm sorry?

GRANDMA  
What do you do? Lawayne can take  
an engine apart and put it back  
together.

MICHAEL  
Well, I could take one apart.

She scowls at him.

GRANDMA  
Have you ever used a chain saw?

MICHAEL  
No.

She rolls her eyes in disgust.

GRANDMA  
Oh lord almighty.

MICHAEL  
I design web pages.

GRANDMA  
You mean that internet stuff?

MICHAEL  
Uh, yes.

GRANDMA  
You sit in a chair all day?  
Staring at a computer screen?

MICHAEL  
Yes.

GRANDMA  
Oh my, it just keeps getting worse.  
God what a life.

MICHAEL  
It's okay.

GRANDMA

Oh, it's not your fault. Men have fallen so far since my day. Now adays you get twice the ego and half the man. I'm so glad that when I was young you could still find a real one.

MICHAEL

Those must have been good times.

GRANDMA

Well, you just keep playing your little video games --

She makes both her hands into play guns that she thrusts forward as if shooting at something --

GRANDMA (CONT'D)

-- going pow pow pow at the evil creatures on your little screen. When you're my age you'll wake up and wonder "my god what the hell have I done with my life?"

Michael looks very hurt.

MICHAEL

That's not really what I do.

GRANDMA

I'm not blaming you entirely. Society did this to you.

MICHAEL

Society made me half a man?

GRANDMA

And your parents, I'm guessing.

MICHAEL

Yeah, that sounds about right.

INT./EXT. MARK'S CAR - NIGHT

The family and Michael pull up in front of Beverly's parents' house. Michael is slouched in the back seat, feeling very much like half a man. They get out in silence. Beverly and Katie stay with Michael as the others head for the house.

MICHAEL

This isn't going anything like I had planned.

BEVERLY  
You had a plan?

Michael is turning red, his confidence gone.

BEVERLY (CONT'D)  
Hey, it's okay, grandma's fine.  
And besides, it will make a great  
story at the reunion.

Michael blanches and she laughs.

BEVERLY (CONT'D)  
I'm kidding. Come on, you used to  
have such a good sense of humor.

MICHAEL  
Yeah, I'm sure I'll laugh about it  
some day. Probably about the time  
your grandma's able to eat solid  
food again.

BEVERLY  
(smiling)  
See, there you go. Well, we should  
get in, but thanks for a truly  
interesting evening.

MICHAEL  
Okay, good night then.

He gets in his car and waves goodbye at Katie. She gives a small wave back as Beverly puts her arm around her.

BEVERLY  
What do you think of Michael?

KATIE  
I like him when he brings flowers.  
But not so much when he almost  
kills grandma.

INT. MICHAEL'S PARENTS' LIVING ROOM - NIGHT

Michael slinks in, praying to be alone, but his parents are on the couch.

DAD  
So how did it go with Beverly?

MICHAEL  
Great. Really unbelievably great.

MOM  
Before you go to your room, I had  
something I wanted to say.

Michael eases into the chair, dreading what may be coming.

MOM (CONT'D)  
I called the cable company and had  
those dirty channels blocked. I  
didn't want you to find out when  
they don't come on and you break  
our remote trying to get them.

Michael looks at her for a moment.

MICHAEL  
Okay, Mom. That's probably best.

MOM  
I want you to know I love you no  
matter what you do. Just don't do  
it in my house. Not in front of  
Jesus.

She points to a crucifix on the wall. Michael stares at  
Jesus.

MICHAEL  
I hope He'll forgive me.

MOM  
Of course He will. He died for  
your sins.

MICHAEL  
Jesus died so I could watch  
Cinemax?

MOM  
Don't be smart. It was for all of  
our sins.

DAD  
Don't worry, as soon as he gets a  
woman he won't need that stuff.

Michael leaps off the chair.

MICHAEL  
Okay! I'm going to bed.

## INT. MICHAEL'S PARENTS' KITCHEN - DAY

Michael looks like hell, wearing a robe, his hair a mess, slouched over the kitchen table and staring at a cup of coffee. Andy sits across from him, disbelieving.

MICHAEL

Maybe I should just go home.

ANDY

You can't give up yet. So you made out with her sister and choked her grandma. All relationships go through rough spots.

Mom and Dad enter, dressed to go out.

MOM

What are you up to these days, Andy?

ANDY

Still playing music.

MOM

Oh that's too bad.

DAD

No real job, huh?

MOM

Your parents were always very tolerant.

ANDY

Yeah, they're great.

MOM

Hmmm.

DAD

See you later.

As they leave Michael grins broadly.

MICHAEL

By the way, the band sounds really good. But why just do covers? Play something of your own.

ANDY

People like to hear what they know.

MICHAEL  
Come on, you only live once.

ANDY  
Look who's talking. Call Beverly.

MICHAEL  
I'm too embarrassed.

ANDY  
Call her.

Michael looks at his cell phone on the table. IT RINGS. He looks at the caller ID and gives Andy a surprised look.

MICHAEL  
Hello?

BEVERLY (ON PHONE)  
Michael, hi, it's Beverly.

MICHAEL  
Hi Beverly.

BEVERLY (ON PHONE)  
I just wanted to tell you that Grandma's doing great. Anyway, I felt really bad about last night, and was wondering if you might want to have lunch today?

Michael's jaw drops.

MICHAEL  
Well yeah, I think I can.

BEVERLY (ON PHONE)  
Meet me at the school in an hour?

MICHAEL  
Yes. Yes, I'll be there.

BEVERLY (ON PHONE)  
Great, I'll see you then. Bye.

MICHAEL  
Bye. Bye Bye.

ANDY  
Bye bye?

MICHAEL  
I panicked.

INT. GRADE SCHOOL GYM - DAY

The gym is empty. Michael hears the CLANGING OF PANS and notices the metal doors to the kitchen are open. Inside is Beverly, hair net and all, taking a tray out of the oven.

He watches for a few moments as she scrapes cookies off the tray. She finally looks up to see him and smiles.

EXT. GRADE SCHOOL PLAYGROUND - DAY

The two of them walk through the slides and swings.

MICHAEL

You really looked like you knew  
what you were doing in there.

BEVERLY

It's not hard. It's just baking.

MICHAEL

I still can't believe you're a  
cook.

BEVERLY

Why? What did you think I'd be?

MICHAEL

Everyone thought you'd be a vet.

BEVERLY

I know, but things happened, then  
Katie came along and I kind of fell  
into this. But I love it. And I  
do volunteer work with animals so --

MICHAEL

You've never wanted to get out of  
Kent?

BEVERLY

Too late now. It's grown on me.

MICHAEL

You would never move?

BEVERLY

Katie has her friends here, her  
dad's down the street, my parents  
are getting older and I want to be  
around for them. And my grandma --  
you never know what's going to  
happen to her.

She grins. He smiles weakly.

EXT. DOWNTOWN KENT SIDEWALK - DAY

Michael and Beverly walk along the 1950s building fronts.

MICHAEL  
At least they didn't ruin downtown.

BEVERLY  
Yeah, it looks pretty much like it  
did when we were kids.

Former jock JOE TUTTLE comes running across the street. He completely ignores Michael's presence.

JOE  
Beverly! It's great to see you!  
Man you look great.

BEVERLY  
Thanks Joe. This is Michael Young.

He barely nods Michael's way.

JOE  
Hey. So, I was wondering if you'd  
thought about maybe going bowling  
or something?

BEVERLY  
Well, I've been pretty busy --

MICHAEL  
What are you doing?

JOE  
Huh?

Joe finally turns and acknowledges this other person.

MICHAEL  
Are you asking her out in front of  
me? What makes you think she and I  
aren't together?

Joe looks at Beverly, then back at Michael, with an expression that says he would find that highly unlikely.

JOE  
You're kidding, right?

MICHAEL  
Wait a second -- Joe. Joe Tuttle?

JOE  
Yeah. Do I know you?

BEVERLY  
That's what I was trying to tell  
you -- this is Michael Young.

Joe squints at him, still not registering.

MICHAEL  
We went to school together.

JOE  
I don't think so.

MICHAEL  
We were in the same year.

JOE  
Michael Young?

MICHAEL  
Yes.

JOE  
I don't remember you.

MICHAEL  
We had classes together.

JOE  
Sorry.

MICHAEL  
We were both altar boys at St.  
Anthony's.

JOE  
Huh.

Joe shrugs. Michael looks irritated, to Beverly's delight.

MICHAEL  
We did that science project  
together -- the eruption of Mount  
St. Helens.

JOE  
I remember the mountain. It was  
made out of clay.

MICHAEL  
That's right.

JOE  
And the lava was made with syrup.

MICHAEL  
Yeah. But you don't remember me?

JOE  
No.

Beverly giggles.

MICHAEL  
You don't remember being in Boy  
Scouts with me?

JOE  
Nope.

MICHAEL  
So you don't remember jerking each  
other off in the pup tent?

Joe looks, up, trying to remember. Beverly tries to stop  
from laughing.

MICHAEL (CONT'D)  
What are you doing? Are you trying  
to remember us jerking each other  
off in a pup tent?

JOE  
Yeah.

MICHAEL  
Well stop it, I was kidding.

JOE  
Oh. I don't get it.

He finally recognizes something in Michael's face.

JOE (CONT'D)  
Oh, wait! I do remember you! You  
were the beanpole in the yearbook  
who was playing basketball in black  
socks and taped-up glasses!

Beverly laughs and turns away, almost crying.

MICHAEL  
They weren't taped up.

JOE  
Yeah, I remember you -- your hair's different.

MICHAEL  
Yeah, it must be the hair. I remember you Joe -- you're the guy who dropped the wide-open pass in the end zone against Renton that would have put us in the state championship game.

Joe's mouth opens, then closes. He's obviously hurt.

JOE  
Yeah, well, I've gotta go. I'll see you Saturday, Beverly.

BEVERLY  
Okay, Joe, see you there.

MICHAEL  
I'll see you there, too, Joe.

Joe stops and gives him a look, then hunkers off. As soon as he's out of range Beverly explodes laughing again.

INT. CAFE - DAY

Half way through their meals, Beverly is still in a great mood. Michael is happy she's finally opening up to him.

BEVERLY  
Hey, you made quite an impression on Joe Tuttle.

MICHAEL  
He had to be kidding, right?

BEVERLY  
I don't think he was. But bringing up the dropped pass -- you would have never said something like that before. The grown up Michael Young is such a badass.

MICHAEL  
By the way, the pup tent thing was actually true. My feelings were hurt that he didn't remember.

Her laugh sends a thrill right through him. At last, this is the Beverly he'd come looking for. Michael seizes the moment to get more personal.

MICHAEL (CONT'D) (cont'd)  
There's something I have to ask  
you. I have to be honest.

BEVERLY  
You do, don't you? Well, go ahead.

MICHAEL  
I don't get Lawayne.

BEVERLY  
Don't get what?

MICHAEL  
You and Lawayne.

BEVERLY  
Lawayne has his problems but he's very sensitive. He's passionate about life. He's an animal lover. Everyone loves Lawayne. Except you.

MICHAEL  
He's not smart enough for you.

Her eyes narrow.

BEVERLY  
I don't think you know Lawayne that well.

MICHAEL  
Do you mind my asking why you divorced him?

BEVERLY  
Yes I do mind, actually. That's between him and me.

MICHAEL  
So he cheated on you.

BEVERLY  
What?

MICHAEL  
You're not really thinking of going back with him, are you?

BEVERLY  
I don't want to talk about it.

She looks wearily out the window. He looks hurt.

BEVERLY (CONT'D)  
Okay, I'll tell you. Our marriage  
was perfect until one day he ruined  
a beautiful lunch we were having,  
so I told him to get the hell out.

Michael almost smiles.

MICHAEL  
Okay, sorry. I'll change the  
subject. So -- what kind of movies  
do you like?

BEVERLY  
Movies? I don't know, all kinds.  
I'm too busy to get out much.

MICHAEL  
What about music? Who are you  
listening to these days?

BEVERLY  
Hmm, all sorts of things.

MICHAEL  
Do you like Celine Dion?

He braces as he waits for her answer.

BEVERLY  
Celine Dion? Yeah, I like some of  
her songs.

He can't hide his disappointment.

MICHAEL  
Yeah, she's great. I really like  
that...emotive...warbling...sound  
she makes. Hey, I remember you  
were always a big reader. Read  
anything good lately?

Beverly is getting annoyed again. She puts down her fork.

BEVERLY  
Is this some sort of quiz? How am  
I doing?

MICHAEL  
I'm sorry. It's just that I want  
to know about you.

She picks up her fork and plays with her food.

BEVERLY  
I finally read The Da Vinci Code.

MICHAEL  
Oh god, wasn't that awful?

BEVERLY  
I thought the story was good.

He reaches across the table for her hand.

MICHAEL  
I'm being a jerk.

She looks at him, softening.

BEVERLY  
Hold that thought -- I'm vibrating.

Beverly pulls out her phone and reads a text message, frowning. She snaps the phone shut and looks at Michael.

BEVERLY (CONT'D)  
I have a question for you. Do you  
like dogs?

Michael blanches.

INT./EXT. LEXUS - KENT STREETS - DAY

Michael drives, with growing alarm.

MICHAEL  
So what kind of dog is it?

BEVERLY  
A pit bull. Most of them are  
actually very sweet dogs.

MICHAEL  
Uh huh.

BEVERLY  
You're not afraid of dogs, are you?

Michael's face reddens.

BEVERLY (CONT'D)  
It's okay, a lot of people are.

MICHAEL  
It's just that I got bit when I was  
a kid and I haven't had much luck  
with them since.

BEVERLY  
You've never had a dog?

MICHAEL  
Never.

BEVERLY  
That's so sad.

MICHAEL  
So what do you have to do?

BEVERLY  
I tell them I'm from Canine Rescue  
and I'm there to inquire about  
possible dog abuse. I ask if we  
can take the dog until the matter  
is investigated. On this one we  
have reports that the guy kicks the  
dog and doesn't feed it properly.

MICHAEL  
You shouldn't be alone with someone  
like that. I'll go with you.

She pulls into the driveway.

BEVERLY  
No, you have to stay in the car.  
Only trained personnel can be  
involved.

MICHAEL  
This guy could be violent.

BEVERLY  
I know how to handle cowards like  
him. I do it all the time.

She gets out and turns to him, putting her hand out.

BEVERLY (CONT'D)  
Stay.

EXT. DOG OWNER'S HOUSE - DAY

Beverly goes up to the door of this house with faded paint and junk in the yard. Michael watches as a GUY IN A BACKWARDS CAP answers and he and Beverly exchange words.

Michael sees the sad PIT BULL by a chain link fence on the side of the house. He gets out, sneaks up to the gate and creeps in. The dog looks wary but hungry for attention. Michael bends down and creeps toward the dog, shaking.

MICHAEL

It's okay buddy. I won't hurt you.  
Please don't hurt me. So, what  
kind of music do you like? You  
like Celine Dion?

The dog's tail starts wagging as Michael draws near. He slowly reaches out his hand and pets the dog. The dog gets more excited and starts licking Michael.

At the front door Beverly pulls a \$100 bill out of her purse.

BEVERLY

I'll give you \$100 for the dog.

GUY IN CAP

Jesus, hell yes. Take him!

He grabs the money.

In the yard Michael picks the dog up and starts for the gate. Just as he's opening it a young boy comes around the corner.

BOY

What are you doing with Buster?

As Michael opens the gate the kid bends down and picks up a HANDFUL OF ROCKS AND STARTS THROWING. Some hit the fence, but a few hit Michael as he heads for the car.

BOY (CONT'D)

Dad, dad! He's taking Buster!

Beverly and the Guy in the Cap watch as the boy chases Michael, rocks still flying. Michael opens the car's back door and throws Buster in, then runs to the driver side.

MICHAEL

Beverly, I got him! Come on! Run!

Beverly watches Michael run - astonished and completely charmed by his gallant and fearless act.

BOY  
They're getting away with Buster!

Beverly walks by him and gets in the car. Michael peels out.

GUY IN CAP  
It's okay Sly, I'll get ya a snake.

BOY  
A snake? Okay.

INT./EXT. LEXUS - KENT STREETS - DAY

Michael breathes hard as Beverly looks on with admiration.

BEVERLY  
You're my hero.

MICHAEL  
I can't believe that guy didn't  
come after us.

BEVERLY  
He said you looked too scary to  
mess with.

Michael enjoys the moment. He rubs his head where he got hit  
and smiles at Beverly.

MICHAEL  
Can you believe that kid?

BEVERLY  
I think Buster's better off without  
either one of them.

She turns to look at Buster, who seems to agree.

INT. ANIMAL CENTER BATHROOM - DAY

Cleaning dog hair from his coat, Michael looks at himself in  
the mirror with a self-satisfied grin.

INT. ANIMAL CENTER - DAY

Michael exits the bathroom to see Beverly across the room,  
playing with Buster as people gather around.

EXT. GRADE SCHOOL PARKING LOT - DAY

Michael and Beverly get out of his car in the Panther Lake  
Elementary parking lot and look out over the school.

MICHAEL

Why are they tearing this down?

BEVERLY

The school board says it's out of date, and it would cost too much repair and modernize it.

MICHAEL

There go all our memories.

BEVERLY

I loved going to school here.

MICHAEL

I loved you going to school here, too. Did you know that I was always watching you?

BEVERLY

Sometimes. I have to admit I did notice you a little too.

MICHAEL

Really?

EXT. GRADE SCHOOL PLAYGROUND - DAY (1979) - FLASHBACK

Seven-year-old Michael is running on the pavement as he watches Beverly skipping rope.

BEVERLY (V.O.)

I remember you running into the pole when I was skipping rope.

Michael runs headfirst into a breezeway pole and drops.

EXT. GRADE SCHOOL PLAYGROUND - DAY (1981) - FLASHBACK

A group of kids play dodge ball.

BEVERLY (V.O.)

I remember you catching the dodge ball and saving me so I didn't have to come out of the game.

A ball bounces off of Beverly and Michael dives to catch it, bringing him the reward of her grateful smile.

INT. GRADE SCHOOL CLASSROOM - DAY (1983) - FLASHBACK

Beverly, 11, pulls a Valentine's Card from the board.

BEVERLY (V.O.)  
I remember the time you were my  
secret Valentine.

EXT. GRADE SCHOOL PARKING LOT - DAY - BACK TO THE PRESENT

Beverly is smiling wistfully now. Michael's heart is racing.

BEVERLY  
They can't take those memories  
away.

She leans over and kisses his cheek.

BEVERLY (CONT'D)  
Thank you for helping me with the  
dog. You saved a life today. So  
are you still willing to let me  
cook you dinner tonight?

MICHAEL  
Definitely. I'll be there.

Michael gets in his car and Beverly starts for the gym. He  
watches her walk, and halfway there she turns and waves.  
Michael is in love.

EXT. ANDY'S HOUSE - DAY

Michael bounds up the steps to Andy's house.

INT. ANDY'S BEDROOM - DAY

Andy's slouched on his bed as Michael paces, very excited.

MICHAEL  
She's not how I imagined her all  
these years. She may be even  
better. Andy, I heard the laugh  
today. I want to be around that.  
It's a great cure for the rest of  
life. She's the kind of woman who  
can really ease the pain.

ANDY  
What pain?

MICHAEL  
The pain. Don't you have pain?

ANDY  
Huh. Yeah, I suppose I do.

MICHAEL

And I think I have something to offer her. She has a great life but I know she's lonely.

ANDY

She probably has pain, too.

MICHAEL

And I was wrong. She's about the most intelligent person I've ever met. She knows exactly what she wants and doesn't care what anyone else thinks about her -- even me. Everyone I know is so screwed up --

Andy tilts his head.

MICHAEL (CONT'D)

-- except for you -- but she's so well grounded. There's no games, no drama. And through all of the lunacy I've brought into her life this week, she's been understanding and classy and given me every chance to redeem myself.

He pauses as if he just realized something.

MICHAEL (CONT'D)

I think I even get her and Lawayne. She feels sorry for all creatures. She thought she could help him.

He sits down in the desk chair and leans close to Andy.

MICHAEL (CONT'D)

And she's a great mom -- I was watching her with Katie the other night. She's not one of those parents who think their kid is the center of the universe. It's just so natural, loving but firm. She's the adult, Katie's the child and they love each other for that. She's amazing. You know, I would even move back to Kent if that's what it takes. I would play the town nerd again to be with her. I love her Andy.

ANDY

I know you do.

INT. BEVERLY'S LIVING ROOM - DAY

Beverly and Jill are having coffee on the couch.

JILL  
He thinks he rescued the dog?

BEVERLY  
Don't tell him. But he's scared of  
dogs, and it was a pit bull.

JILL  
A pit bull? He is crazy for you.

BEVERLY  
You think?

JILL  
Hell, I never had a chance.

Beverly smiles. There's a KNOCK AT THE DOOR. She opens it to find Big Jim.

BIG JIM  
Beverly, hi. I, uh, had something  
I thought I should tell you. It's  
been kind of bothering me.

BEVERLY  
Is it about the other night?

BIG JIM  
Well, no, and yes.

She gives him a curious look.

INT. ANDY'S BEDROOM - DAY

Michael and Andy are sharing beers and memories.

MICHAEL  
I remember sitting in this very  
room, the two of us describing what  
we wanted in a woman.

ANDY  
Which was presumptuous seeing as  
how neither one of us had ever even  
seen a nipple at that point.

MICHAEL  
We've got to find you someone,  
Andy. What are you looking for?

ANDY  
I wrote a song about that.

He grabs his guitar and strums a faux-country tune.

ANDY (CONT'D)  
*"I want a woman who knows who she  
is -- but isn't that sure who a lot  
of famous historical figures are,  
like Magellan."*

Michael smiles.

ANDY (CONT'D)  
*"She likes to take long walks on  
the beach, which gives me time to  
watch TV without a bunch of  
yapping."*

MICHAEL  
Of course.

ANDY  
*"Her skin should have a moist,  
glistening shimmer in the  
moonlight, but only if there is  
some sort of liquid on it."*

MICHAEL  
That's not asking too much.

ANDY  
*"But most of all, she'll scratch me  
no matter where I itch."*

He hits one final chord as Michael claps.

MICHAEL  
That shouldn't be too hard to find.

INT. BEVERLY'S LIVING ROOM - DAY

Big Jim is seated across from the women, hesitating.

BIG JIM  
See, I was at the Golden Steer the  
other night while you were there.

BEVERLY  
With Michael.

BIG JIM  
Before that.

INT. GOLDEN STEER RESTAURANT - NIGHT - FLASHBACK

Michael is telling Andy his initial negative reaction to Beverly, but now we see Big Jim in the booth next to them.

BIG JIM (V.O.)

Michael told his buddy some things about you I thought were -- well, I thought you should know. He said you marrying Lawayne was dumb and he didn't understand why you were just a cook, and he was surprised at how low class you were and that you weren't nearly as smart as he remembered. But you were still hot so he'd still try to nail you.

INT. BEVERLY'S LIVING ROOM - DAY - BACK TO THE PRESENT

Beverly stares at Big Jim. She exchanges looks with Jill, then, teary-eyed, looks away.

JILL

Are you sure, Jim?

BIG JIM

I wouldn't lie to you.

BEVERLY

Thank you Big Jim, I appreciate it.

BIG JIM

I thought you should know.

She nods. He stands up and pats her shoulder.

BIG JIM (CONT'D)

You know how I feel about you.

He heads out the door. Beverly and Jill sit for a moment.

JILL

Do you believe him?

Beverly nods.

BEVERLY

Michael even said as much about Lawayne, and my job. I felt like I was being judged. I thought I understood why, that maybe he was just nervous. I guess I was wrong.

JILL  
What are you going to do?

Beverly thinks, then looks back at Jill.

INT. BEVERLY'S LIVING ROOM - NIGHT

The door opens, and Michael is there with FLOWERS AND A GIFT, grinning happily as Beverly smiles back.

INT. BEVERLY'S KITCHEN - NIGHT

Beverly pulls out a BOTTLE OF WHISKEY, with obvious delight. Michael looks puzzled.

BEVERLY  
Can I pour you a drink?

MICHAEL  
Whiskey? Isn't that a little strong for this early?

BEVERLY  
It's never too early for the good stuff.

She pours a glass and drinks it -- straight. Then smiles.

INT. BEVERLY'S DINING ROOM - NIGHT

The table is full of Italian food, the light is low. The gift is on the table. Beverly has a good buzz as she takes a drink and eyes Michael. Her dog Rex sleeps on the floor.

BEVERLY  
Now that is good bourbon.

MICHAEL  
Yeah? Well, this food is good.  
You are a great cook.

BEVERLY  
Well thank you. So, when do I get to see my present?

He hands it to her. She unwraps it to find his YEARBOOK.

BEVERLY (CONT'D)  
Is this your yearbook?

MICHAEL  
You said you lost yours.

BEVERLY  
But I can't take yours.

MICHAEL  
I want you to have it. I'll borrow  
it if I need to.

BEVERLY  
Thank you. That's very sweet. Now  
-- I want to do something for you.  
I know you believe in honesty, so  
I'd like to just get some things  
out there and see where we stand.

He looks a little nervous.

MICHAEL  
Yeah, that sounds great.

She takes a deep breath.

BEVERLY  
Okay, here we go. I -- I ---

MICHAEL  
It's okay. I won't judge you.

BEVERLY  
I voted for George W. Bush for  
president.

Michael rocks back.

MICHAEL  
Oh god.

BEVERLY  
Now I remember that you were always  
a little liberal --

MICHAEL  
Well, moderate liberal.

BEVERLY  
So I wanted you to know up front.

MICHAEL  
Wow. Okay, yeah, well, I can kind  
of understand that, in the 2000  
election. I mean, who knew? And  
Gore wasn't very exciting. That's  
what you mean, right, 2000?

She starts shaking her head.

MICHAEL (CONT'D)  
I mean by 2004 it was pretty  
evident --

She shrugs.

MICHAEL (CONT'D)  
Please tell me you didn't vote for  
him in 2004. And I'm not judging  
you but please, please say you  
didn't. You didn't, right?

She screws up her face. He puts down his fork and demands --

MICHAEL (CONT'D)  
Did you vote for George W. Bush in  
2004?

BEVERLY  
Yes.

MICHAEL  
Oh my god! I'm sorry, but ooooh.

BEVERLY  
I just thought he was the best  
choice to stop the gays.

Michael's eyes get very wide.

MICHAEL  
Stop -- the gays?

BEVERLY  
I know you probably disagree, but I  
don't believe in the gay lifestyle.

MICHAEL  
You don't believe in it?

BEVERLY  
It's not natural. God said men  
shouldn't lie with other men.

MICHAEL  
God said? I don't remember you  
being that religious.

BEVERLY  
Oh, yeah, I'm way into it now.

MICHAEL

Well, you know, I was raised  
Catholic, so --

BEVERLY

I'm a member of the First  
Scientists congregation.

MICHAEL

First Scientists? That's not like  
the Scientologists is it?

BEVERLY

Oh, no --

He looks relieved.

BEVERLY (CONT'D)

-- First Scientists probably seem a  
little further out than  
Scientologists --

MICHAEL

Further out?

BEVERLY

No, but hey, I don't want to scare  
you, because I don't believe in  
everything they preach. Like the  
gay reservations.

MICHAEL

Gay reservations?

BEVERLY

First Scientists believe we should  
put the gays on reservations.

MICHAEL

Reservations? Like Indian  
reservations?

BEVERLY

They think it would be better for  
them and us. But I think that's a  
little nutty. That goes too far.

He stares at her, trying to guess if she's joking.

BEVERLY (CONT'D)

Your food's getting cold.

He looks down, takes a forkful and starts eating.

BEVERLY (CONT'D)  
Oh, and I like Clay Aiken.

He chokes on his food a little, grabs for his water.

BEVERLY (CONT'D)  
I know how you are about music. So  
I wanted to be honest.

MICHAEL  
No, he's a good singer.

He chokes on his words, takes another big drink of water.

BEVERLY  
I'm so glad you said that!

She grabs a remote and points it across at the stereo in the living room. CLAY AIKEN erupts from the speakers.

BEVERLY (CONT'D)  
Isn't he great? It's so romantic.

MICHAEL  
What?

She hits the remote again to turn the music down.

BEVERLY  
There, I'll turn it down a bit.

MICHAEL  
Thank you. Thank you so much.

BEVERLY  
Now there's a couple of more things  
I hate to bring up but if this  
continues you'll find out sometime.

He braces as she walks over to him, slowly pulling up on her shirt and lowering her pants enough to show the small of her back, where there's a BIG BLUE TATTOO: "LAWAYNE FOREVER."

BEVERLY (CONT'D)  
I have a "Lawayne Forever" tattoo.

Michael's mouth drops. He jumps out of his chair.

MICHAEL  
Holy shit!

BEVERLY  
It's not that big.

He looks pleadingly at her.

MICHAEL  
Damn it, Beverly, he looked up your  
dress!

She smiles coyly and winks.

BEVERLY  
I know.

He's staggering now. She covers up as he backs away.

MICHAEL  
I'll be right back.

BEVERLY  
Oh, okay. I'll be right here.

As soon as he's out of sight she dips her hand in a water glass and splashes her face.

INT. BEVERLY'S BATHROOM - NIGHT

Michael sits on the edge of the bathtub, holding his head. He takes a few long breaths and gets up. He looks at himself in the mirror, his face flush and starting to sweat.

BEVERLY (O.S.)  
Michael, do you want me to reheat  
your dinner?

MICHAEL  
No, I'll be out in a second.

He wipes his face and braces himself, opening the door.

INT. BEVERLY'S DINING ROOM - CONTINUOUS

Michael returns to find Beverly back at the table, SMOKING.

MICHAEL  
You smoke?!!!

BEVERLY  
I'm sorry Michael, I know you hate  
it but I love to smoke and it's the  
last secret, I swear.

She exhales a huge puff of smoke across the table and into his face. He slumps back down in the chair.

MICHAEL  
How long have you been smoking?

BEVERLY  
Since junior high.

MICHAEL  
You were smoking in school?

BEVERLY  
Yeah. I didn't want you to know, I  
thought you might not like me.

MICHAEL  
I'm getting dizzy.

He gets up again and heads for the bathroom.

MICHAEL (CONT'D)  
Excuse me.

As soon as he's gone she stumbles around the corner.

INT. BEVERLY'S KITCHEN - CONTINUOUS

Beverly wavers and crumbles onto the floor, holding her head and coughing. Rex comes over and licks her face.

INT. BEVERLY'S BATHROOM - CONTINUOUS

Michael is splashing his face with water, trying to recover.

INT. BEVERLY'S KITCHEN - CONTINUOUS

Rex is resting his head on Beverly, who is still hacking away. Her eyes are closed until she hears the bathroom door. She lurches back up to her feet and into the dining room.

INT. BEVERLY'S DINING ROOM - CONTINUOUS

They both sit back down at the table.

MICHAEL  
Beverly --

She pulls another cigarette out of the pack and lights it up.

MICHAEL (CONT'D)  
God damn you really smoke.

She smiles, painfully.

MICHAEL (CONT'D)  
Listen, Beverly, I haven't done  
anything right this whole week and  
for that I'm sorry.

BEVERLY  
No, it's been very flattering.

MICHAEL  
You see, I've gone a little crazy  
ever since I found what you wrote  
in my yearbook. I swear I never  
saw it until last week. And I just  
had to come here and see if you  
might still feel that way about me.

BEVERLY  
What I wrote in your yearbook?

MICHAEL  
Yeah, about how you liked me and  
wished I had asked you out. You  
don't know what that meant to me.  
I went a little insane.

BEVERLY  
I don't know what you're talking  
about.

She blows smoke as he grabs the yearbook and finds the page.  
He hands it to her. She holds her head as she silently  
reads. As she nears the end of the note tears fill her eyes.

BEVERLY (CONT'D)  
That's beautiful.

MICHAEL  
Yes it is.

BEVERLY  
But I didn't write it.

They look into each other's eyes for a moment.

MICHAEL  
What?

BEVERLY  
That's not my handwriting.

His face is turning redder.

BEVERLY (CONT'D)  
I would have never written  
something like that in your  
yearbook for everyone to see.

Of course. Michael can't believe he didn't think of that.

MICHAEL  
I'm such an idiot.

BEVERLY  
It was lovely that you thought I  
wrote that. In fact --

She stands up and starts reaching for him, but she stumbles  
and puts her hand on the table for support.

MICHAEL  
Are you okay?

BEVERLY  
Not even close.

She falls as he tries to grab her. He gets down beside her.

MICHAEL  
Beverly! Beverly!

He lifts her up. She looks at him, then slumps in his arms.

EXT. EMERGENCY ROOM ENTRANCE - NIGHT

Michael pulls up in the Lexus and runs to the passenger side  
to help Beverly out. She stumbles, so he picks her up and  
carries her through the sliding glass doors.

INT. EMERGENCY ROOM RECEPTION - NIGHT

Still carrying her, Michael approaches the front desk.

MICHAEL  
She passed out!

RECEPTIONIST  
Weren't you here last night?

INT. EMERGENCY ROOM HALLWAY - NIGHT

A FEMALE DOCTOR and Michael are in the hall just outside of  
the recovery area.

FEMALE DOCTOR  
Don't worry, she'll be fine.

Jill, Lawayne, Katie, Mr. and Mrs. Ploof, and Grandma come quickly down the hallway.

LAWAYNE

What did you do to her, Young?

FEMALE DOCTOR

It's nothing serious, she just got light-headed from drinking and smoking. You can see her now.

JILL

Drinking and smoking?!!!

They race into the room as Grandma glares at Michael.

INT. EMERGENCY ROOM RECOVERY - CONTINUOUS

Michael looks around the door as the family gathers around Beverly. There's no room for him.

INT. EMERGENCY WAITING ROOM - NIGHT

Sitting forward, distracted, Michael waits. He notices that one of his hands has blue ink on it. He starts rubbing it. Katie comes out of Beverly's room and sits beside him.

KATIE

Hi.

MICHAEL

Hi.

They sit quietly for a moment.

MICHAEL (CONT'D)

Katie, you know your mother's going to be good as new, don't you?

KATIE

Yeah.

More silence.

KATIE (CONT'D)

Why was my mom smoking?

MICHAEL

That's a long story, but I can tell you she will never do it again.

KATIE

Do you like my mom?

MICHAEL  
Why sure, everyone likes your mom.

KATIE  
And you knew my dad, too, when you  
were my age, didn't you?

MICHAEL  
Sure.

KATIE  
My dad says he was the smartest one  
in your class.

Michael takes a long pause.

MICHAEL  
Okay. Sure, let's say that he was.

KATIE  
He knows everything.

MICHAEL  
Well -- he certainly knows a lot.

KATIE  
He's the best dad.

MICHAEL  
...Yeah.

KATIE  
And my mom's the best mom.

MICHAEL  
Yes she is.

KATIE  
Do you have kids?

MICHAEL  
No -- but if I did, I'd want one  
just like you.

Jill comes out and motions for Michael to talk in private.

JILL  
She can leave in a couple of hours.

MICHAEL  
I'd like to go clean up the mess  
before she goes home.

JILL  
I'll go with you.

INT. BEVERLY'S DINING ROOM, KITCHEN - NIGHT

Michael and Jill come in to find the all the lights on, the stereo going, food still on the table. Jill turns the stereo off. Rex looks up from his bed.

They clear the table, going back and forth to the kitchen.

JILL  
So why was she smoking?

MICHAEL  
She said she loves it.

JILL  
She hates smoking. And she only  
drinks a little wine.

MICHAEL  
Huh. Do you know who she voted for  
president in 2004?

Jill gives him a puzzled grin.

MICHAEL (CONT'D)  
Your sister is upset with me, isn't  
she?

JILL  
Why do you say that?

MICHAEL  
She was trying to drive me away  
tonight. Why else would she have  
you draw a tattoo on her back?

Jill looks a little sheepish.

JILL  
You'll have to ask her. I can tell  
you she used to like you a lot.

MICHAEL  
Are you sure?

JILL  
Of course.

She walks over and stands right in his face.

JILL (CONT'D)  
What are you, an idiot?

She notices the yearbook, still open to the page, and reads.

JILL (CONT'D)  
That's beautiful. Too bad Beverly  
didn't really write it.

MICHAEL  
How did you know?

JILL  
I know my sister's handwriting.  
Besides, that looks like it was  
written by a guy trying to write  
like a girl.

He looks at the note, confused. He indicates the yearbook.

MICHAEL  
Where should I put this?

JILL  
She's got her books upstairs.

INT. UPSTAIRS LIBRARY - NIGHT

Michael looks over Beverly's large, eclectic collection, impressed. He finds an open space and slips the yearbook in.

INT. BEVERLY'S LIVING ROOM - NIGHT

As Michael comes down the stairs, the DOG WHINES.

JILL  
Oh, Rex didn't get his walk.

Michael goes over to Rex and squats down, nervously extending his hand. Rex lowers his head under it and Michael pets him.

MICHAEL  
I'll take him.

EXT. KENT SIDEWALK - NIGHT

Michael walks Rex as Jill walks beside him.

JILL  
I have to tell you something.

MICHAEL  
Why not, it's a good night for it.

JILL

When you came to the house that night, I had a feeling that you might think I was Beverly.

MICHAEL

Really?

JILL

But I always liked you and I thought well, maybe you had liked me, too. You were the nicest guy and I've always ended up with the bad boys. So when you said those things I let myself believe they were for me. It was an awful thing for me to do.

MICHAEL

I don't know what to say, Jill.

She stops him and starts to tear up.

JILL

Please don't tell Beverly. I couldn't bear it if she knew.

He nods. She kisses him on the cheek.

INT. GOLDEN STEER LOUNGE - NIGHT

Andy's band is finishing a song as a grim-faced Michael enters and walks up to the stage. As the crowd applauds Andy nods at Michael, but he doesn't respond.

ANDY

Thank you. Okay, we're going to take a ten-minute break.

Michael indicates the side door. Andy jumps off the stage.

ANDY (CONT'D)

What's going on?

Michael opens the door and they step outside.

EXT. GOLDEN STEER RESTAURANT - CONTINUOUS

The two walk a few feet into the light.

ANDY

So what happened?

MICHAEL

Why didn't you tell me you wrote  
that note in my yearbook?

Andy looks down.

ANDY

I tried. Ever since you called.

MICHAEL

Was it supposed to be a joke?

ANDY

It wasn't a joke. I wrote it  
because I thought it might give you  
the courage to finally ask her out.

Michael studies him to see if he's telling the truth.

ANDY (CONT'D)

And when you found it and said you  
were coming to see her, I thought I  
should let you have your shot.

MICHAEL

You made me look like a god damn  
fool. And what's the real deal  
with you and Beverly, anyway?

Andy rubs his chin and turns slightly away from him.

INT. GRADE SCHOOL CLASSROOM - DAY (1983) - FLASHBACK

Michael stands by Beverly as the teacher holds the flashcard.  
Now we see Andy flash the answer to Beverly with his fingers.

ANDY (V.O.)

I always liked her, Michael. You  
didn't know that?

Beverly smiles in appreciation at Andy.

BEVERLY

Ninety-one.

EXT. GOLDEN STEER RESTAURANT - BACK TO THE PRESENT

MICHAEL

Then why didn't you ask her out?

ANDY

Because you liked her. And you  
were my best friend.

He turns and goes back in, leaving Michael speechless in the glare of the parking lot lamp.

INT. MICHAEL'S ROOM - DAY

Michael is under the covers, staring at the ceiling.

MOM (O.S.)  
Michael, it's eleven o'clock. Are you okay?

MICHAEL  
Yes, Mom.

MOM (O.S.)  
We're going to the store, do you want anything?

MICHAEL  
No thanks.

INT. BEVERLY'S KITCHEN - DAY

Beverly and Jill are in their robes, hunched over the table, drinking coffee, recovering.

BEVERLY  
Michael cleaned up the house?

JILL  
Yeah, and then he walked Rex.

Beverly lifts her head in surprise.

JILL (CONT'D)  
I know he's been acting really weird, but he's still very sweet.

INT. MICHAEL'S PARENTS' KITCHEN - DAY

Michael, disheveled, wearing his robe, opens the refrigerator and looks inside for the longest time, not moving.

INT. GOLDEN STEER LOUNGE - NIGHT

Andy and his band are playing a slow song as Michael watches from a booth. Jill slides in next to him.

ANDY  
*"This is not my real face, I'm much more handsome than this..."*

MICHAEL

Hey.

JILL

So, what's going on?

MICHAEL

Jill, I've decided to tell Beverly  
what you did that first night.

JILL

What?!!

MICHAEL

Unless you go to the reunion with  
Andy.

JILL

Andy?

He nods toward Andy singing. She looks toward the stage.

JILL (CONT'D)

Andy?

MICHAEL

You said you wanted to go out with  
a nice boy. Well he's much nicer  
than me.

She looks at Andy again.

JILL

Andy.

ANDY

*"This is not my real voice, I sing  
much better than this..."*

JILL

I like this song.

As the song ends the audience applauds.

ANDY

That's a song I wrote.

Michael looks surprised.

JILL

He writes songs?

Michael shrugs. Andy hops off the stage and walks over to the booth. He and Michael study each other for a moment.

MICHAEL

Nice song.

Andy smiles and sits down, finally focusing on this woman who looks so much like Beverly. He does a double take.

MICHAEL (CONT'D)

Andy, you remember Beverly's sister, Jill.

ANDY

Hi Jill.

MICHAEL

Jill has something she wants to ask you.

Jill looks at Michael, then Andy.

JILL

Yeah, I was wondering if you'd go to the reunion with me?

Andy looks at Michael, then back at Jill.

ANDY

Sure. My band will be playing a lot of the time, though.

JILL

I don't mind. You guys are great. I could just sit and listen.

Andy smiles and exchanges a pleased look with Michael.

INT. MICHAEL'S PARENTS' LIVING ROOM - NIGHT

Michael's parents come in DRESSED IN SQUARE DANCE OUTFITS as he watches TV on the couch.

MOM

Well, we're about to take off. We're going square dancing.

MICHAEL

That's good. Otherwise your dress would be too big.

MOM

Too big for what?

MICHAEL  
Pretty much anything other than  
square dancing.

MOM  
Shouldn't you be getting dressed  
for the reunion?

MICHAEL  
I don't think I'm going.

MOM  
What?

She sits on one side of him, her dress puffing up almost to eye level, as his dad sits on the other side, cowboy hat brim almost in Michael's face.

DAD  
You came all this way for the  
thing.

MICHAEL  
I've already seen everyone I wanted  
to see.

MOM  
What about Beverly?

MICHAEL  
That didn't work out, Mom.

MOM  
Why not?

MICHAEL  
Turns out she was too smart for me.

DAD  
Well, she was pretty sharp.

MOM  
Still, you should go.

Michael looks at the two of them in their colorful outfits.

MICHAEL  
Why?

MOM  
Go show them all what a success  
you've become.

DAD  
Make us proud.

MICHAEL  
That would make you proud?

DAD  
There must be other women there who  
aren't too smart for you.

MOM  
Yeah, go get one of them.

Michael thinks it over, the absurdity of his parents' well-meaning, square dance attired pep talk lightening his mood.

EXT. GRADE SCHOOL - NIGHT

The whole school is lit up and RECORDED MUSIC DRIFTS FROM LOUDSPEAKERS as Michael walks down a breezeway.

INT. GRADE SCHOOL GYM - NIGHT

The gym is now a dance hall as Michael strides in. The first thing he sees is the WALL OF PHOTOGRAPHS, including the embarrassing one of him playing basketball, now twice the size as the one he took down. He's deflated once again.

ANDY  
I didn't give it to them.

Michael turns to find Andy in a suit and Jill in a stunning black dress, which catches Michael off guard.

MICHAEL  
Wow.

JILL  
Hi. Beverly's going to be late.  
Lawayne was drunk so she had to get  
Katie and take her to her parents'.

Megan slides up beside him, a red dress rivaling Jill's.

MEGAN  
Hi Michael.

MICHAEL  
Oh, hey, it looks great. The gym.

MEGAN  
This is Brian Clark.

BRIAN steps up, looking a lot like Michael did in high school, only he's 35. Andy laughs.

BRIAN

Hi.

MICHAEL

Hi.

Joe Tuttle barges in.

JOE

Michael, right? See, I remember.

ANDY

Hi Joe, it's me, Andy Tingstad.

Joe looks at him.

JOE

Yeah, Andy. You were in band.

ANDY

So what are you up to these days, Joe?

JOE

I work for the university.

MICHAEL

Really? What do you do?

JOE

I'm involved in transportation management.

Michael and Joe exchange looks and suppress smiles. Joe points at Michael --

JOE (CONT'D)

Now I know what you do --

Michael looks confused at that.

JOE (CONT'D)

So what are you doing, Andy?

ANDY

Still in a band. In fact, my group is playing tonight.

JOE

Great. What's your day job?

Michael mouths the word "lie" to Andy, who considers it.

ANDY  
Nothing. That's it.

JOE  
Wow, so how do you get by?

Andy straightens up as if he's proud about it.

ANDY  
I still live at home with my  
parents.

JOE  
Oh my god, you're not one of those  
middle-age guys who live in their  
parents' basement, are you?

ANDY  
No, I don't live in my parents'  
basement.

JOE  
Thank god.

ANDY  
I live in the attic.

INT. GRADE SCHOOL GYM - LATER

Michael slumps in a chair, alone at a table as Andy and his band play a slow dance number. Megan comes over.

MEGAN  
Dance with me.

They go out on the floor and start to slow dance. As they turn, her date Brian can be seen standing on the sidelines.

MEGAN (CONT'D)  
I talked to Beverly this morning.  
She told me about the yearbook.

MICHAEL  
Great.

MEGAN  
I'm so sorry.

MICHAEL  
What are you sorry for?

MEGAN

I did it.

MICHAEL

Did what?

MEGAN

I glued the pages together.

MICHAEL

Why?

MEGAN

I was jealous. I didn't want you to see a love note from Beverly.

Michael isn't sure what to say.

MICHAEL

I see.

MEGAN

I hope I didn't ruin anything. I could never forgive myself if I hurt you.

MICHAEL

Don't worry about it. Most of my wounds are self-inflicted.

MEGAN

I wish I could make it up to you.

MICHAEL

What about the handsome guy you've got over there?

They look at Brian, uncomfortably waiting on the sidelines.

MEGAN

I found out that he's planning to ask me to marry him tonight at midnight.

MICHAEL

That's good, isn't it?

MEGAN

Yeah, it's great. He's great.

She rises up and whispers in his ear.

MEGAN (CONT'D)  
But until then, I will still do  
anything you want me to do.

She blows in Michael's ear and his eyes get huge.

Another turn and he sees Beverly standing in the doorway, stunning in a dark green dress, watching him. As they go around again Jill is standing there.

JILL  
Mind if I cut in?

MEGAN  
He's all yours.

Jill and Michael dance in silence for a moment. Beverly is talking to a couple of friends, but keeps her eye on Michael.

JILL  
Is Andy really that nice or is it a  
big act?

MICHAEL  
It's a very real and scary act.

JILL  
Does he really live with his  
parents?

MICHAEL  
Obviously. I mean, look at him.

JILL  
That's kinda cool.

Jill sees that Michael is watching Beverly. She leans in.

JILL (CONT'D)  
I'm not supposed to tell you this,  
but Big Jim told Beverly you  
thought she wasn't very bright but  
you were going to nail her anyway.

Michael stiffens.

MICHAEL  
That's a lie.

Jill smiles. The song ends and they walk back to the table.

JILL  
I'll be back in a few minutes.

Michael sits down and watches Beverly mingling across the room. He works up the courage to go over, starting to get up just as LYLE ECKLEBARGER and his wife LAURA pin him down.

LYLE  
Michael, it's Lyle Ecklebarger.  
And this is my wife Laura.

MICHAEL  
Hi Laura.

LAURA  
Hi.

LYLE  
She's hot, don't you think?

MICHAEL  
Well...

LYLE  
Come on you can say it.

MICHAEL  
Lyle, I feel a little strange  
commenting on your wife's looks  
while she's sitting right here.

LYLE  
Hell, I don't mind. You don't  
mind, do you honey?

LAURA  
No I don't mind.

They both wait.

MICHAEL  
Okay Lyle -- your wife's hot.

Lyle looks very upset.

LYLE  
What kind of thing is that to say  
about my wife, Young!??

Michael blinks. Lyle and Laura start laughing.

LYLE (CONT'D)  
Hey, I'm just kidding you. You  
probably forgot about my sense of  
humor.

MICHAEL  
Yeah, I sure did.

Michael tries to see where Beverly is. Lyle is digging something out of his pocket.

LYLE  
I heard you're doing well. I'm not doing too shabby myself. I got some land in Covington real cheap 10 years ago and built this house.

He shows Michael a photo of a huge suburban cul-de-sac home.

MICHAEL  
Ah yes, that's a nice big house to drive home drunk to.

LYLE  
What?

MICHAEL  
Lots of room to stumble around in there.

He winks at Laura. Lyle gives Michael an odd smile and shoves another photo at him.

LYLE  
And here's a picture of our granite countertops.

Michael looks at this pathetic man and his wife.

MICHAEL  
You're a lucky man. A hot babe and granite countertops.

Lyle smiles. Michael sees that Beverly is finally alone, just looking around. He leaps up.

MICHAEL (CONT'D)  
Excuse me, I'll be right back.

Michael gets a few steps before Andy makes an announcement.

ANDY  
Beverly Ploof, would you join us for a song?

The crowd applauds and Michael walks over by the wall as Beverly takes the stage. The band starts the upbeat intro to "I LOVE THIS TOWN" as Beverly approaches the microphone.

Michael watches, now enamored with this new Beverly.

BEVERLY

*"I love this town, like an unmade  
bed, I love this town of the living  
dead, I love this town, gonna paint  
it red, If I can spare a minute..."*

Michael's too entranced to notice Lawayne walk up beside him. Lawayne is bleary-eyed and shaky.

LAWAYNE

Why don't you just go up and sit on  
her face?

Michael gives Lawayne a cold glance.

LAWAYNE (CONT'D)

Still stalking my wife? I think  
it's time you and I step outside.

MICHAEL

Don't be a child, Lawayne.

LAWAYNE

Afraid I'll kick your ass?

MICHAEL

Yes, actually, I am.

Lawayne grabs him. Michael looks around, not wanting to make a scene. He nods for Lawayne to follow him.

EXT. GRADE SCHOOL PLAYGROUND - NIGHT

Beverly's singing wafts through outdoor speakers as Michael and Lawayne stop by the playground equipment. Lawayne has a scary look in his eye. Michael leans on the jungle gym.

MICHAEL

So what do you want to do, hit me?

LAWAYNE

That's a start.

MICHAEL

Look, Lawayne, I understand. I  
know what it's like to lose  
Beverly.

Michael jumps inside the jungle gym. Lawayne wavers, not sure what to do.

LAWAYNE  
Come out of there, you coward.

MICHAEL  
You come in.

LAWAYNE  
Quit being childish.

MICHAEL  
You're being childish.

Michael backs away as Lawayne circles. Lawayne puts one leg in and Michael puts one leg out. Lawayne takes his leg out and stares at him. Michael puts both feet back inside.

A long pause as Lawayne thinks. Then Lawayne leaps through the bars and grabs for Michael's coat, ripping it. Michael jumps out the other side. Lawayne runs out after him.

Michael runs around the slide and Lawayne almost has him, so Michael runs up the steps. Lawayne circles around the slide, then runs up the steps as Michael runs clanging down the slide. Lawayne gets to the top, but is too unsteady to run down, so he sits and slides down.

Michael uses the head start to run back toward the gym, with Lawayne about fifty feet behind.

INT. GRADE SCHOOL GYM - CONTINUOUS

Beverly has just finished a chorus and steps back for an instrumental break. Megan comes up to the microphone.

MEGAN  
Okay, it's time for our first award  
of the evening. This is for the  
person who's come the farthest, and  
the winner came all the way from  
Boston -- Michael Young!

The crowd claps as Megan, Andy and Beverly look for Michael.

MEGAN (CONT'D)  
Michael? He came all this way and  
he can't make it to the stage!

Just then Michael bursts through the door, running through groups of people and tables.

MEGAN (CONT'D)  
There he is! Michael Young!

Michael looks up at her, not knowing what's going on as the crowd applauds. Lawayne comes racing in and spots Michael, now scurrying through people on the dance floor.

MEGAN (CONT'D)  
 Michael, you won the award for  
 coming the farthest! Come on up!

Michael spots Lawayne closing in. Instead of going for the stairs he makes a running leap, flopping onto the stage. Lawayne comes skidding up below him, not sure what to do.

MEGAN (CONT'D)  
 Wow, what an entrance!

Michel tries to pull himself together, but his clothes are torn and tousled, his hair is askew, and he's sweating and winded. Megan hands him the award.

MICHAEL  
 Thank you. First of all I just  
 want to say that the only time I  
 ever forgot my white gym socks and  
 contact lenses was the day they  
 took that damn photograph. And  
 second, there's something I'd like  
 to say to the lovely and talented  
 Beverly Ploof...

He turns toward her but before he can continue Lawayne's hand comes up and grabs Michael's ankle, yanking him down onto the dance floor. Lawayne jumps on Michael as Big Jim comes in to help him out. Andy puts down his guitar and jumps on top of them, as Jill and Megan join in to try to defend the boys.

The bass player motions for Beverly to finish the song. She steps up to the microphone.

BEVERLY  
*"Everyone's friendly to your face,  
 And everybody knows their place, As  
 long as you respect their space,  
 You won't have to worry..."*

She stops, looking down into the fray.

BEVERLY (CONT'D)  
 Okay, that's enough! Stop it!

The melee continues.

BEVERLY (CONT'D)  
 Fucking stop it right now!!!

The combatants freeze, looking up at Beverly.

ANDY  
She used to be so shy.

INT. NURSE'S OFFICE - DAY (1979) - FLASHBACK

Seven-year-old Michael has a cut on his head that the NURSE is cleaning up. He lies on his back looking up.

NURSE  
How did you do this young man?

MICHAEL  
I ran into a pole.

NURSE  
Why did you do that?

MICHAEL  
I was looking at a girl.

NURSE  
A girl? You poor thing.

She notices that he's staring at the ceiling.

NURSE (CONT'D)  
What's so interesting up there?

MICHAEL  
The tiles are 12 inches by 12 inches. That's 144 square inches, and there's about three holes per inch so that's 532 holes per tile.

The nurse looks up at the tiles, amazed.

NURSE  
What grade are you in?

MICHAEL  
Second.

NURSE  
You're not going to be staying in this little town when you grow up.

MICHAEL  
Why not?

NURSE  
There's nothing for you here.

INT. NURSE'S OFFICE - NIGHT - BACK TO THE PRESENT

Michael is on his back, staring up at the tiles while Megan bandages a cut on his arm. Andy sits in a chair as Jill wipes blood from his head. Megan gives Michael a loving pat.

MEGAN

There you go. I have to get back.  
Only two hours until midnight.

She looks at Michael suggestively as she heads for the door.

ANDY

I'll be ready to play again in a  
couple of minutes.

MICHAEL

Megan -- thanks.

MEGAN

I'll see you in a while.

She smiles and winks before leaving.

MICHAEL

Where's Beverly?

JILL

I haven't seen her.

ANDY

Why don't you go find her?

Jill kisses Andy's head, much to Andy's amazement. He and Michael exchange looks. Michael stands up.

INT. GRADE SCHOOL HALLWAY - NIGHT

Michael hurries down the hall, walking with purpose again. As he passes an open classroom door, something catches his eye -- Beverly sitting at a desk in the second row. Michael slides to a stop, goes back and enters the classroom.

INT. GRADE SCHOOL CLASSROOM - CONTINUOUS

He walks quietly among the rows, then sits one row back and one seat over from Beverly. She's sitting slightly forward, staring at the desk. He waits. Silence.

MICHAEL

So what happened to Lawayne?

BEVERLY  
I called him a cab.

A long pause.

BEVERLY (CONT'D)  
I'm not perfect, you know. I never  
claimed to be.

MICHAEL  
Oh hell I know that. You're not  
even close.

She lifts her head a little, mildly amused.

MICHAEL (CONT'D)  
But you're much closer than I am.

Michael opens up the desk and takes out a pen and notebook. He rips out a page and writes a note on the next page of the notebook: "Sorry, I borrowed a piece of your notebook paper. Thank you."

He takes a \$10 bill out of his wallet and puts it on top of the notebook, then closes the desk, as Beverly watches him. He writes on the other piece of paper.

MICHAEL (CONT'D)  
I heard what Big Jim said. He lied  
to you because like every guy in  
this town he's in love with you.  
But I did say some things that I  
regret, things I turned out to be  
very wrong about. I was an idiot.

BEVERLY  
It doesn't matter.

MICHAEL  
It does to me. When I found that  
note in the yearbook I was so  
happy, even though I knew it was a  
long shot that you'd still be  
interested in me. I've made a  
complete fool of myself this week  
but it was still worth it to see  
you. You're still the best person  
I've ever known. You could  
actually be a tattooed fascist cult-  
follower and considering your other  
virtues, you'd still be the best  
person I've ever known. I love  
you. I've always loved you.

She fights back tears. He hands her the piece of paper.

MICHAEL (CONT'D)

I don't want to bother you any more. Here's my address, phone numbers, e-mail. If you ever want to see me again, or just talk, anything, I'd love another chance. If not, I understand. Just give me a sign, any sign, and I'll be here.

She stares at the paper for a long time.

BEVERLY

You were the best thing in my whole childhood, you know. Every day I looked forward to seeing you at school.

MICHAEL

I had no idea.

She sniffs and laughs at the same time.

BEVERLY

When I was a girl I always dreamed I would marry someone different than my dad, who didn't say mean things all the time, who didn't always make me explain why I wasn't exactly the way he wanted me to be. Someone kind. Like Michael Young.

Beverly finally turns to face him.

BEVERLY (CONT'D)

I'm sorry I didn't write that note in the yearbook.

MICHAEL

It's okay --

BEVERLY

Because whoever did write it knew exactly how I felt.

Her words are both painful and encouraging to Michael.

MICHAEL

I wish we could go back fifteen years and start all over, but we can't. But we can go back a week and start again, if you wish.

She searches for words, pauses, then stands up.

BEVERLY  
Remember playing 7-Up?

MICHAEL  
7-Up? Yeah.

BEVERLY  
Put your head down.

He obeys. She taps him on the shoulder and walks to the front of the classroom, hesitates, and walks out the door.

MICHAEL  
Are you ready?

Silence. He looks up. He's alone. He guesses anyway.

MICHAEL (CONT'D)  
Did Beverly pick me?

He smiles at his own pathetic joke, then looks confused.

MICHAEL (CONT'D)  
Was that a sign? Seriously, I mean, was that supposed to be a sign? God, I'm terrible at this.

EXT. GRADE SCHOOL GYM - NIGHT

Andy and his band are tuning up. Michael walks up to the open door and sees Beverly half way across the room with a friend. He watches for a moment, then backs up and takes a few steps toward the parking lot.

ANDY  
Sorry about the interruption. I have a request here from one of our special guests, an old Pogues song.

He plays the opening chords of "RAINY NIGHT IN SOHO." Michael stops. He walks back up to the door and peers in.

ANDY (CONT'D)  
*"I've been loving you a long time,  
Down all the years, down all the  
days..."*

INT. GRADE SCHOOL GYM - CONTINUOUS

Michael starts walking toward Beverly, who chats with her friend while keeping an eye on Michael.

ANDY  
*"And I've cried for all your  
 troubles, smiled at your funny  
 little ways..."*

Michael reaches her, but goes right on by. Beverly hesitates, then turns slightly, but doesn't see him. She turns back, and there he is on the other side of her.

ANDY (CONT'D)  
*"We watched our friends grow up  
 together, and we saw them as they  
 fell..."*

Michael holds out his hand and she takes it, following him onto the dance floor. Jill and Megan part before them.

ANDY (CONT'D)  
*"Some of them fell into heaven,  
 some of them fell into hell..."*

They slow dance. Andy watches with a melancholy smile.

BEVERLY  
 I know you believe in being honest.

MICHAEL  
 Not so much anymore.

BEVERLY  
 I didn't request this song.

He freezes.

BEVERLY (CONT'D)  
 But I'm glad Andy played it.

Michael smiles and dances her out a side door into the night.

EXT. GRADE SCHOOL PLAY FIELD - CONTINUOUS

Andy's singing can still be heard as Michael takes her hand and walks her into the field, glowing from the lights.

MICHAEL  
 Can I ask you something?

BEVERLY  
 Yes.

MICHAEL  
 Would you go out on a real date  
 with me?

BEVERLY

Yes.

MICHAEL

So you always liked me?

BEVERLY

Yes.

MICHAEL

As much as I liked you?

BEVERLY

Yes.

MICHAEL

And the no sex before marriage  
thing was a joke, right?

BEVERLY

Michael?

MICHAEL

Yes?

They're at the stream. She pushes him across. He stumbles to his knees, then looks up at her.

MICHAEL (CONT'D)

We're going to get in trouble.

BEVERLY

Yes we are.

She jumps.

*I sang you all my sorrows  
You told me all your joys  
Whatever happened to that old song  
To all those little girls and boys  
Now this song is nearly over  
We may never find out what it means  
But there's a light I hold before me  
And you're the measure of my dreams  
The measure of my dreams*

FADE TO BLACK