

welcome
to
people

by
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A bouncing 70's guitar lick kicks up Heart's "Magic Man":

FADE IN:

EXT. "NATIONAL TIRE" MANUFACTURING YARD - NEW JERSEY - DAY

A blur of shapes. SOUNDS of a manufacturing plant working full tilt. CREDITS BEGIN, as we come to FOCUS on...

TIRES. Black rubber circles, stacked thousands-high. An industrial yard outside Manhattan. Into frame comes... SAM HARPER. Late-20's, good looks, restless intelligence. Last year's Brioni suit off the rack, but still a Brioni. He walks through the yard with BEN, a less well-dressed VP OF SALES. Ben's distracted, this isn't a meeting he has time for --

SAM

Those the P-30's? How many?

BEN (VP OF SALES)

... hundred thousand.

SAM

A hundred thousand? Wow, that is a mountain of tires, Man. Please don't say you're offloading to a liquidator --

BEN (VP OF SALES)

We use Polski Brothers. Look, I'm pressed for time--

SAM

-- Polski Brothers? -- nono -- for ten cents on the dollar? Two percent of your wholesale cost? Then what? They promise to take your excess inventory out of North America, "don't worry, we won't impact your new line" -- but a week later? Seven discount stores are filling their windows with them. Now you roll out the P-40's at two hundred fifty bucks but Costco's advertising the old P-30's -- the tires you just got rid of -- for half. They're right back in your distribution chain and you're cannibalizing your own sales --

Ben takes pause -- Sam's reeling him in -- as they ENTER:

INT. "NATIONAL TIRE" FACTORY WAREHOUSE - CONTINUOUS

MOVING -- through the TIRE PLANT -- past extruding machines -- STEAM and PRESSURE as rubber's molded --

SAM (CONT'D)

-- I can make your problem go away and pay you a hundred cents on the dollar. Your full wholesale cost, and guarantee to re-market overseas. All we take's a 30 percent commission.

TIRE GUY

30 percent? What is it you do? You buy tires?

SAM

Among other things.

(winning grin)

I work in Corporate Barter. I'm a facilitator.

AND WE BEGIN A SERIES OF CUTS AS CREDITS CONTINUE: Sam pitching to various MANUFACTURERS throughout the Tri-State -- handing his CARD to another VP OF SALES at a BOTTLING PLANT:

SAM (CONT'D)

Sam Harper. Atwood/Richards, we buy and sell overstock --

To someone in a warehouse of XEROX MACHINES:

SAM (CONT'D)

The barter system, the original form of commerce --

By a vat of swirling paper pulp in a TOILET PAPER FACTORY:

SAM (CONT'D)

Any company has leftovers: last year's electronics, ketchup bottles, kitten calenders, toys that didn't sell at Christmas --

At a TOY MANUFACTURING PLANT, in front of unsold boxes of...

SAM (CONT'D)

Furbys? No problem, we can off-load them in Russia, they love anything with fur --

As liquid resin pours through tubes at a PLASTICS PLANT:

SAM (CONT'D)

-- anything with a shelf life, an expiration date, questionable baby formula, plastic dishware filled with PBA, there's a market for that --

The cuts come FAST AND FURIOUS now:

SAM (CONT'D)
 -- we help companies like yours get full value for their products, clients who can trade you their goods and services, whatever you need to run your business --

Over corrugated box manufacturers/ cork suppliers/ glass bottle reps:

SAM (CONT'D)
 -- Weyerhaeuser Paper, Pittsburgh Steel, Exxon/Mobil -- Fortune 500's, we work with the biggest in the world --

And finally, our CREDITS END with Sam and Ben, the National Tire Sales VP: two figures standing on a gangplank overlooking a massive, automated tire assembly line. Ben now deep in thought, on the hook; Sam not pressing, common-sense intimacy:

SAM (CONT'D)
 ... because in this economy? Paper is paper, but goods are good. Unlike the dollar, barter doesn't depreciate one... single... percent.
 (the clincher)
 It's the new money, Ben, that's how you need to think of it: you're getting in on the ground floor... of money.

Ben weighs his choice, looks over at Sam... and finally, with a little smirk, offers his hand. Sam grips firmly and SHAKES as "Magic Man" peaks and --

INT. ATWOOD/RICHARDS - EMPLOYEE BACK ROOM - DAY

BAM! Sam's hand SLAMS down a hand of CARDS, victorious:

SAM (CONT'D)
 Welcome to the American workplace, Ladies and Gentlemen!

FELLOW SALESMEN surround, laughing, cash on the table. We're in an office back room. BENNY, 22, slumps in defeat:

BENNY
 -- shit. You were bluffing?

PLAYER #2
 -- you're surprised? We've been here two years, that's all he does --

Sam's cell RINGS -- a (213) area code. He knows who it is. Doesn't wanna answer. Hits "IGNORE" as a woman named PEGGY enters, all bitch:

PEGGY

You know what would be good? If you guys
took a --
(finger quotes)
-- longer break.

SAM

Hey, Peg? It'd be --
(finger quotes)
-- great if you didn't always speak with
ironic --
(again:)
-- quotes around everything you said.

PEGGY

Quote... "fuck you." Get outta my chair,
Richards wants to see you.

Now one of the fellas "oooohs" ominously, someone starts humming
the Darth Vader theme -- but Sam does a funny little ass-shake:

SAM

Oh no, friends, this is a victory lap.
Know why he wants me? I closed National
Tire. Suck it.

He "humps" the table and sweeps up his winnings --

INT. RICHARDS' OFFICE - DAY

JIM RICHARDS, late forties, is absorbed in spreadsheets. Sam
knocks and enters, grinning:

SAM

I closed National Tire. Million-two in
product.

Richards starts gathering things on his desk -- keys, coat --

RICHARDS

You shipped a hundred thousand cases of
Tomato Bisque to Ecuador.

SAM

(beat: oh, that)
Northwest Soup had overstock, they had to
dump.

RICHARDS

You shipped by train.

SAM

Half as much as Air Freight. What's the
prob--

RICHARDS

-- through Mexico. Hundred and fifteen degrees. Every can exploded. They said the freight car looked like a crime scene.

SAM

(a beat, thrown)
... Shit.

RICHARDS

Yeah, shit.

Richards abruptly walks OUT as Sam's cell BUZZES, the same (213) area code -- he hits "IGNORE," following him out to:

THE OUTER OFFICE

Richards weaves through busy cubicles -- passing, first, his SECRETARY:

RICHARDS (CONT'D)
Dolores happy?

SECRETARY
Very happy, sir.

RICHARDS
Good.

(chucks Sam's shoulder)
Cause it's all. About. Dolores.

Sam's brow furrows: who's Dolores? As he keeps FOLLOWING --

SAM
Look, we're fine, we transported through the buyers, we're insured --

RICHARDS
That's not the problem: when you put a swimming pool's worth of soup on a train to Ecuador in the middle of fucking summer and it goes bad, you violate about nine provisions of the Sanitary Food Transportation Act --

(notices a WORKER at a cubicle -- sees something on the guy's screen)

Fix That.

As they keep MOVING --

SAM
It was canned, a hundred percent non-perishable--

RICHARDS
Til 99 percent of it spilled out of the fucking can. You just handed the Federal Trade Commission a flashlight, my friend -- a krieg light -- which they're all too eager to shine on us, even when we have nothing to hide... and everyone has something to hide.

Richards hits the elevator call button -- it opens -- he hits down -- Sam shoots out an arm to STOP it from closing --

SAM
I'll go down to Northwest and talk to Phil Highmore, their VP of Sales, he loves me --

RICHARDS
Who do you think's threatening to call them?!

SAM
(losing ground)
I'll-- I can throw him a deal on corrugated for his next shipment --

RICHARDS
He doesn't want corrugated. He wants an addition to his house.

SAM
He... huh?

The impatient elevator door BUZZES, so Sam steps in, it CLOSES:

INT. ELEVATOR - RIDING DOWN - CONTINUOUS

RICHARDS
New wife. I dunno, she has some problem with the old master suite. Needs a whole shitload of lumber. Piping. Hardware...

SAM
(getting it now)
... Dolores...

Richards grins: bingo. Door opens. They cross --

THE LOBBY

SAM (CONT'D)
You're bribing Phil Highmore not to
report us to the FTC by buying him an
addition to his house?

RICHARDS
Actually, you are. You said a million-
two from National Tire? That's an
\$84,000 commission. Buys a lot of wood.

Sam STOPS cold, as Richards exits the lobby through a door --

SAM
Whoa... wait, nonono --

-- he follows through the door into:

THE PARKING LOT

Where Richards is approaching his shiny red Porsche GT3 --
BLEEP-BLIP as he keys off the alarm:

SAM (CONT'D)
Excuse me, no, I'm not giving away my
commission, that money's mine --

RICHARDS
Actually, it's mine, unless and until I
decide to give it to you. Read your
contract: your commission's
discretionary, and my discretion tells me
if I lose my business over tomato soup?
I will murder you with an axe.

He gets in his car. VROOOOM goes the engine.

SAM
... please, Man... I need that money...

RICHARDS
Then work harder.

And DRIVES OFF, leaving Sam standing in the parking lot. He
looks down: Richards was in a handicapped spot.

EXT. BROOKLYN BRIDGE - DUSK

Sunset over the Brooklyn Bridge. A shitty '97 Chrysler drives
across. Sam at the wheel, wide-eyed. Now what?

INT. SAM'S APARTMENT BUILDING - LOBBY - RED HOOK, BROOKLYN - NIGHT

Sam unlocks his apartment mailbox. Just BILLS. A COLLECTION
AGENCY NOTICE. Fuuuuck.

INT. SAM'S APARTMENT - NIGHT

Sam enters the starter apartment he's about 4 years too old for. Down the hall, a WOMAN rises from a chair. Ashen. HANNAH LINSON, late 20's. Tolerant, kind, and cool -- always hoping for the best in Sam. He can tell by her posture:

SAM
-- what? What's wrong.

HANNAH
Your mom's been trying you...

Hannah stares, wishing she didn't have to say the words she's about to... and before we get to hear them, CUT TO:

INT. SAM AND HANNAH'S APARTMENT - RED HOOK - NIGHT

"Be Remembered.Com/ Order 7-10 Minute Custom Eulogy for \$100.00/ 24 hr. Assistance."

In CLOSE UP, a blinking cursor next to "DECEASED:" Then, the cursor types: "FATHER." Slowly, we ANGLE AROUND to... SAM, face lit by the screen's blue glow. Expression strangely distant. Whatever it is, it runs pretty deep. He scans the site's "Family Typology" section, reading OPTIONS:

- 1.) Balanced. 2.) Traditional. 3.) Disconnected.
- 4.) Emotionally Strained. He clicks 2. Then 3. And... 4.

Hannah enters. Sam instantly CLICKS to a different window, hiding the site. She slips her arms around him from behind... kisses his neck compassionately... he half-smiles:

SAM
You don't have to come. I'll be back in
48 hours.

Hannah. Taken aback. Pulls away...

HANNAH
Of course I'm coming.

He shifts around to her, bigger smile now, re-calibrating:

SAM
Came out wrong. I told you, we, uh...
weren't close. I haven't been home in a
while. It's 48 hours, in and out.
(as if that clinched it)
But thank you.

She just blinks:

HANNAH
 "Thank you" is for when someone hands you
 a fork.
 (soft, but tough)
 I'm coming.

A fight he isn't prepared to fight and surely won't win. Covers with an uneasy smile. The sound of a JET ROAR rises --

INT. JFK AIRPORT - TERMINAL - MORNING

JFK at morning rush hour. Sam and Hannah reach the front of the check-in line. She gives the e-ticket to the attendant:

ATTENDANT
 Picture ID's?

Hannah hands hers over. Sam reaches for his wallet -- it isn't in his pocket -- he searches --

SAM
 Shit, oh, man -- don't do this to me --

HANNAH
 Check your bag --

SAM
 (he does; to the
 attendant)
 Look, I... think I... don't have it.

ATTENDANT
 Sir, we can't let you board the plane
 without ID --

SAM -- what? <u>Really?</u>	HANNAH -- wait, no wait -- it's his dad's <u>funeral</u> --
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ATTENDANT (CONT'D)
 I'm so sorry, but it's a federal law --

Hannah gets more upset, Sam protests, as we DRIFT AWAY... MUSIC: The Duchess And The Duke's "Out Of Time" --

LATER: Hannah watches Sam pace, on his cell, leaving a MESSAGE for his mother: "I'm really sorry, we'll try and get the next flight..." Hannah's heart breaks. What a cruel act of fate.

EXT. "PARK-'N-RIDE" LONG TERM PARKING LOT - DAY

Sam's car is parked in an endless lot. The trunk pops OPEN as he loads his bag in, moves to the driver's side, gets in...

ANGLE - THE REARVIEW - SAM'S EYES

FLICK UP to make sure Hannah's still loading the trunk -- his arm shoots to the glove box -- and there it is:

HIS WALLET

He knew where it was all along. Drops it under his seat as she gets in... he starts the car, as she looks down and notices:

HANNAH

Oh shit! There it is -- oh my god --

SAM

("realizes" too)

... oh...

HANNAH

We can still make it --

SAM

That was the last flight --

HANNAH

Nono, there's the one from Denver that got delayed -- we can catch it and maybe get in on time -- at least close.

SAM

... Uh... sure. Absolutely.

But he pauses strangely... then gets out like a shot, as if she's lagging. Hannah holds a beat, sensing something odd but unsure what... as out the window, A PLANE rises into the sky...

MAN'S VOICE

Some things our human will cannot change, no matter how much we wish, or try...

INT. CHURCH - DAY

A MINISTER at a podium, beside a casket. The mourners are an odd lot: ex-Music Industry types, old-school 70's and 80's outcasts. We drift to a WOMAN, alone in the front pew:

MINISTER

Certainly you, Lillian, did the right things in caring for Jerry...

This is LILLIAN HARPER: once extremely beautiful, in her fifties she's still very striking with an almost soldierly quality of "anything's possible when you're in control."

MINISTER (CONT'D)
 ... you worked magic to give meaning to his life, three times as long as medical people believed possible... but magic is never enough.

Lillian glances at the empty seat beside her: no Sam. A few people stare sympathetically. She keeps her head high.

INT. TAXI - LOS ANGELES - MOVING - NIGHT

LOS ANGELES reveals itself in REFLECTIONS off a taxi window. RACK FOCUS TO SAM, as the cab stops in front of a run-down Craftsman in the Miracle Mile. One he was on bad terms with when he left. Hannah squeezes his hand:

HANNAH
 What do you need?

SAM
 (long beat)
 An escape hatch.

INT. HARPER HOUSE - LIVING ROOM - CONTINUOUS

A catering crew carries out rental chairs, passing Sam and Hannah in the doorway. One of them stops, apologetically...

CATERER
 The wake's sort of over.

SAM
 I sort of live here.

He drops his bags and looks around: swap-meet couch, mismatched furniture, debris from the wake... a surreal homecoming.

INT. KITCHEN - CONTINUOUS

CLOSE on a pair of scissors, held by Lillian as she cuts out an article: "JERRY HARPER, RECORD PRODUCER, DIES AT 63." A stamp-sized PHOTO of JERRY HARPER in younger, happier times.

SAM (O.S.)
 ... Hi, Mom.

She looks up. He enters sheepishly. Her eyes are cold and mournful. Not just because of the funeral.

SAM (CONT'D)
 I left a message.

LILLIAN
 I got it.

SAM
I'm sorry.

LILLIAN
(not an apology)
So am I.

She seems to be clenching those SCISSORS still in her hand.
Neither of them move toward each other.

SAM
... this is Hannah.

HANNAH
(a little too big)
I'm so sorry...

But feeling she's already flubbed it, Hannah's suddenly TEARING UP. Sam STIFFENS as she instantly shakes it off, embarrassed, another strike-out on the first impression checklist:

HANNAH (CONT'D)
I mean I'm sorry for your loss, not--

-- but Lillian HUGS Hannah, putting her at ease, genuine warmth:

LILLIAN
Don't be. Now I have a face to the voice.

HANNAH
I should be hugging you...

LILLIAN
I'm glad you're here. Sam didn't tell me you were coming.

They both look over at him -- suddenly, unexpectedly, unified. Hannah's eyes say: you didn't?

SAM
Yes I did.

LILLIAN
No. You didn't.

Awkward silence. Hannah cuts in, trying for "light" --

HANNAH
We, uh, screamed at the American Airlines Supervisor -- I'm pretty sure we're on a government watch-list now.

LILLIAN
How long are you staying?

SAM
Gotta get back soon. Hannah's got a law school interview.

Hannah's face goes slack. Now he's using her as an excuse?

LILLIAN
I thought Sam said you were acting...?

HANNAH
No, that didn't... I'm clearly not very good. Kinda came to terms with reality. It's actually a nicer place than I thought it would be.

That registers on Lillian. A sensible girl.

LILLIAN
Well, your parents must be proud. I don't think I know where you're from?

HANNAH
Georgia.

LILLIAN
Huh. Get home to them much?

SAM
("stop")
Mom.

Silence. Hannah takes the cue to excuse herself. Sam stares: "don't leave." But she's already gone. Lillian turns away, abruptly busies herself with dishes:

LILLIAN
He would've liked her.

Guilty, he joins her, washing dishes together. Saying nothing. Finally, he turns toward her just as she turns; the plate's knocked out of her hand -- CRASHES to the ground. Sam looks down at the broken pieces, looks up at her... and suddenly she SLAPS him. Fucking hard. All he can do is stare back, mute and yielding. And for the longest time, nothing is said... until:

LILLIAN (CONT'D)
Linens are in the closet upstairs.
(a squeak of affection)
I'm glad you're home.

And gone. Sam stands there. Wanting to run.

INT. LINEN CLOSET - NIGHT

The closet OPENS revealing Sam staring in. Looking for towels, he's hit with a whole lot more: pill bottles, catheter tubes, adult diapers. A bag of JOINTS (medical weed). The thundering reality of all he's missed comes crashing. He grabs towels and quickly SHUTS the door --

INT. JERRY'S STUDY - NIGHT

RECORD ALBUMS stacked in floor-to-ceiling bookcases. Thousands of LP's stored in plastic covers. Jerry's beloved, decades-old collection. Hannah, in awe, drifts past file labels: "RARE JAZZ." "BLUES." "FUSION." "KLEZMER." "ONE HIT WONDERS." And there are PHOTOS. Jerry -- with Captain Beefheart, Grace Slick, Charlie Mingus. Sam appears, hanging up his cell -- staring at it with strange curiosity:

HANNAH

-- "Hannah's gotta get back for an interview?" Really?

SAM

I didn't know what to say.

HANNAH

That's a first.

He looks at her, apologetic. After a beat she relents, waves her hand in a priest's absolution...

SAM

Got a message from dad's lawyer, he wants to see me about the will. Can you stay with Lillian in the morning?

She nods, okay. Gestures to the photos:

HANNAH

Grace Slick?

He looks around, confronting the pictures warily:

SAM

He managed 'em for like five minutes, before they dumped him and 'broke.'

Something on the desk catches his eye. Among the photos, there's one of Sam as a kid, looking up at his stoic dad with a worshipful gaze. Hannah comes up behind him, softly:

HANNAH

... what?

SAM

No, I'm just-- it's stupid. I had this flash of... we used to go to this park on Sundays. It was like our one 'thing' when I was a kid.

HANNAH

(encouraging)

... that's nice...

SAM

He never got out of the car.

She looks at him. Confused. He shrugs off-handedly:

SAM (CONT'D)

He'd sit and watch me so he could listen to demos. But hey, y'know, that's how he discovered Kajagoogoo. So he did make a major contribution to the human race.

He turns off the light, ending the conversation. BLACK.

INT. GARAGE - NEXT MORNING

LIGHT FLOODS THE SCREEN as the garage door slides up, revealing Mom's beat-up Volvo... then Dad's cherry red 1970 Mercedes 280 SL. Mint. Sam's eyes light up -- CUE HARD-DRIVING GUITAR:

Zeppelin's "Immigrant Song." A keychain hangs on a tool rack: two eighth notes having sex, the phrase: "*Musicians Do It With Rhythm*." Sam swipes the keys --

EXT. VENTURA BOULEVARD - MORNING

The Benz whizzes down the street as Robert Plant screams his wild abandon wail. Sam burns right through a "Stop" sign, oblivious --

INT. ART'S DELI - DAY

We're watching from a distance as Sam stiffly shakes hands with ISAAC RAFFERTY, Jerry's lawyer. LATER: they're mid-conversation at a booth. Sam's knee bounces:

ISAAC

Under reciprocal beneficiary law, the house and its personal effects go to your mom... he left you his record collection, valued in excess of thirty thousand dollars. That figure's from a 1987 appraisal, so it's probably appreciated.

Sam's motor revs to speed, sensing the inevitable fuck-over:

SAM

Wow. His records. They come with the
dishwasher brushes?

ISAAC

There's something else.

SAM

Eight tracks? No, really, they should go
to The Smithsonian...

Isaac just stares. POPS open a briefcase, takes out a manila
BANK ENVELOPE. Slides it across the table...

ISAAC

It's a key to a deposit box. A week ago
he asked me to come see him. His life
insurance was anemic, his will was a
mess -- he wanted me to add that in a
codicil, an addendum. Then he told me to
give it to you.

SAM

(confused beat)
... what's in the box?

ISAAC

You'll have to open it.

SAM

You won't tell me?

ISAAC

He wouldn't tell me.

SAM

What d'you mean "he wouldn't tell you?"
He gave you the key.

ISAAC

He wasn't very coherent. All he said
was... it was something he'd been working
on a long time. And that you'd
understand.

This is suddenly fucking weird. Sam blurts a nervous CHUCKLE:

SAM

Well Mom knows, I mean--

ISAAC

-- that's why I wanted us to talk
privately. He didn't want her to know.

Sam feels the ground slipping out from under him, but doesn't have a clue why. His eyes drift to his father's car keys on the table -- the eighth notes fucking and the stupid "Musicians Do It With Rhythm" slogan...

ISAAC (CONT'D)

Look... I knew him 35 years. He was a great guy, a connector, a spark plug -- but the only thing you could count on him to do was make messes. Your mother, me -- we always cleaned up. I remember a night... he took me out, we met Charlie Mingus, Joan Baez, and some Congressman from Chicago; Jerry stiffed me for a 600 dollar bar tab, I had to fish his watch out of a sewer grate and confiscate his car keys.

(beat)

Whatever's in that box, if he kept it from your mom too... I thought you should have the benefit of being prepared.

Sam's in the Twilight Zone -- and starting to feel scared:

INT. WELLS FARGO BANK - VARIOUS - DAY

The DEPOSIT BOX KEY inserts in a lock. The BOX is pulled from the wall. Alone, Sam stares at the closed lid, bracing himself... lifts it to find...

AN OLD, WORN "BAY RUM" LEATHER SHAVING DOP-KIT. The hell? He pulls it out. Something's inside. He unzips it, flips it OPEN:

STACKS OF MONEY. Thousands and thousands of dollars haphazardly rolled in rubber bands. And a HANDWRITTEN NOTE:

Please get this to Josh Davis.

Regal Arms Apartments, #2A, 1124 S. Reseda Blvd

Take care of them.

- J

ON SAM. His eyes dance over the note, trying to make SENSE. Keeps coming back to that name: "*Josh Davis.*" Says OUT LOUD:

SAM
-- who the fuck.

EXT. MULHOLLAND MIDDLE SCHOOL - POOL AREA - DAY

JOSHUA DAVIS, 12, stringy spiky hair, is huddled by a POOL with a group of BOYS (DANNY, SIMON, DEREK). In Josh's hand is a brown crystalline rock --

DANNY
-- what is it, crack?

JOSH
Wish. Sodium from the science lab. It hits the pool, it'll totally detonate.

DEREK
Bullshit.

JOSH
I'm telling you, it's chemical.

To prove his point, Josh HURLS the sodium rock into the pool -- it hits with a BLOINK and sinks... nothing. The boys lean over the edge, waiting... the rock bubbles like Alka-Seltzer:

SIMON
Shit. Shit.

DEREK
I told you noth--

KA-BOOOOOOM! They're FLUNG BACKWARD in a shower of plaster fragments. The FIRE ALARM sounds -- the kids pick themselves up, dazed but okay... to find A HUGE CHUNK is gone from the side of the pool. Water POURS out, spreading over the ground:

DEREK (CONT'D)
Holy shit!

The other boys RUN. Riveted, Josh stares down into the water:

ANGLE -- UNDERWATER -- RIPPLING -- ON JOSH

His grinning face distorted, as MUFFLED SOUND is heard: the ALARM, racing footsteps -- it comes to a CRESCENDO as:

EXT. PUBLIC SCHOOL - PARKING LOT - DAY

SCREECH! A beat-up Jetta BREAKS HARD behind a line of carpool moms. Out comes a woman in a mini-skirt and heels:

FRANKIE DAVIS, 30: capable and strong-willed, damaged but proud... and smart as they come. Since 19, she's been groping through single motherhood, slowly lowering expectations that life won't disappoint. Today isn't helping.

Frankie catches disapproving stares from the moms and grabs a cardigan from the backseat, trying to hide her cleavage -- which only makes it more conspicuous. Stalks onward, head high.

INT. PRINCIPAL'S OFFICE - DAY

Frankie sits across from a principal: MRS. HANEY -- a bottom-line civil servant with a hostile gaze. Frankie SMILES against it, working to make some kind of in-road:

FRANKIE
I'm sure you deal with your share of working moms -- more than your share, trying to raise a--

MRS. HANEY
-- vandalism, destruction of school property --

FRANKIE
-- I know it's my fault, you're right to think that.
(the woman's eyes go to her cleavage)
I tend bar.
(no response)
So we can figure something out, right?

MRS. HANEY
Ms. Davis --

FRANKIE
(sweetly)
Frankie.

MRS. HANEY
I'm not interested in being "disarmed."
Nothing you can say is relevant to Josh's expulsion --

FRANKIE
Expul -- are you seriously thinking of--

MRS. HANEY
You expected a slap on the wrist?
Policies are policies.

And that's that. Except, it isn't. Backed against a wall, Frankie's gears TURN -- suddenly very calm, focused:

FRANKIE
Where'd Josh get the sodium?

MRS. HANEY
(beat; nervously)
Obviously from the science lab --

FRANKIE
Is that one of your "policies?" Leaving
explosive material out for kids to,
y'know, toss in a pool?

MRS. HANEY
I'm sure you'd like to shift the blame
here too--

FRANKIE
-- his teachers? 'Cause I wonder where
he learned it explodes in water --

MRS. HANEY
I don't like your tone --

FRANKIE
I don't like your lazy-ass rules, which
were -- thank God -- uncovered by my son
before someone lost an eye. Or a hand.
Or a shitload of Board of Ed funding.
'Cause some parent just might be worried
enough to find a lawyer -- like the tough
pro-bono ones who stare at my tits all
night in the bar.

Frankie holds her gaze, as she unbuttons one more button on her blouse to show even MORE boob. A power play. Grins:

FRANKIE (CONT'D)
Y'know what I mean?

INT. SCHOOL HALLWAY - MINUTES LATER

And WHAM, on the cut Frankie YANKS Josh clumsily out the door, her cool reserve suddenly and completely gone around her son:

JOSH
OW! You're hurting me! Don't!

INT. FRANKIE'S CAR - DAY

Josh chews gum obnoxiously as Frankie weaves through traffic --

FRANKIE
What is the matter with you?!

JOSH
Whatever.

FRANKIE
 NOT "whatever!" This is where you thank me for getting your principal not to expel you. How'm I gonna pay for that pool, huh?! And she wants you to see a shrink, are you kidding me?

JOSH
 I'm not doing that, Carol --

Carol?

FRANKIE
 Yeah, you ARE! Cause it's that or they ship you off to a school for teenage rapists and retard! Is that what you want?!

JOSH
 ... no.

FRANKIE
 I ASKED YOU A QUESTION!

JOSH
 I said NO!

The car WHIPS ON through frame as --

EXT. R GAL ARMS APARTMENTS - VAN NUYS - DAY

The "REGAL ARMS" with the "E" missing. Sam pulls up, nervously grabs the Bay Rum dop kit (full of cash) off the passenger seat. Locks it in the trunk. Moves to the DIRECTORY and finds:

"2A..... DAVIS." Starts climbing to the upper landing. Moves to "2A." Pinned to the front is an old CHRISTMAS DECORATION. A string of SLEIGH BELLS, rusted brown. It's June.

He peers through the window: no one's home. SOUND of BRAKES below. Frankie's Jetta has pulled up -- she and Josh get out. As they approach, Sam retreats around the corner... witnessing these strangers for the first time:

FRANKIE
 Get inside! No TV, no computer --
 -- cut the 'Carol' shit -- and stop saying 'whatever,' I'm sick of it!
 -- Don't you EVER talk to me like that! I'm your mother, don't you ever!

JOSH
 -- whatever, Carol --
 -- Whatever, CAROL --
 (she GRABS his arm)
 Get off, you stupid bitch!

Josh shakes free, runs in -- she races after him. Sam reapproaches the window, sees Josh SLAM the door to his room, Frankie SHAKING the handle:

FRANKIE
OPEN THE DOOR, JOSH!

INT. JOSH'S ROOM - CONTINUOUS

Josh backs away from the door. Actually scared, knowing he messed up as his mom SHOUTS at him from the other side:

FRANKIE (O.S.)
OKAY, STAY IN THERE CAUSE YOU'RE
SERIOUSLY GROUNDED, D'YOU HEAR ME?!

EXT. FRANKIE'S APARTMENT WINDOW - CONTINUOUS

SAM'S POV - THROUGH WINDOW: Frankie's phone RINGS. She snatches it angrily:

FRANKIE
'lo?
(flustered beat)
Hey, Jenny, can I call you back? It's a
really bad-- whu? What article?

The voice on the other end says something that stops her cold. She listens... then blurts a weird LAUGH. Nodding...

FRANKIE (CONT'D)
-- no, I'm okay, I'm okay -- don't worry.
(listens)
Okay, I'll go right now. Call you later.

Hangs up. Mind spinning. Shaky. Strangely vulnerable.

AT THE WINDOW, Sam still watches. Her intensity draws him deeper. And SUDDENLY --

Frankie exhales a big breath and SWEEPS her hands in front of her face, literally clearing the air -- TURNS toward the window -- Sam DUCKS -- shit -- she's heading for the door --

EXT. APARTMENTS - CONTINUOUS

Sam hides around a corner as Frankie BURSTS out onto the upper landing -- KNOCKS on a neighbor's door. TED answers: mid 30's, very good looking in a boyish sort of way. His UNIFORM tells us he's a security guard who's off-duty:

TED
Frankie, hey --

FRANKIE
Sorry, Ted, d'you have yesterday's
newspaper?

-- as he RUMMAGES, finds the PAPER on a table --

TED
Which section?

FRANKIE
I dunno --

As she, somewhat frantically, tears through sections --

TED
Must really need that horoscope, huh?

SAM peers out around the corner -- watching her scour the paper. Now she finds it under "Local News." The SAME ARTICLE Lillian was cutting out: "JERRY HARPER, RECORD PRODUCER, DIES AT 63."

FRANKIE'S FACE. Sees Jerry's face in the photo. She's shaken, but strangely distant. Impossible to read.

TED (CONT'D)
Frankie?

FRANKIE
Can I keep this?

TED
You okay?

FRANKIE
Any chance you can watch Josh for like an hour? Last time, promise, it's kind of an emergency...
(before he can really nod)
You're a life-saver, thanks --

As she quickly moves off --

TED
But so... maybe we could have dinner sometime? Or something?

Frankie's caught. Ted laughs a little self-deprecating laugh at his own bad timing...

FRANKIE
... yeah, sure. Back in a hour, kay?

Ducks into her apartment, grabs her keys and SHOUTS:

FRANKIE (CONT'D)
 Josh! I gotta go out, Ted's next door --
 do not leave or I swear to God!

She exits as fast as possible, gets in her car. SAM PURSUES -- moving fast -- hops in the Benz, starts to follow her...

INT. THE BENZ - MOVING - DAY

Sam drives fast, trying to keep up with the Jetta. His cell rings: "ATWOOD/RICHARDS & ASSOC." Lets it go to voicemail, then listens to the message:

RICHARDS
 Where are you, Harper? Phil Highmore says if we don't get him what he needs by the end of the week, he's "slinging" us at the FTC -- so my condolences on your father, but get the fuck back here NOW -- (as he hangs up)
 Cindy, this goddamn BLT doesn't have any avoca--

CLICK. This isn't helping the tailspin Sam's already in -- as up ahead, Frankie approaches an intersection -- distracted, Sam looks up -- YELLOW LIGHT -- she SPEEDS UP, runs the red. Sam's forced to do the same or lose her. Horns HONK --

EXT. CHURCH - LATE AFTERNOON

Frankie's car pulls into a CHURCH PARKING LOT. She gets out urgently, goes inside. Sam pulls in... scans the sketchy neighborhood and decides not to leave the money in the car. Grabs the leather dop kit from the trunk, follows her into...

INT. CHURCH BASEMENT - CONTINUOUS

A full room of people in folding chairs. It's an AA meeting. Frankie enters, takes a seat. Sam sits a few rows behind her, staring intently at the back of her head. What's he doing here?

A MAN is sharing at the podium -- kind face, humble:

GUY
 -- and he says, 'That wasn't coke, Man, it's my wife's powdered acrylic nail polish remover.' Hardened in my nose... to a fuckin' bee-utiful shine... (couple small laughs)
 Doctor said I was lucky to get air into my lungs... anyway, I went from the business end of a nail file to a steady job and a happy marriage 'cause of these rooms, so... thanks.

Applause.

GROUP LEADER

Thanks, Brian. Before we take a break,
does anyone have a 'Burning Desire'?

Frankie's hand SHOOTS UP. Takes the podium, newspaper in hand:

FRANKIE

Hi. My name's Frankie and I'm an
alcoholic.

Voices: "HI, FRANKIE." She sniffs, manic -- her words tumble:

FRANKIE (CONT'D)

I wasn't planning on coming today.
Supposed to be at work, at the bar.
Temptation being the mother of all...
something something, I forget. But the
timing wasn't so hot for my 'fearless
moral inventory' this month. Neither's
my bank balance. Or imbalance.
Whatever, pays the bills. I don't really
have any office skills anyway. Plus I've
had myself on a sort of... hermit/ house
arrest/ horticultural program. So it's--
(looks up)
-- are these full-spectrum fluorescent
lights? Jesus. Unsurvivable.

All she wants to do is CRY. But she reels it in, defying it:

FRANKIE (CONT'D)

I feel a 'Burning Desire.' Big fuckin'
emphasis on 'Burning.' I mean, am I
gonna put a bullet in my head? No. But
I'd definitely love to hit the 'fuck it'
button and get faded... which I guess is
the same thing.

People wait patiently. Frankie EXHALES a nervous breath:

FRANKIE (CONT'D)

My son blew up a pool at school today.
With salt. Yup, Mr. Wizard turned a
condiment into a bomb. And I'm screaming
my lungs out at him, and he's hating me
for being his mother -- direct quote --
then I get a call from my sponsor who
tells me-- well, here:

She SLAPS the paper on the podium. Reads the article aloud:

FRANKIE (CONT'D)

"American record producer Jerry Harper died in Los Angeles Tuesday after a long battle with cancer. He was 63."

(beat, taking it in now)

Cancer... shit.

(then)

"Harper was known as a pioneering producer and A&R man who never achieved the fame or credit he deserved."

To that last line, she half LAUGHS, half SNARLS. Then steels herself for whatever she's about to read next...

FRANKIE (CONT'D)

"He is survived by his wife and son."

(closes paper)

So unless I just got a sex change, it's official: I don't exist. Woo-hoo!

ON SAM. He leans forward. Confused, alerted to something --

FRANKIE (CONT'D)

Guess the editors at the LA Times are even bigger pricks than my dad was.

Sam's face. What'd she just say? Her dad?

FRANKIE (CONT'D)

Anyway. I feel... numb is all. I feel nothing. So why is it I want five or twelve dirty martinis to drown out something I can't even feel in the first place?

She takes a quick, cleansing breath:

FRANKIE (CONT'D)

Huuuuuuuh. Blah blah. Fuck it.

(beat)

All right. All I got. Thanks a lot.

APPLAUSE.

Sam. Stone cold SHOCK. Brain overload. Holy shit. He BOLTS --

INT. CHURCH BATHROOM - CONTINUOUS

-- and BURSTS into a stall, locks the door, sits there clinging to the dop kit -- his wide-eyed look conveys the blunt reality he's only beginning to understand:

- 1.) Jerry's her father too.
- 2.) Josh is his nephew.
- 3.) Frankie's his fucking sister.

Outside, people spill out for the break. A few enter the bathroom, talking, laughing outside Sam's stall. He just sits there, paralyzed...

EXT. CHURCH - FRONT STEPS - DAY

A fog of cigarette smoke hangs over the AA crowd. People thank Frankie for her share, she smiles appreciatively, still raw. Sam walks out. She senses someone looking at her and turns. He stiffens with the dop kit, smiles vaguely, adrenaline pumping:

SAM
... hi.

She lights a new smoke off her near-dead cigarette butt:

FRANKIE
You new?

SAM
(like he's caught)
Knew what?

FRANKIE
No, N-E-W -- a newcomer--? I've never
seen you at this meeting.

His words tumble out, a thoroughbred bullshit artist:

SAM
Oh, this meeting, this one, no; started
in Tarzana... moved over to Culver
City... Studio City was way too sceney.
But I heard great things about this one.
I try to move around, helps me to-- to--
to --
(he's running out of
gas)

FRANKIE
... stay anonymous...

SAM
Yes.

FRANKIE
You picked a good group. Lots of em are
packed with industry losers. It's like,
I'm not trying to get a job writing for
your suck-ass sitcom, y'know?

SAM
The worst.

A moment. She offers him the pack: only one left.

SAM (CONT'D)
It's your last one.

FRANKIE
I can pretend I didn't smoke the whole pack.

He takes it. She lights her smoke, then his, TOUCHING HIS HAND to cover her lighter from the wind. CLOSE on Sam's face -- it's an intense moment he tries to conceal.

SAM
... I'm Sam.

FRANKIE
Whoops, there goes anonymous.
(small smile)
Frankie.

People start heading back inside. Before Frankie joins them, she throws Sam an encouraging nod:

FRANKIE (CONT'D)
Welcome. If you decide to stay.

An unexpected kindness. This is like being in a waking dream.

SAM
Yeah, thanks... we'll see...

FRANKIE
(re: the dop kit)
And you don't really need to bring your toiletries next time.

As he watches her walk off, all he wants to do is STOP her... but she disappears inside with the crowd. Sam stands there. What just happened?

INT. HARPER HOUSE - DUSK

Hannah sits in the kitchen, waiting. The back door opens and Sam enters, freaking, hoping not to run into Lillian -- both start talking AT ONCE:

HANNAH	SAM
<u>Cell</u> phones: the great thing	-- where's mom?
is, you can turn them <u>on</u> --	

HANNAH

Upstairs: why do you have aneurysm-face?

SAM

Come outside with me. Please.

Something in his voice. She's starting to get a little scared --

INT. GARAGE - CONTINUOUS

THUD! Sam drops the shaving kit on the car hood, unzips it, wide enough to show Hannah the cash. She looks at it. At him.

SAM

How awesome is this? I mean, how spectacular a move is this?

HANNAH

... what is that?

SAM

A hundred and fifty grand.

HANNAH

(mind spinning)

Your dad left it to you?

SAM

To a kid... whose mother's my--

(he can't say the word
"sister")

-- in theory, the kid's my nephew.

HANNAH

What're you talking about? What nephew, you don't have a brother or a sis--

SAM

-- guess what? I do now --

INT. LILLIAN'S BEDROOM - SAME

Lillian pulls back a curtain to see the silhouettes of Sam and Hannah in the garage. Sam gesticulating, Hannah reacting. Lillian strains, but can't hear what they're saying:

INT. GARAGE - CONTINUOUS

SAM

-- first I thought she was his mistress --

HANNAH

-- tell me again what she said, word for word--

SAM
-- that he's her father, that's all I
know --

HANNAH
-- oh my God, your mom... what're you
gonna say?

SAM
"Surprise! Dad started his own Partridge
Family!" I don't know --

HANNAH
-- well she's gonna find out you're
giving away her husband's money --

SAM
-- I'm not giving away shit.

She stares. What? Trying to absorb --

SAM (CONT'D)
I'm the legitimate one.

HANNAH
Are you... serious?

SAM
Four hours ago they didn't even exist --

HANNAH
She's got a kid --

SAM
He left me shit. I need this, you don't
know how fucked I am --

HANNAH
Honey... just-- I know this is insane,
but he obviously cared enough to--

SAM
-- don't do that, I was invisible to that
man.

HANNAH
Maybe he's trying to make up for it --

SAM
Like this? A hundred fifty grand in a
shaving kit for some alcoholic love child
he neglected to mention? Which I'm now
required to hand over with a smile on my
face?

HANNAH

Hey, I'm not the bad guy here --

SAM

You don't get what I'm telling you: I'm buried under a shitpile of debt -- I was gonna get this commission to help dig me out except now Phil Highmore's new wife needs an addition to her deck and--

HANNAH

(so confused)

-- who the hell is Phil Highmore--?

SAM

National soup, just got remarried, doesn't matter: point is I need that money --

HANNAH

The point is she's your sister --

SAM

I don't have a sister, I have collection agencies up my ass! So excuse me if I sound selfish or, y'know, insensitive, but a thimble of Goddamn understanding would be nice.

He's so blind with rage he doesn't see how much he STUNG her:

HANNAH

So... your family has to pay because you can't figure out what you wanna be when you grow up?

SAM

They're not my fucking family. I knew we shouldn't have come out here --

And Hannah freezes. Realizing something in this instant with chilling clarity -- literally steps back:

HANNAH

Oh my God... under the seat...

He looks at her, not understanding:

SAM

... what?

HANNAH

You left your wallet in the car on purpose so you could avoid coming here.

SAM
Okay, that is bullshit--

HANNAH
Yes, it is. It's complete fucking
bullshit --

HANNAH (CONT'D) SAM
-- you shoved it under your -- you
seat cause you were too much witnessed the moment where I
of a pussy to go to your dad's was like 'hey, there it is'...
funeral!!! that's what happens when you
find things!

She spins -- stalking past him -- he PURSUES --

SAM
-- where're you going --? This is ridic--

HANNAH
Why'd you run me through that whole
charade at the airport? Why'd you even
get on the plane?! I mean who the hell
are you?

And BAM -- she's taking off --

EXT. HOUSE - NIGHT

A taxi driver puts Hannah's suitcase in the trunk. As she gets in the cab, he touches her arm --

SAM
Come on, Han, don't do thi--

-- she YANKS away. Looks him in the eye. A look that levels:

HANNAH
I know there's something deeper in you
than the glib, manipulative asshole
everyone thinks you are. And the thing
that kept me in it? Deep down, you love
me.

(beat)
But you're too fucked up to show it... so
I just wasted a year of my life.

Gets in the car. Door SLAMS. Through the window, heartbroken:

HANNAH (CONT'D)
I was the fuckin' prize, Dude.

She signals the driver, drives off. HOLD on Sam --

INT. HARPER HOUSE - CLOSET - NIGHT

Sam opens the closet, snatches the bag of medical weed --

INT. JERRY'S STUDY - CONTINUOUS

-- LIGHTS UP a joint as he scours his father's desk, searching for some kind of clue, some kind of answer. Nothing unusual, no leads. He finds... a money clip stuffed with what look like rolling papers. Turns it over:

They're FORTUNE COOKIE FORTUNES. Wow, he saved them over a lifetime. Sam tosses them aside, they spill onto the floor...

CUT TO THE RECORD COLLECTION. Sam, high, rips through it, vinyl flying. A needle thuds onto Sabbath's Reunion LP: "Electric Funeral" -- shredding guitar SCREAMS -- Sam rips the needle off the record, flings it on the floor -- a process he REPEATS and REPEATS: Fela Kuti/ Coleman Hawkins/ Syd Barrett/ Pere Ubu...

Now he notices... on the couch, a PILLOW retains the impression of his father's head. Sam touches the indented space, eyes wild... as the music BUILDS to its CRESCENDO and:

INT. JERRY'S STUDY - NEXT MORNING

SILENCE. Sam asleep on the pillow. Trying to blink himself into consciousness. A leaden feelings hits -- last night wasn't a dream. He sits up, rubbing his eyes. Lost. Looks down...

One of the FORTUNES: "The time is right to make new friends."

Sam staring, thinking. A SIZZLE SOUND takes us to --

INT. HARPER HOUSE - KITCHEN - CONTINUOUS

Lillian's frying eggs as Sam enters, looking like hell...

LILLIAN

There's coffee.

He opens the fridge, rummages...

LILLIAN (CONT'D)

Hannah's gone?

(he nods)

I heard you fighting...

His heart skips, wondering if she heard everything. Pours some coffee, cagey...

SAM

Looks like I need to see a client while I'm out here.

She's looking at him, but he's not looking at her. Odd.

LILLIAN
... for what?

SAM
(barely a beat)
Sporting goods distributor out in
Alhambra. My company just did a deal to
donate a million soccer balls... to
Catholic Relief Services for kids in the
Sudan.

He sips his coffee. She stares. Knows he's lying.

LILLIAN
Noble job.

SAM
It is, it's great -- anyway, if it's
cool, maybe I'll stay a couple extra
days.

She stares, what is this? So much she wants to say, but she's holding it back. And yet, she wants him here...

LILLIAN
Long as you like.

INT. WAITING ROOM - LATER

A small placard reads: "DR. AMANDA GOLDSTEIN, PSYD. CHILD & ADOLESCENT EVALUATION AND COUNSELING." FRANKIE'S HAND hits the call button. A therapist's office is the last place on earth she wants to be. Josh grabs a 'Redbook' magazine, reads...

JOSH
You'd like this... it's for the 'young working woman struggling to maintain a balance between her career and her personal life.'

The door opens: DR. AMANDA GOLDSTEIN -- 30's, warm, dedicated:

AMANDA
Frances and Josh? I'm Amanda.

FRANKIE
Sorry we're late, traffic was insane.

AMANDA
Come in...

INT. AMANDA'S OFFICE - CONTINUOUS

As they enter...

AMANDA
Sit wherever you're comfortable.

Josh goes right to her chair and sits. A challenge.

FRANKIE
Out.

AMANDA
Y'know? Today, sit anywhere.

Point: Amanda. Frankie still smiling, but suspiciously so. Amanda pulls up a folding chair, sits...

AMANDA (CONT'D)
So, Josh. Whatever you're feeling right now's totally okay. You can say whatever's on your mind, or nothing at all... but we're gonna be together for an hour, alright?

No answer.

AMANDA (CONT'D)
Well, I know why you're here...

FRANKIE
He got himself in serious trouble.

AMANDA
Let's get to that later. For starters, Frances --

FRANKIE
Frankie. It's Frankie.

AMANDA
Okay. Tell me some good things about Josh.

Point two: Amanda. Frankie's thrown, realizing this woman isn't the ally she might've hoped for...

FRANKIE
Is this like a trick question? I mean he's got lots of good qualities...

AMANDA
Like what? Anything that comes to mind.

Josh's face. Staring. Yeah, like what?

FRANKIE

Like... okay, he was a perfect baby. From the minute he was born, he'd sleep right through the night. No crying, nothing, y'know? So that's good... um... aren't you supposed to be asking him questions?

Josh looks off. This is gonna be a long road.

EXT. MULHOLLAND MIDDLE SCHOOL - DAY

Josh paints a fence in front of school, part of his punishment for destroying the pool. Self-conscious as other students pass and gawk -- the pariah everyone wants to distance themselves from. And there's a sense that SOMEBODY'S WATCHING... a disembodied FIGURE comes into FOCUS behind a car windshield:

SAM. Sitting in the Benz, snacking from a bag of chips as he observes the kid. Intrigued. Josh sees the BOYS he got busted with coming out of the main building -- Danny, Simon, Derek:

JOSH

'ssup, guys?

The biggest kid, Derek, makes a sudden MOVE like he's gonna hit Josh, but doesn't -- Josh flinches:

DANNY

You're an idiot. Told you you'd get nailed.

DEREK

You say anything, I'll smash your mothafuckin face in...

He pushes Josh HARD, knocking him on his ass. Sam reacts. Josh stares up from the grass, confused by their cruelty...

SIMON

(the bench:)

Missed a spot, bitch.

The boys head off, leaving him there.

JOSH

Suck my dick, faggots!

Josh picks himself up, alone. Spirit crushed, he heads back into school. Sam watches, uncomfortable at feeling the first gnawing pains of empathy for a kid he doesn't even know.

INT. SCHOOL BATHROOM - DAY

Josh washes a skinned elbow in the sink. ON MIRROR -- his own reflection, staring back. Humiliated. Reaches down and does something odd...

He loosens his belt buckle, then pulls it tight around his waist, to its very last notch. Winces a little, but settles into the feeling. A comfort ritual. Pulls his shirt over the belt. Exits.

EXT. MULHOLLAND MIDDLE SCHOOL - DAY

Josh runs to catch an LA TRANSIT BUS. Sees the guys climbing up the rear entrance, so he enters from the front. As the bus drives off, Sam pulls out behind it... follows...

INT. LA TRANSIT BUS - MOVING - DAY

Josh up front, headphones on, trying to ignore the posse as they mess with a plain-looking eighth grade girl, DIERDRE FULLER -- afflicted with a last name that parallels her VERY BIG BOOBS:

DEREK
Dierdre Fuller, getting fuller by the day --

SIMON
-- they're prob'lly not even real --

Dierdre keeps her eyes locked on the passing scenery, trying to deflect the trauma. Derek lunges for her chest, she SLAPS his hand away --

THE GUYS
Oooooo...

Throughout, Josh has been watching. As the bus comes to a stop, the guys get off and hurl final insults: "Later, Milkombs!" The bus pulls out again. Dierdre notices Josh staring...

DIERDRE
What?
(he takes off his
headphones: hmm?)
What're you looking at?

JOSH
... Nothing.

DIERDRE
That's what I thought.

Pause.

JOSH
 If you wanna piss off Derek, tell him you
 know his sister gave two guys in upper
 school blowjobs and they both got Mono.

And slips his headphones back on. Dierdre stares, caught a
 little off-guard. Not what she expected. MUSIC: "The King Of
Carrot Flowers" by Neutral Milk Hotel --

EXT. AMOEBA RECORDS - SUNSET BLVD. - CONTINUOUS

Josh gets off the bus, heads into Amoeba. As the bus pulls out
 again, we find SAM pulling to the curb... debating what to do.

INT. AMOEBA RECORDS - CONTINUOUS

"King" is playing over speakers in Amoeba. The top of Josh's
 head moves past rows of CD's. He glances around, unzips his
 backpack, slips a couple in. Eyes the magnetic alarm readers,
 gauging their distance to the exit and the SECURITY GUARD. He's
 about to run for it, when --

SAM (O.S.)
 You won't get ten feet out the door.

Josh turns, sees a STRANGER:

SAM (CONT'D)
 Nobody steals CD's anymore. Nobody buys
 CD's anymore.

He grabs Josh's backpack, unzips it, pulls out the CDs in
 disgust:

JOSH (CONT'D) Hey -- SAM
 Three outta four Ramones are
 turning over in their graves
 cause of shit like this --

-- tosses the backpack back to Josh, who's now just confused:

SAM (CONT'D)
 There. Now you have a future.

JOSH
 D'you work here?

SAM
 Probably only a matter of time. You're
 Josh, right?

JOSH
 (suspicious)
 ... YYYYYeah...?

SAM
I'm Sam. I sorta know your mom.

Josh moves off quickly, a little freaked, out the door.

EXT. AMOEBA RECORDS - LATER

Sam exits the store carrying an Amoeba bag filled with CD's. Spots Josh across the street heading into Jack In The Box...

INT. JACK IN THE BOX - DAY

Josh pays for food and takes a seat. Starts unwrapping his burger. Sam approaches. Josh looks up, about to take a bite, as Sam sets the bag down on the table...

SAM
This right here's what you're looking for.

Josh starts looking around for someone to intervene:

JOSH
Dude? If you try and grab my balls --

SAM
I'm not gonna grab your balls. Jesus.
Open the bag.

A tentative beat. Finally, Josh peers into the bag of CD's...

SAM (CONT'D)
That shit you were gonna steal isn't
punk; nothing with a stylist on the
payroll's punk. You're welcome.

Josh just stares...

JOSH
How d'you know Frankie?

SAM
Met her at a meeting.

JOSH
(warily)
What step you on?

"Step?" Oh, right. Randomly:

SAM
Eight.

JOSH
Make your list yet?
(Sam stares: list?)
of people you fucked over.

SAM
Halfway through -- it's a long one so
I'll probably be on eight awhile. You
know all the steps?

JOSH
Carol has em on the fridge.

Sam sits. Long pause. Finally takes a fry off Josh's plate,
dips it in ketchup, eats.

JOSH (CONT'D)
Do that again. I'll bite your finger
off, swear to God.

SAM
I just spent a hundred bucks on your
musical edification, you can lemme score
a fry.

JOSH
What's "edification"?

SAM
Like education, but more... epic.
"Enlightenment."

JOSH
Whatever.

Twin stares. A contest of wills.

JOSH (CONT'D)
I would've made it out the door, you
know.

SAM
No doubt.

JOSH
They can't bust me, I don't qualify for
juvie yet -- legally they can't even take
my picture.

SAM
How old're you?

JOSH
Twelve.

SAM
What grade's 'twelve'?

JOSH
Sixth. Duh.

SAM
Sixth grade. I admire your courage.
What do six graders do these days?

JOSH
I blew up a pool.

SAM
Nice.

JOSH
Yeah. I threw in a sodium rock and it
blew up. Well, part of it. The deep
end. Carol was piiiiissed.

Sam chuckles. Josh is startled he could make a grown up
actually smile. An odd moment of connection.

SAM
Who's Carol?

JOSH
Frankie.

SAM
Why d'you call her Carol?

JOSH
Carol's our fat-ass building manager, has
a moustache and smells like deep-fried
farts. Frankie hates it when I call her
that, so I do it as often as possible.

Sam grins. Beat. Then he's reminded: what's he doing here?
Doesn't even know what to ask. Suffering some sort of emotional
hiccup, he's abruptly on his feet:

SAM
(the CD's:)
Start with Gang Of Four, The Buzzcocks,
Joy Division, Can, finish up with
Television. In that order.
(beat)
You gonna remember the order?

JOSH
(buck all authority)
Maybe.

Sam starts to walk off. Josh is suddenly OUT of his chair too, following --

JOSH (CONT'D)
Hey, wait... you got a car?

SAM
-- huh?

JOSH
Gimme a ride.

SAM
What? No. Definitely not.

JOSH
C'mon, Esse, don't make me take public transportation, it's real human-tragedy shit.

SAM
No. No way.

MUSIC SLAMS IN: Gang Of Four, 'Damaged Goods' --

EXT. RESEDA BOULEVARD - DAY

The song BLARES from the radio as the red car drives through the Deep Valley. We PAN with it...

INT. BENZ - DRIVING - DAY

Sam glances in the rearview at Josh in back, who's feeling an adrenaline rush from the blasting music:

JOSH
(attempting
indifference)
Yeah, I don't hate it.

EXT. R GAL ARMS - LATER

The Benz pulls up in front. They sit there an awkward beat.

JOSH
My abode.

SAM
She home?

JOSH
Work.

SAM
Where?

JOSH
That hotel, The Standard.

SAM
She's not worried about you being home by
yourself?

JOSH
I know how to microwave pizza. Plus Lucy
from downstairs watches me: seventeen,
Mexican, goes bra-less -- it's a win-win.

Josh hops out. SLAMS the door closed. They stare at each other
through the window a beat. Then, Josh holds up the bag of CD's:

JOSH (CONT'D)
Gang Of Four, Buzzcocks, Joy Division,
Can, finish up with Television.

Sam half-smiles -- the kid was listening.

SAM
Well played, Sir. But if you really
wanna penetrate the musical-industrial-
complex, there's ten things you gotta
know.

JOSH
... ten things?

SAM
Ten things.
(then, a grin)
Maybe I'll tell you one day.

Josh kinda grins too -- he LIKES this guy.

JOSH
Thanks for not kidnapping me.

And heads up the stairs. Sam finds himself oddly drawn in -- a
new sensation for him.

INT. STANDARD HOTEL BAR - NIGHT

MUSIC: "Gold Digger," Kanye/Foxx. Ultra-hip crowd. Sam enters,
not exactly sure what he's doing here. Spots FRANKIE serving
drinks behind the bar -- an animal in her natural habitat, she
exudes a smoky sensuousness men can't keep their eyes off of.
Seeing Sam, she double-takes:

FRANKIE

... Oh, hey... it's Mr. Anonymous.

SAM

("surprised")

Hey... wow, you work here?

FRANKIE

So I've been told.

SAM

I'm Sam. You're--?

FRANKIE

Frankie.

(cautiously)

And you're in a bar.

SAM

(so? Then, remembering)

Oh, yeah -- no, I'm good -- still sober --
just waiting for a friend. Work meeting.

7 PM.

(off her look)

What?

FRANKIE

When people aren't telling the truth,
they always over-invent details...He almost speaks. Then doesn't. She knows he knows -- sizes
him up, grinning:

FRANKIE (CONT'D)

That was a joke. Which you took
seriously. Because apparently you are
lying...

SAM

I'm not.

FRANKIE

So... you want something?

(then)

That they sell here?

And with some terror, he realizes what she's assuming:

SAM

Oh, wait, no, you think-- I swear to you
on my life, and the life of every person
I've ever met, I am not and will never
hit on you.

FRANKIE
(beat, laughs)
Thank you for what I can only assume was
meant to reassure me.

SAM
No-- I mean-- I'm in a committed
relationship.

FRANKIE
What's his name?

SAM
What? No, I--

FRANKIE
Here's why you're fun to fuck with:
(leans close)
It's really... really... easy.

He grins -- this woman, like no one else, really throws him off his game.

SAM
I'll have a Coke.

His phone BEEPS with a voicemail. As she pours him the Coke:

FRANKIE
It's your 'meeting.' Calling to say he
doesn't exist.

She moves off, he watches her go. Hits "play" -- it's his colleague from the card game:

BENNY (V.O.)
Yo, it's Benny: some FTC guys came
looking for you with a subpoena, Man,
Richards is on the warpath. You gotta
get back here--

Sam's stomach drops. He SKIPS to the next message --

WOMAN'S VOICE
Mr. Harper, this is Jane Roe with the FTC
Bureau of Consumer Protection. We've
received a complaint from the National
Soup Company about fraudulent business
practices concerning you and your firm.
Please contact me to assist in--

-- "Delete." Sam swallows. Containing his panic. FADE TO:

HOURS PASS: Sam drinking coke after coke... watches Frankie lean over the bar talking to a BUSINESSMAN, whispers something in his ear, gives him a flash of cleavage as she touches his arm devilishly and laughs. For this, the man gives her a LARGE TIP. She folds it neatly into her apron... and drops the act the second she turns away. The man studies her ass as she CLICKS off in her heels.

LATER. As the MUSIC kicks into lower gear: Stevie Wonder's R&B gem, "As." Sam's on his jillionth Coke, knee bouncing. The bar's emptied out. Frankie takes off her apron, depleted. Sorts her cash, filling out paperwork... he smiles...

FRANKIE
Sixteen more Cokes, I'm cutting you off.

SAM
How was your night?

FRANKIE
Hell on Earth.

She fills a glass with ice, hops OVER the bar onto a stool. Takes off her heels, presses a cube to the bottom of her foot:

FRANKIE (CONT'D)
Sexy, huh? Blood blisters -- they used to let us wear sneakers til management decided we didn't look 'upscale-skank' enough.

SAM
You do alright here?

FRANKIE
The waitresses tip me out twenty percent, I split the bar with another girl, throw the barback a few bucks.

SAM
How long?

FRANKIE
Six.

SAM
Months?

FRANKIE
Ha -- years. Your "friend" never showed?

SAM
Cancelled.

FRANKIE
Nice. Strand the alcoholic near
firewater.

SAM
(a grin)
Least I don't work here.

FRANKIE
I'm a veteran, immune to its charms.

Smiling at each other. Now's his moment -- but at the same time, something about this guy STRIKES Frankie, something she can't quite put her finger on -- they speak IN UNISON:

SAM Listen, there's something I should-- -- oh, sorry-- -- <u>you</u> --	FRANKIE -- you ever go to the meeting on Colf--? -- no, you --
--	---

And they half-laugh awkwardly --

FRANKIE (CONT'D)
No, I was just gonna ask if you ever went
to the meeting on Colfax...

SAM
Uh... nope...

FRANKIE
Moorpark? Cause you're sort of...
weirdly... familiar.

He forces himself not to react. Shakes his head, no:

SAM
Just came out from New York.

FRANKIE
A 'New Yohkuh'?

SAM
Me and my girlfriend live in Red Hook,
but I grew up out here.

FRANKIE
(maybe that's how I know
him?)
Yeah? Where?

SAM
Mid-Wilshire. Miracle Mile.

FRANKIE
I was right over the hill. On the
Burbank/Hell border.

Sam smiles, feeling the cosmic irony. All that time: so close.
As she empties Maraschino cherries into the bar caddy...

SAM
You shouldn't use Maraschinos. They're
soaked in brine with artificial food dye,
some people get allergic reactions --
most companies switched to natural.
(off her look)
My job.

FRANKIE
Cherries?

SAM
No, I'm a-- facilitator.

FRANKIE
... you're a robot sent from the future
to kill me?

SAM
Corporate Barter.
(her brow furrows)
Y'know, barter, the original form of
commerce: "Oh, you're a goat shepherd?"
"Sweet, I'm a chicken farmer. I'll trade
you 25 chickens for a goat."

FRANKIE
So you... get one company to trade their
thing to another company for their thing?
Like... a swap.

SAM
No, it's-- well, it's more complicated
than that. Cause Goodyear doesn't want a
million Twinkies and Hostess doesn't want
a million tires -- but: they both use
Polyethylene Terephthalate to make their
products --

FRANKIE
-- which is disturbing on every level --

SAM
-- no, I mean they wrap Twinkies in
plastic and make tires with-- whatever,
I'm just the leverager.

A beat. She grins:

FRANKIE
So you're a bookie.

SAM
Well... that's not how I'd-- I have a
business degree. Which I use to sell...

FRANKIE
... cherries.

SAM
Someone's gotta.

A moment -- there's a natural connection here. It gives him the courage to say...

SAM (CONT'D)
Sorry about your dad.

She turns away, stuffing wads of cash into envelopes.

FRANKIE
Yeah, well. Don't be. He was a fuck.

SAM
Why a fuck?

She punches keys at the register, tries to affect a breezy indifference...

FRANKIE
He bailed when I was little, I think that pretty much qualifies him for 'fuck' status.

SAM
How old were you?

FRANKIE
(she knows exactly)
Seven, eight, I dunno.

He sees her retreating and it sucks him in deeper --

SAM
How-- how often did you see him?

FRANKIE
(still trying to be
nice)
Know what? It's not my favorite topic.

SAM
Sorry, I'm just trying to understand. He
was in your life eight years?

And there is a build here, boundaries being breached. Frankie pushes the register closed, grabs her cash and papers --

FRANKIE
I don't really wanna talk about it.

SAM
(backing off)
Sorry. I didn't mean to--

FRANKIE
It's cool. Cokes are on the house,
facilitator. All eleven thousand of 'em.

She forces a smile and heads back into the kitchen. He gives a little wave, then rolls his eyes at his own lameness.

INT. GARAGE - NIGHT

Sam pulls in, dazed. Gets out. Notices through the window... JOSH'S BACKPACK, forgotten in the backseat.

INT. JERRY'S STUDY - NIGHT

Sam unzips the backpack, rummages... among binders and school folders -- a therapy workbook:

"WELCOME TO PEOPLE: ANGER MANAGEMENT FOR KIDS." Pages filled with writing exercises (IE: "Helper words"; "Let's Talk About Bully Behavior"; "Violence Prevention Pledge")...

And tucked into the back flap, a CD labeled: "I CAN RELAX!"

QUICK CUTS: Sam slips the CD into a player/ pulls the bag of joints from his dad's drawer/ pinches the end of one as a SOOTHING FEMALE VOICE comes from the stereo:

SOOTHING VOICE
Hi there! Have you ever lost your temper? Did you yell and scream or want to hit someone? Maybe your little brother played with your toys without permission, or maybe your teacher gave you too much homework. That made you angry!

A match IGNITES. Sam inhales as the Soothing Voice CONTINUES:

INT. FRANKIE'S BEDROOM - NIGHT

Frankie sleeps. Her eyes suddenly open. Something in her has been disturbed... a distant echo she doesn't want to identify.

SOOTHING VOICE

You may think you're the only person out there who feels angry, but everyone feels that way sometimes. It's part of being human. So welcome... to people!

INT. JERRY'S STUDY - CONTINUOUS

Sam drags off the joint -- stymied, agitated, unhappy with himself. With his life. Every cell in his body on fire.

SOOTHING VOICE

We're about to learn some simple relaxation tools to calm those angry feelings... ready?

SAM

(big exhale)
Abso-fuckin-lutely.

SOOTHING VOICE

Good! First, make a fist with each hand and clench tight -- as hard as you can.
(he does)
Now let go. Feel the difference?

He flexes his palm, it actually feels looser...

INT. FRANKIE'S APARTMENT - NIGHT

A light POPS on. Frankie turns a full ashtray upside down, emptying two dozen butts into the trash. Lights a smoke, doing the things you do while you're trying to avoid your mind -- watches TV/ sits/ stands/ sits/ stands/ smokes/ and finally, opens the cabinet below the sink, grabs cleaning products...

SOOTHING VOICE

Next, frown and squint your eyes as hard as you can...

INT. JERRY'S STUDY - CONTINUOUS

Riding his buzz, Sam's staring at his reflection in a mirror, face scrunched -- a bizarre, comical sight:

SOOTHING VOICE

Now take a really deep breath and hold it... then let it all out.

He takes a HUGE HIT off the joint, holds it, then exhales a cloud of pot smoke onto the mirror. His face DISAPPEARS.

INT. FRANKIE'S BATHROOM - CONTINUOUS

3 AM. Frankie scrubs tiles with agitated focus. It isn't helping. She hears a CAR pull up outside, glances out the window, sees her neighbor TED in his security guard uniform, coming off a late shift. She gets a sudden impulse --

EXT. TED'S APARTMENT - CONTINUOUS

Frankie KNOCKS on Ted's door. He opens it, surprised, smiling:

TED
... you're awake?

FRANKIE
(flirty smile)
Yeah... got a minute?

INT. TED'S APARTMENT - BEDROOM - NIGHT

They're having sex. Frankie's dissolving into it, turning it into a scalpel and cutting away her anxiety. She presses her hands against his temples, her fingers dig into his hair and against his skull as:

SOOTHING VOICE
Let the relaxation spread like a wave
through your whole body... your
stomach... your chest... your arms...

INT. JERRY'S STUDY - CONTINUOUS

Sam stares at us, smoking... slowly, we PULL AWAY, RISING UP...

SOOTHING VOICE
... until you feel totally and
completely... relaxed.

By now we're overlooking Sam staring up at us, clutching Josh's backpack to his chest like a safety blanket... eyelids closing... falling... asleep...

LILLIAN (O.S.)
Sam--?

SAM
(sits up suddenly)
Uh-- just a sec--
(slides the ashtray
away, turns off CD)
Okay!

Lillian enters in a bathrobe. Takes a whiff...

LILLIAN
You found his meds.

SAM
(caught)
I believe so.

LILLIAN
(a beat)
I got pretty good at rolling those for
him.

And we CUT TO:

INT. KITCHEN - QUICK SHOTS:

Lillian expertly rolls a joint, licks the seam, lights up --

INT. REFRIGERATOR - NIGHT

Suddenly: BRIGHT LIGHT -- we're in a refrigerator that's just been opened -- Sam peers in, bunny-eyed -- rummages and GRINS:

SAM
Mmmmmmmmmarble cake.

-- he takes the whole cake and --

EXT. NEIGHBORHOOD - MIRACLE MILE - NIGHT

Sam and Lillian walk through the neighborhood, highly stoned. She notices he's happily taking bites from a fistful of cake:

LILLIAN
What're you doing?

SAM
Eating to win.

LILLIAN
Have you talked to Hannah?

SAM
Please do not upset the fragile balance I
am striving to achieve.

Lillian slows, seems a little dizzy.

SAM (CONT'D)
... you okay?

LILLIAN
Why do you ask it like that? I'm fine.

But she doesn't seem fine. Sits on a knee-high cement wall to steady herself, takes another BIG hit off the joint. He sits beside her. They're both wobbly, a million things unsaid...

LILLIAN (CONT'D)
Why'd you come here?

He blinks. Blurry. Wipes his eyes.

SAM
Well, I-- lived here.
(beat)
My dad died.

LILLIAN
Not what I'm asking.

SAM
(deflecting)
Why'd you come here?

LILLIAN
Where? To LA?

SAM
Okay, sure.

She looks off. Remembering.

LILLIAN
I wasn't any different from anyone else who ever came to LA... I heard Joni Mitchell's voice on my hi-fi and thought, why can't that be me? Then I met your dad and... then I met Joni Mitchell. Laura Nyro, David Crosby... these were his friends, I loved the ride... rubbing shoulders...
(the joint)
... sharing these... it was like I was about to give a little bow and jump back into the record player with them.

She takes another hit, savoring the sense of promise she once felt. But this next part hurts...

LILLIAN (CONT'D)
One night, we were all sitting around, joking and singing... your father pushed me toward the piano. So I sang.
(beat)
(MORE)

LILLIAN (CONT'D)
And after that... it never felt like
those people were my friends again.

Long pause. Sam stares, rapt.

LILLIAN (CONT'D)
I didn't know if he was being nice,
giving me my shot... or just proving a
point.

He just looks at her. Struck:

SAM
You never asked...?

LILLIAN
Didn't wanna know.

She hands him the joint. He takes a drag. Oddly together.

SAM
He was good at that. Not telling you
things. Just... showing you.
(beat)
So you couldn't ever talk back.

She blinks, snapped back to reality. And LAUGHS:

LILLIAN
By the way? That cake you're eating?
It's from his wake.

He stops chewing mid-bite.

LILLIAN (CONT'D)
I kept a seat open. I was the only one
there with an empty seat next to them...
that was fun. Didn't have to answer any
weird questions about that.

SAM
(chuckles)
Ahhhhh, there's the sarcasm... I
remember that...

LILLIAN
Yeah? Well, what you probably don't
remember? Is the image of me shoving a
plastic bag up his abdomen so his shit
wouldn't leak.
(SNAPS her fingers)
Oh, now I know why you don't remember:
you weren't here.

SAM

Wow, Mom... that was like a double twist... on the high degree of difficulty on that... insult dive...

As he hands her back the joint... nobody raises their voice...

SAM (CONT'D)

And I wasn't here cause he didn't want me around...

LILLIAN

Is that what you tell yourself?

SAM

He didn't. And you... let him. Not want me around.

(blinks, dazed)

Am I angry? Is this a fight? Or is this a talk? Are you a pothead?

LILLIAN

There are so many things about me you don't know... you were gone... eighteen years old, out the door...

SAM

... whose fault was that?

LILLIAN

(laughing)

Yeah: I think we are fighting.

SAM

This shit is awesome...

LILLIAN

Cancer weed's the best.

SAM

(looks down, to "hell")

Thanks, Dad!

LILLIAN

He did more for us than you'll ever know. You have no idea how lucky you are.

SAM

You mean lucky that I left?

Pause. Something else.

LILLIAN

No. No. That is not what I meant.
(then)

What is it you even do for a living? One minute I'm telling people it's real estate, then a t-shirt business, now it's soccer balls to the Sudanese... I hope to God you're teaching them how to cook 'em...

He's on his feet. Enough.

SAM

I remember this -- I forgot about -- I forgot about mom and her Samurai swords --

(SWINGS his arm:)

She slices! She dices! It's like a-- what's the one on the internet? Not the Pocket Fisherman. A Ginsu? You're a Ginsu.

(a bow)

Sayonaraaaaaa.

He stumbles off. She calls after him:

LILLIAN

Yeah... we'll finish this later. Like everything else in your life.

ON SAM, gut-punched -- turns the corner, gone. HOLD on Lillian, alone now. Quietly trembling with anger.

INT. AMANDA'S OFFICE - WAITING ROOM - NEXT DAY

Amanda, Josh's therapist, sits waiting in her office. The door to the sitting area opens and Frankie hustles Josh in, rushed and harried. Amanda steps out to meet them...

FRANKIE

Sorry, huge accident on the 101...

JOSH

No there wasn't.

Frankie glares at Josh, who shoots one right back at her.

AMANDA

Josh, I need a second with your mom, okay? Would you wait out here?

He watches, uncertain, as Amanda gestures for Frankie to join her in the office...

INT. AMANDA'S OFFICE - CONTINUOUS

... Frankie steps inside, Amanda closing the door for privacy.

AMANDA

Why don't you take a seat.

Frankie does, aware of the walls tightening around her. She does not like being the one in the chair.

FRANKIE

Look, I know what you're thinking --

AMANDA

This is the third time you've been late.
The third time in three sessions.

FRANKIE

Sorry, I come straight here from AA,
sometimes it runs over.

AMANDA

Obviously I'm completely supportive of
your sobriety, but can you find a meeting
at a different time?

FRANKIE

Wish I could, but I gotta get him from
school, my shift starts at 3:45 and I've
been going to this meeting for years...

AMANDA

My job's to help Josh, Frankie. And
showing up ten minutes late isn't letting
me do that.

FRANKIE

Aren't we wasting more time having this
little "chat"?

On the defensive, her eyes bounce around the room, taking in details: rolled yoga mat, family photo on a ski slope --

AMANDA

I'm willing to start a little later, if
you're willing to show me this is
important to you.

FRANKIE

What d'you mean, "show" you?

AMANDA

Look, this can't be easy for you. I'd be happy to make a referral for your own therapist... or, maybe you'd get something out of a parenting class.

FRANKIE

... a parenting class.

AMANDA

It might help you give a structured approach to re-directing Josh's behav--

FRANKIE

-- stop. I'm happy your life gives you the flexibility to go skiing -- do Yoga -- but frankly, it's a miracle I fit this into my day. And if that's a problem for you? Maybe you can refer us to someone who's a little less punctual.

She's out the door -- into the waiting room --

FRANKIE (CONT'D)

Let's go.

Josh looks at his mother. At the steady, conciliatory face of the therapist. Frankie quickly ushers him out.

INT. FRANKIE'S APARTMENT - NIGHT

Frankie's face WHIPS UP INTO FRAME as she splashes herself with water. Upset. MUSIC: Liz Phair, "Canary" --

INT. MINI MART - 10:00 PM

Miserable fluorescents. The repetitive BEEP -- BEEP -- BEEP -- of six or seven cigarette packs running under a price scanner. Frankie watches a MINI MART CLERK ring her up:

MINI MART CLERK

Anything else?

Her look drifts past him, to the shelves of BOOZE BOTTLES. Her eyes are wide open, her heart beginning to POUND.

INT. THE BENZ - NIGHT

CLOSE ON SAM, sitting in his parked car. We're not sure where we are, as he listens somberly to a voicemail:

WOMAN'S VOICE

Jane Roe again from the Federal Trade Commission, Mr Harper -- this is my second call. If you don't call me back to assist in our investigation, we'll be forced to seek injunctive relief in federal court against you --

He hangs up, fucked. CROWD SOUNDS -- Sam looks up and we reveal he's across from the CHURCH where he first met Frankie. People pour out of AA. Sam sees her. Sighs, gets out of the car...

EXT. CHURCH - NIGHT

A hundred cigarettes ignite at once. Frankie takes a huge drag, channeling her agita.

SAM (O.S.)

Hey.

She turns. Sam behind her, grinning...

FRANKIE

Hey...

SAM

I just wanted to say... g'bye. I'm heading back to New York.

FRANKIE

Oh.

(beat)

Cherry season?

SAM

Something like that.

(beat: so much he wants
to say, but --)

Anyway... it was nice meeting you.

FRANKIE

You too.

He lingers a beat. Fuck. Nods, and turns away. Heading off. Shit. He turns back --

SAM

You said I was... familiar to you.

(beat)

I know what you mean.

(beat)

I just wanted to tell you... you seem like a great person. And whatever your dad did... or didn't do...

Long pause. Searching for the words...

SAM (CONT'D)
You deserved a lot better.

Out of nowhere, Frankie's overwhelmed before she knows what hit her. Words she needed to hear, now more than ever. He gives another final goodbye nod and walks away.

FRANKIE
Um.
(he turns back)
What're you... doing now?

INT. "FOUR N' TWENTY" COFFEE SHOP - NIGHT

Sam and Frankie at a booth. He drinks coffee, she eats a bowl of soup:

FRANKIE
If they heated this, it'd taste a lot like soup.

SAM
Is there anywhere in L.A. to get good food at--
(checks watch)
-- twelve-nineteen in the morning?

FRANKIE
Know what? There's nothing worse than a New Yorker complaining about L.A.

SAM
Ever been to New York?

FRANKIE
Yeah, twice a year me and Josh jet off to the Plaza for a weekend of shopping and theater.

The WAITRESS stops by, refills coffee.

FRANKIE (CONT'D)
You need to eat more vegetables, your skin's kinda pale and yellow-y.

SAM
So's yours.

FRANKIE
I smoke too much. What's your excuse?

SAM
For being yellow? Uh... envy.

FRANKIE
That's green. Yellow's for cowards.

SAM
That too.

FRANKIE
(jokingly)
What're you afraid of?

He pauses. The answer is: "What happens when I tell you the truth." She reads his face --

FRANKIE (CONT'D)
Whoa, now you're red. What's that about?

SAM FRANKIE
Shame -- -- rage?

They both CHUCKLE --

SAM
I'm angry because I'm ashamed.

FRANKIE
I promise you, whatever you're ashamed of, I can top.

SAM
(the plunge)
I lied to avoid a funeral.

FRANKIE
(dismissive wave)
Psh... the other night, I really wanted to do coke? So instead I did my neighbor.

SAM
Nice. That's like a... "seven."

FRANKIE
Welcome to the twisted, mis-wired vortex that is my psyche.

SAM
Sometimes I hate my girlfriend for loving me.

FRANKIE
And the more she loves you, the more you
resent her...

SAM
(yes!)
... which makes me feel sorry for her...

FRANKIE
... which makes you hate her more...

SAM
And this is the best relationship I've
ever had.

FRANKIE
I give that a... six.

SAM
Six?! Fuck you, six.

FRANKIE
I sometimes think about leaving my kid in
the apartment, driving up the PCH, and
never turning back around.

SAM
Eh... Four. Cause it's not like you do
that.

Beat. She looks at him guiltily:

FRANKIE
I always turn back around.

SAM
Okay, six. And a half. But I still have
you beat: if I had a ton of money, I'd
only date whores.

FRANKIE
Really?

SAM
No. Well...? No.

She exhales. Looks at him:

FRANKIE
I... have... no idea who Josh's father
is. None.

He stares. Then pantomimes "sliding his cards back to the
dealer":

SAM

I fold.

And she outright LAUGHS --

EXT. FOUR 'N TWENTY COFFEE SHOP - NIGHT

As they walk to their cars, the comfort growing between them...

FRANKIE

... I was kind of a nightmare when I got pregnant: wake up, drink, score, bump, get laid, black out, rinse, repeat. Never got a number so... pin a tail on the sperm donor.

She stops at the Jetta. Her eyes go down...

FRANKIE (CONT'D)

I thought about giving him up... or something. But I got a feeling? Like the universe gave me this... gift. After everything I did to my body.

(beat)

It got me clean.

He smiles softly. Encouragingly. She notices a basket of LAUNDRY in her backseat:

FRANKIE (CONT'D)

Shit, I was gonna do that tonight.

EXT. "SIT AND SPIN" LAUNDROMAT - NIGHT

Sam and Frankie sit, side-by-side, silently watching laundry tumble in the machines.

LATER: Now they're folding laundry. He finishes off a t-shirt:

SAM

This? Is extremely well-folded.

But she doesn't respond. He looks at her, witnessing her intense inner struggle to open a door she's kept locked for so long. Finally, quietly... as she keeps folding...

FRANKIE

We never knew when the phone was gonna ring.

(beat)

Mom'd scramble to cook dinner, have his vodka tonic waiting... he'd stay a few hours, then vanish.

Here we go. Sam stepping through the door with her, eagerly...

SAM
... how'd they meet?

FRANKIE
Backstage at a King Crimson concert. Mom
was this LA scenester. A groupie
basically.

The laundry folding continues. The HUM from a row of dryers
behind them...

FRANKIE (CONT'D)
Sometimes... he'd come on Sundays and
we'd go to church and have a picnic.
After he left for good, she kept taking
me... think it's how she held onto him.

Her eyes drift somewhere private. This part gets more painful.

FRANKIE (CONT'D)
I tried to see him once when I was
fifteen. Got it in my head we'd have
dinner. I actually buy a dress... take
the bus to this studio... he keeps me an
hour in the waiting room. Me and some
sax player: man, woman, couldn't tell.
Maybe both.

(beat)
Finally he comes out. We get in his car
and he turns on the radio. Loud,
drowning me out so we can't even talk to
each other...

Sam is gutstruck: she felt it too.

FRANKIE (CONT'D)
... we get to some house in Los Feliz,
some guitarist. I'm standing in the
corner, in my discount prom dress,
staring at my shoes. They're smoking,
pouring booze, and I'm saying to
myself... do not give this man your
tears. Cause it's like I'm not even
there. Not even in the room.

(a beat)
Then he goes, 'time for dinner'... takes
me to this drive-through: 'what d'you
want on your burger?'... and I'm nearly
choking on it, trying to get it down my
throat without crying. He drives me home
like that. Music just blasting. Ready?

(MORE)

FRANKIE (CONT'D)
"If It Makes You Happy." Y'know, Sheryl
Crow?

(Sam nods soberly)
He gives me a fifty dollar bill. And my
last image of him? His tail lights... as
he drove off to his other fucking family.

Sam just stares. Ashamed of his father. Humbled. And quietly
furious. Full of things he wants to say but can't.

FRANKIE (CONT'D)
Most mind-fucky part is, you don't ask
what's wrong with him, you think --
what's wrong with me? Why am I so...

She searches for the word. He knows what it is -- quietly:

SAM
... disposable.

She nods. Yeah. Gently:

SAM (CONT'D)
There's nothing wrong with you.

Beat. She SNAPS herself out of it, shrugs, half-smiles:

FRANKIE
Mostly I'm still pissed he got me in a
dress.

Starts stacking the clothes, placing them back in her basket.
How can he keep lying to her about this?

SAM
Frankie...
(struggling...)
The other family. He never talked about
'em?

She shakes her head. We feel her ANGER:

FRANKIE
I don't wanna know.
(definitively)
Fuck 'em. They got him.

That drops him, hard. If only. All he wants to do is tell her
how wrong that is. Stuck, he shifts away from it --

SAM
What about your mom?

FRANKIE
Died a couple years ago.

SAM
... oh. I'm sorry.

FRANKIE
She never said a bad word about him.

Pause.

SAM
Can I just say... your life?
(beat)
Is ass.

That gets her to smile. It's an amazing smile, like a lamp turning on.

FRANKIE
... thanks.
(blurts a laugh)
Don't laugh at me.

SAM
No, I was-- just thinking.
(beat)
How strong you are.

ON FRANKIE. It is rare -- if ever -- that she gets real encouragement. Shrugs:

FRANKIE
I don't feel strong.

They stare at each other quietly. She picks up the laundry basket, on instinct shielding herself from the connection she's feeling to him...

FRANKIE (CONT'D)
Anyway, if you ever come back to LA, look
me up.

He pauses. Wants so badly not to walk away. And makes a decision:

SAM
Actually, uh... there's some shit I gotta figure out, so... maybe I'll stick around a little longer.

And that seems to make her happy. As the look between them HOLDS...

EXT. "SIT AND SPIN" LAUNDROMAT - NIGHT

WIDE ANGLE: outside the laundromat, under the neon glow, we look in at them through the window. A warm, peaceful image.

INT. JERRY'S STUDY - DAY

Sam's finger glides down a row of records, finding Dylan's "Blood On The Tracks." Slides the record out. Slots it on a turntable. The needle DROPS, playing "Tangled Up In Blue." The music resonates powerfully, framing the following scenes:

INT. HARPER HOUSE - BASEMENT - AFTERNOON

Sam and Lillian go through old storage boxes in the basement. Jerry's things. Sam finds OLD MUSIC SHEETS. Dog-eared pages with Jerry's handwritten scribbles.

Lillian uncovers an old movie projector and a roll-up screen. A box filled with spools of 8mm film. Curious, she starts sorting through...

EXT. FRANKIE'S APARTMENT - BACKYARD - DAY

As MUSIC continues, Frankie tends to a patch of FLOWERS in a dirt section of her building's cracked cement yard. It isn't much, but it's her sanctuary, a place to give tenderness and feel hope in total privacy...

FRANKIE (V.O.)

Does anyone know that gardening gives you a God complex? Yesterday I got buck with a pair of tree shears and now I can sit around and read in my hammock...

EXT. FRANKIE'S APARTMENT - BACKYARD - DAY

Frankie sways in the hammock, staring at clouds:

FRANKIE (V.O.)

... and catch the smell of Jasmine on the breeze. For the first time in a while, I feel like I'm taking it easy...

INT. FRANKIE'S APARTMENT - DAY

Rain pelts the window; Frankie smokes, filling out I-9 forms:

FRANKIE (V.O.)

... doin' taxes, listening to the rain...

She looks up. Thoughtful. Peaceful.

FRANKIE (V.O.)
 Is it weird that I like doing taxes?
 It's like doing laundry and finding a
 twenty in your pocket...

INT. "FOUR N' TWENTY" COFFEE SHOP - NIGHT

Sam and Frankie sit, talking, eating a late-night meal. The "Four n' Twenty" is becoming their regular haunt.

FRANKIE (V.O.)
 Anyway, I'm not really one for
 "resolutions," I'm not setting up my own
 demise like that.

INT. CHURCH BASEMENT - AA MEETING - NIGHT

Frankie, in CLOSE UP at the podium. The words we've been hearing are her latest "share":

FRANKIE
 So I guess I'll just... keep on keepin'
 on.

She smiles.

EXT. FRANKIE'S APARTMENT - MORNING

Frankie and Josh emerge from the apartment -- he's amped:

JOSH
 C'mon, let's go, let's go...

FRANKIE
 Will you relax a minute?

Josh skips quickly down the stairs as Frankie locks the door. Lingers a beat, clearly stalling. Finally, she turns and follows him down to...

Sam waiting out front, convertible top down. Josh arrives first -- Sam leans toward the window, "c'mere" -- quick/nervous:

SAM
 Dude -- the ride I gave you? Home from
 Amoeba? Maybe don't mention it, okay?

JOSH
 (strange look)
 -- why?

-- but before Sam can answer, Frankie's there. Smiles, slightly awkward. Not used to a day off with her son, much less her son and a new friend:

FRANKIE

Hey.

(introductions:)

Josh, Sam.

SAM

("casual")

Hey.

There's a PAUSE -- we're not sure how Josh is gonna handle this -- is he gonna lie? And why's he being asked to?

JOSH

(finally)

'ssup.

She opens the door, Josh climbs in the back. As Frankie buckles up, Sam and Josh MEET EYES in the rearview... and Josh gives a conspiratorial SMIRK. So does Sam, relieved.

The Benz glides away to REVEAL the trunk of a nearby car closing -- TED unloads groceries. Watching them go, a little heartsick.

EXT. PCH - DAY

"Tangled Up In Blue" keeps building as the Benz rockets up the coast --

EXT. NEPTUNE'S NET CRAB SHACK - DAY

A roadside shack on the PCH filled with bikers and the women who love them. Sam, Josh, and Frankie sit at a table:

SAM

Used to come here in high school...

FRANKIE

What, you and all your biker buddies?

A WAITER drops off three plates of GARLIC CRABS. Thrilled, Josh picks up his mallet, grabs a crab, BANGS away:

FRANKIE (CONT'D)

Hey hey HEY --

SAM

Carefully. It's a simple pleasure.
Appreciate it.

Sam sets up the crab, aims, then bangs it open and methodically shows Josh how to extract the meat. Josh reenacts Sam's move, including body language. Unaware that...

His mother's eyes never leave the two of them. Witnessing something momentous. She blinks when she realizes her own emotion and purposefully goes back to her crab.

INT. NEPTUNE'S NET - BATHROOM - DAY

Frankie washes her hands, grabs a paper towel, steals a glance in the mirror. Brushes away a strand of hair, not liking how she looks. We watch the struggle in her as she fixes her appearance. Annoyed with herself for even caring, she exits.

EXT. NEPTUNE'S NET - CONTINUOUS

Josh is looking at a BROCHURE DISPLAY. Sees something that interests him and grabs it...

OUTSIDE, Sam and Frankie share a smoke as Josh bounds out:

JOSH
Check it out!

He hands them a brochure: "VISIT THE OFFICIAL CENTER OF THE WORLD: FELICITY, CALIFORNIA!"

JOSH (CONT'D)
We gotta go, it'll be radness...

FRANKIE
It's like an hour and a half away, I gotta be at work at four.

JOSH
It's the center of the world.

FRANKIE
I would? Except I'm already on the shit list for missing a shift when you went all unabomber at school.

JOSH
Whatever, Carol.

SAM
Dude, she can't -- somebody might laugh or have fun and that goes against her Judeo-Christian work ethic.

Tested, she angrily pulls out her cell, starts punching buttons:

FRANKIE
Get your shit, get in the car.

Josh rolls his eyes: he knew it. Someone answers on the other end of Frankie's cell and she sounds suddenly, deeply in pain:

FRANKIE (CONT'D)
Todd, it's Frankie? I had a filling fall out and it hurts so bad I wanna throw up. I gotta get to a dentist... I'll work both those weddings next week, okay? You're the best.

She hangs up, gives them both a glare, stalks off. They share a surprised look. She rips the car door open. Gets in. SLAM.

SAM
Now she hates me.

JOSH
It's not possible to please that woman.

FRANKIE
(to no one)
CENTER OF THE WORLD!!!

EXT. "CENTER OF THE WORLD" PLAZA - DAY

A sign proclaims "THE CENTER OF THE WORLD." Then a smaller one next to it: "REAL HANDCRAFTED SANDWICHES." Not making this up: the avowed center of the world (www.felicity.us/home.html) consists of two small buildings, an odd PYRAMID, and -- yes -- a section of the Eiffel Tower. Sam pulls up and they all hop out. We notice that Frankie's step lightens...

INT. GIFT SHOP - DAY

Josh yanks a disposable camera off a rack as Frankie approaches an OLD MAN behind the counter...

FRANKIE
Sir. Can you please explain how this in any way resembles the center of the world.

SAM
Yeah... Earth's round. So anyplace is the center depending on where you look.

OLD MAN
Well, then this is the center.

Beat. Staring.

EXT. 'CENTER OF THE WORLD' EXHIBIT - DAY

A TOURIST FAMILY stands admiring the Pyramid. Josh approaches in high spirits, Sam and Frankie trailing...

JOSH
Hi. Can you take a picture of us?

They shrug and respond in GERMAN, not understanding English.

JOSH (CONT'D)
(holds up camera)
Would. You. Eat. My. Balls. With.
This. Camera?

GERMAN FATHER
Oh, camera, yes.

IMAGE -- Sam, Frankie, and Josh pose in front of the pyramid. Frankie tugs at Josh's shirt which is half tucked in. CLICK.

INT. 'CENTER OF THE WORLD' PYRAMID - DAY

The pyramid's point is lost in shadow far above. Rays of light filter down through dotted openings onto our threesome...

SAM
(whispers, heavy
melodrama)
We... are at the Center of The World.
Can you feel it? The power? The pull?
The intensity? It's almost... maddening.

Silence. Only the slight echo of their breathing. Of the wind outside. Then: PPFFFFTHHHHFFFF -- Josh rips a huge FART.

SAM FRANKIE
Aw, man... Josh, gross!

JOSH
You can run from it, but it's real.

EXT. DESERT - DUSK

From a distance, we see the Benz doing slow, jerky figure-8's off the highway. Hear Frankie's PANICKED VOICE, Josh LAUGHING:

FRANKIE
Okay, stop! That's enough! I said stop!

JUMP CLOSER: Josh is driving. Time of his life. Sam tells him when to brake, how to pop the clutch. Frankie can't help but laugh too, despite herself...

FRANKIE (CONT'D)
OKAY, OKAY, OKAY -- SERIOUSLY, PULL OVER,
I MEAN IT! STOP THE CAR!

WIDE: laughter, shouting, the car does its slow circles beneath the setting sun... as 'Tangled' reaches its perfect end.

INT. THE BENZ - MOVING - NIGHT

Heading home. Josh is asleep in back. Sam and Frankie are mid-conversation, animated:

FRANKIE

-- potted plants, big ass plants in massive pots -- I find a lot of six-inch worms -- I call 'em Wormulons, like a Star Trek prehistoric worm combo.

SAM

"Wormulons."

FRANKIE

It's mellowing to be a human sprinkler. In another life? I could've be like... a landscape architect or something. Gardens, or parks. Maybe own a greenhouse. I get freaky when there's a lack of flora in my life.

SAM

Why another life? Why not this life?

FRANKIE

Cause in this life, I'm too busy being the fertilizer.

SAM

An easy shit joke about yourself? I expected more.

FRANKIE

You're right, lame.
(shrugs it off)
I'd need a degree. Whatever.

SAM

By the way? Career advice from me? Be afraid. Be very, very afraid.

She looks at him a beat. Soft smile:

FRANKIE

Thanks. For today.

They sit there, appreciating each other. HOLD on Sam -- something's percolating in him. Prelap a RINGING PHONE:

INT. JERRY'S STUDY - NIGHT

Stillness. In the corner, lamp light shines on Sam in a leather armchair. A few more RINGS, he's about to hang up... when:

HANNAH (V.O.)
Hello...

Takes a beat before his soft...

SAM
Hi. It's me.

INT. APARTMENT - RED HOOK, BROOKLYN - INTERCUTTING:

Hannah, sitting at a laptop in the kitchen nook. Says nothing. Sam chuckles nervously...

SAM
How are you?

HANNAH
You know me: party, party, party.
(beat)
There's a million messages on the
machine. Some guy from your office and a
woman who doesn't sound very nice.
(worried)
What's going on, Sam?

Takes a beat before his soft...

SAM
Minor glitch.

HANNAH
Did you give her the money?

Silence. Not the answer she was looking for, but the one she expected --

HANNAH (CONT'D)
Why'd you call? What do you want me to
say? "There there, it's gonna be
okay...?" It's not.

SAM
I just wanna hear... I didn't lose you.

HANNAH
Well, I can't say that.
(no response)
I should go --

As she's about to hang up --

SAM

She tried so hard to get his attention.
Get him to notice.

(beat)

It's almost like... we did grow up in the
same house.

That sounded pretty raw. It stops her, reaches her through
mixed emotions. She struggles over what to say...

HANNAH

Except you ran away from him. She didn't
have a choice.

(softly)

You're gonna hurt this woman... you know
that, don't you?

Yeah, he does. And his defenses go up again:

SAM

I'll see you, Han.

He hangs up. An elevator DING takes us to:

INT. RAFFERTY AND YOUNG LAW OFFICES - RECEPTION - DAY

Sam emerges from the elevator with purpose, the SHAVING KIT of
money in his hand. As he passes a wall placard, we HOLD on it:
"RAFFERTY AND YOUNG LAW OFFICES." What's he doing?

INT. LA TRANSIT BUS - DAY

Josh sits on the bus, headphones on. A few rows back, DIERDRE
FULLER gets up... slides into the seat behind him...

DIERDRE

(loud, in his ear)

Hey.

JOSH

(startled)

Hey...

DIERDRE

You were right. Derek's sister gives
Mono blowjobs. I told him if he ever
talked to me again, I'd text the whole
seventh grade about it.

They share a conspiratorial smile.

EXT. DIERDRE'S HOUSE - DAY

A tree-lined block in Sherman Oaks. Paradise compared to the R GAL ARMS. Dierdre pulls a key from behind a planter, opens her front door. Josh follows her in tentatively....

INT. DIERDRE'S LIVING ROOM - CONTINUOUS

She drops her stuff by the door, goes straight for the kitchen. A GOLDEN RETRIEVER comes barrelling at Josh...

DIERDRE (O.S.)

That's Gus. He won't bite, but he might pee on you. Want something to drink?

JOSH

Kay...

Josh lets the dog lick his fingers, looks around at the plush furniture, family photos -- increasingly aware he's an outsider.

INT. DIERDRE'S BEDROOM - CONTINUOUS

A lighter ignites an incense stick. Josh watches Dierdre move around the room, close the blinds, turns on her stereo -- Regina Spektor's "Human Of The Year":

DIERDRE

My brother Jeb? He's in Iraq? He sent me a bunch of stuff from when he visited India. Ever been?

JOSH

No... but I went to the Center of The World.

DIERDRE

Really? Where's that?

JOSH

Some town.

DIERDRE

Yeah, I've been to Colorado, New York and New Hampshire. Those are the only states. And to France once but I was two so I really don't remember it at all.

JOSH

Cool.

(beat)

I don't think I'm ever gonna leave L.A.

She pulls out a cigarette, lights it, inhales deeply...

DIERDRE
Want some? They're cloves.

JOSH
(trying to act casual)
I quit.

She exhales smoke right in his face. He coughs a little.

DIERDRE
You're kinda cute.

He can't look her in the eye.

DIERDRE (CONT'D)
So like, why'd you blow up the pool? I mean, it's not like a bomb threat where everyone woulda got sent home.

JOSH
(beat, shrugs)
I thought it'd be funny. Something everyone could talk about I guess.

DIERDRE

Well, it was kinda lame. They should've expelled you.

Josh looks confused. Dierdre laughs, turns up the music, kneels by his crotch. Touches it. Josh is paralyzed by her contact with his body. His hands sort of float helplessly.

DIERDRE (CONT'D)
I can feel your boner.

JOSH
... okay.

She pulls his shirt up a little. Goes for his belt, notices how tight he's pulled it.

DIERDRE
This is really tight.

JOSH
(caught, self-conscious)
Well I wear my pants pretty loose so...

DIERDRE

Then, to her disturbing surprise, she sees WELTS around his stomach where the belt's been tearing in. He pulls away.

JOSH
Stop.

DIERDRE
(realizing)
... you do that on purpose?

JOSH
I dunno. It's a... thing where... um...

DIERDRE
(tender)
Why?

His eyes suffer through humiliation, unable to meets hers.

JOSH
I dunno. Y'know, it makes me feel, um...

DIERDRE
Makes you feel what? Tell me.

JOSH
... I should go.

He moves to the door. She stops him gently.

JOSH (CONT'D)
Can I please go?

She takes his hand and puts it on her breast. It's an act of mercy. Josh blushes. His heart about to explode.

DIERDRE
Open your lips.

JOSH
(defensive)
I know how to kiss.

She leans in, kisses him. Soft. Touchingly awkward.

DIERDRE
You taste like cranberry juice.
(kisses him again)
You can't tell anyone about this, okay?
It's weird for me 'cause you're younger.

JOSH
By like a grade.

DIERDRE
Promise.

He nods. She kisses him, heavier.

INT. SUPERMARKET - DAY

Sam pushes a shopping cart through the aisles; Josh walking beside him, eating a Ding Dong:

JOSH
-- then she grabbed my beef whistle, her
tig ol' bitties were in my face -- it was
pimp.

SAM
(skeptically)
You're a poet.

JOSH
You know it. So like, how many women
have you ploughed?

SAM
I dunno -- eighteen, maybe nineteen.

JOSH
Details, I'm not a child.

SAM
Actually, you are a child -- but so am I.

Josh throws the ding dong wrapper in a trash can:

JOSH
DUDE! I'm so hot I'm on fire! My fire's
on fire! When's the last time you busted
a full-on bone sesh?

SAM
It's not about the last time, my man.
It's about the next time.

JOSH
Ever boned a hooker?

SAM
Maybe I was in Amsterdam once.

JOSH
Sweet. Black chick?

SAM
Yup.

JOSH
Orgy?

SAM
Si.

JOSH
Sick! With guys?

SAM
My college girlfriend and her Women's Studies TA.

JOSH
Dude, that's a three-way, not an orgy, nice try. Chowed kitty while a chick was on the rag?

SAM
We need to discuss your extreme potty mouth.

JOSH
Oh, sorry: "Dined on clitora marinara during M'lady's ovulation cycle?"

SAM
Sometimes it's just the wrong thing not to do.

JOSH
Gross! That's like some serious Hell's Angels initiation shit!

SAM
Breakfast of Champions --

Josh cracks up, as Sam pulls a box of Wheaties off the shelf:

SAM (CONT'D)
What. Get your mind out of the gutter.

AT THE CASH REGISTER, a nose-ringed CASHIER GIRL rings them up:

JOSH
You got a girlfriend or what?

SAM
Yeah. I dunno. Sometimes.

JOSH
How d'you "sometimes" have a girlfriend?

SAM
It means... I don't always... give her everything she needs, I guess.

JOSH

Like anal?

The cashier glances up -- Sam grins:

SAM

He has Tourettes.

(to Josh)

No, not like anal. Like everything else.

JOSH

Oooooh, the emotional shit. Why don't you just give her what she needs? You seem like a mature adult.

CASHIER

\$65.97.

SAM

(pulls out wallet, edgy)

Not having this conversation with you.

JOSH

Who needs a hug?

SAM

Get outta here.

JOSH

I'm here for you, Man. Bro's before Ho's.

As Sam pays, Josh THROWS his arms around him -- to the cashier:

JOSH (CONT'D)

I love this guy! We met an hour ago on the internet, but isn't he awesome?!

INT. FRANKIE'S APARTMENT - NIGHT

They're unpacking groceries, stocking the kitchen:

JOSH

So when're you gonna tell me how to penetrate the musical-industrial complex?

SAM

Ah, yes: the ten rules.

(considers)

Nah, you're not ready.

JOSH

Come on. Where'd you learn all this shit?

SAM
(beat, quietly)
I knew a guy.

He pulls a Chinese take-out container from the fridge, sniffs:

SAM (CONT'D)
OH GOD! How long's this been in here?!
It's full of...
(he SHOVES noodles into
his mouth)
... mold... and... maggots...

Josh cracks up. The front door opens and SHUTS harder than usual as Frankie enters, clearly troubled by something...

JOSH
(weatherman voice)
Hurricane Carol finally made landfall
today, pulverizing Southern California --

She puts down her things and turns to the kitchen. Stops. Taking in that they've filled her house with food...

FRANKIE
What is this?

JOSH
(holds it up:)
This is a salami sampler.

SAM
We went shopping.

FRANKIE
(upset, but contained)
I was gonna go to the market.

SAM
It was on our way home.

FRANKIE
How much do I owe you?

SAM
Forget it.

FRANKIE
I wanna pay you.

JOSH
(mocking)
She wants to pay you.

FRANKIE

Awright, out, go do homework or something.

JOSH

Why? You didn't even finish high school.

FRANKIE

Josh? Not now. Please.

He rolls his eyes, goes into his bedroom. Door SLAMS.

SAM

... he can't live off chicken wings.

FRANKIE

Do I look like I can't provide for my son? I work.

SAM

I know, double shifts -- you've got your hands full.

(genuinely)

I'm just trying to help.

And he did -- which she's grateful for and increasingly bothered by. Starts distracting herself by putting away the rest of the food. He reads her, there's something else:

SAM (CONT'D)

... what?

She pauses. Still reeling from it...

FRANKIE

A lawyer called today. My dad left Josh a hundred and fifty grand.

And we realize, Sam gave her the money.

SAM

(a little big)

Wow. That's... great!

FRANKIE

I don't want his dead bribe money.

Uh... what? He blanches:

SAM

You can't say no to a hundred and fifty grand, Dummy: move someplace nicer, pay off the pool, whatever -- he wanted you to have it.

FRANKIE
-- you're on his side now?

She's CUT OFF by MUSIC blasting from Josh's room. WHIPS around:

FRANKIE (CONT'D)
Josh, turn it down, Goddammit!!

SAM
Frankie.

His eyes say: "chill." Flush, she looks at him. The music lowers. Calmer now, but direct...

FRANKIE
... what is this for you?

SAM
What.

FRANKIE
This. What're you doing here, with us.

SAM
I like spending time with you guys, is that wrong?

FRANKIE
Why don't I know anything about you?

SAM
What's with the twenty questions?

FRANKIE
How come you never talk about your recovery? Most of us can't talk about it enough.

He takes a long pause --

SAM
I dunno, look, this is--

FRANKIE
-- and why d'you always take weirdly long pauses before you answer --?

SAM
The world doesn't need another AA sob story. Is that a good answer?

FRANKIE
... fuck, that is so arrogant and patronizing -- I'm a sob story?

SAM

Nooo... an alcoholic working a bar?
What, you hate the idea of making your
life better?

FRANKIE

You're one to talk Mr. Fucking Twinkie
Leverager -- is that you "realizing your
potential?"

SAM

-- all I'm saying is you could have more,
so could Josh --

FRANKIE

-- ya think you might not be in the best
position to hand out parenting advice?
Have you even kept a goldfish alive? Do
you even comprehend what it's like to be
responsible for someone besides you?

SAM

How many questions can you ask in a row?
(off her GLARE)
Yes, I comprehend --

FRANKIE

Really? Cause you stock my fridge, cart
him around like you're atoning for I
don't know what with this guardian angel
shit -- what happens when you go back to
New York? How's he gonna deal with that?

That shuts him up. She moves closer...

FRANKIE (CONT'D)

What d'you want from us? You want me to
tell you to stay? Is that what you're
looking for?

SAM

I said -- I just want you to be happy.

FRANKIE

(a little courage)
Is that... all you want?

The hair on the back of Sam's neck stands up. There's a kind of
paralyzed silence... until he clears his throat:

SAM

I gotta go.

She turns to the dishes, starts scrubbing them intensely -- raw, embarrassed:

FRANKIE
Great. Excellent. Thank you very much.

SAM
(dying)
It's just late, Frankie.

He leaves. We STAY with Frankie, rejection overcoming her.

EXT. R GAL ARMS - NIGHT

Sam moves at lightning speed toward his car:

SAM
(to himself)
Fuckfuckfuckfuckfuckfuckfuckyoufuckingass
hole --

INT. HARPER HOUSE - NIGHT

Sam enters, drops keys on the table. Slumps onto the stairs and lets his body sag against the rail, mind spinning... A SOUND startles him: LILLIAN'S down the hall, sitting on the floor, against the wall. He's quickly on his feet, concerned:

SAM
Mom? What's wrong?

LILLIAN
At least the view from the mat is educational. There are six cracks in the ceiling. Two that intersect.

SAM
... are you high?

LILLIAN
In fact, low.
(then)
Just lost my balance.

Unnerved, Sam offers a hand. She tries to raise her arms. Too hard.

SAM
I'm calling a doctor...

LILLIAN
Please, no violins, I'm fine.

INT. CT SCAN LAB - DAY

Lillian slides into CLOSE UP on a gurney. An MRA machine (Magnetic Resonance Arteriography) scans her upper body.

INT. DOCTOR TRAVIS' OFFICE - DAY

Lillian's X-Rays in a lit view box. She and Sam listen to DR. TRAVIS, who speaks casually:

DR. TRAVIS

It's called Arteriosclerosis, a buildup of plaque along the coronary walls that leads to circulatory blockage, which is why you're feeling dizzy. How long's this been going on?

LILLIAN

(dodgy)

A little while. What's causing it?

DR. TRAVIS

Genetics, high cholesterol, age... it gets worse in times of high stress.

(indicates X-RAY)

And since it's gone undiagnosed, you have a fair amount of calcium blockage here...

SAM

Meaning what?

DR. TRAVIS

Meaning, treatment.

LILLIAN

(that word haunts her)

"Treatment."

(a breath)

Bullet points.

DR. TRAVIS

Balloon Dilation -- we insert a tiny balloon into the artery to relieve the obstruction.

LILLIAN

Heart surgery?

DR. TRAVIS

It's a surgical alternative. You're awake for the whole thing, we give you a sedative and thread the balloon through a catheter. Three hours tops.

LILLIAN
And if I'd rather not?

The doctor looks to Sam, both of them knowing it's not optional.

DR. TRAVIS
Well, then it's really a question of how
much discomfort you're willing to live
with.

She nods, with her trademark pleasant-smile. Sam stares --
seeing her, right now, as a stranger.

INT. CAR - DAY

They drive. We hear the quiet like a time bomb ticking. Sam's
near a breaking point.

INT. HOUSE - DAY

They enter, not saying a word. Lillian heads for the stairs...

SAM
(finally)
How could you go so long without dealing
with this?

LILLIAN
What I can't seem to get through to you
is, I was a little busy taking care of
your dying father--

SAM
Oh, Christ, quit protecting him! Still.

LILLIAN
I'd be more comfortable if you didn't
yell at me --

SAM
I'd be more comfortable if you just admit
you're scared to death. Let the doctor
do what he can to help you --

LILLIAN
I've had enough doctors for a lifetime --

SAM
Great, suck it up -- suffer in silence --

LILLIAN
At least I do it in silence --

SAM

That's why you and dad got along: you
didn't wanna talk, he didn't wanna listen
-- how can you fight if nobody ever says
a fucking word?!

LILLIAN

Fine. I'll have the operation. You win.
Happy?!

SAM

I don't enjoy watching you suffer --

LILLIAN

Could've fooled me --

And now she's moving upstairs, he follows --

SAM

WHAT THE HELL DO YOU WANT FROM ME?!

LILLIAN

A little gratitude, I think we've earned
it --

SAM

-- what exactly was I supposed to be so
incredibly grateful for?!

LILLIAN

Clothes on your back, food on the table--

SAM

-- no: you keep saying how lucky I was,
what's the real reason--?

LILLIAN

I don't know what you're talking about!

SAM

I'm not lucky cause of who I am, I'm
lucky cause of who I'm not.

She has stiffened; and for the first time in this stoic woman,
true fear. He needs to hear what he knows in his heart:

SAM (CONT'D)

Tell me why I'm lucky.
(she just stares,
paralyzed)

Say it.

LILLIAN

-- say what?!

SAM

Say her name --

LILLIAN

No, no, I will NOT talk about
this with you!-- Who told you that --?!
-- I'm telling you if you
pursue this there'll be
consequences! We moved past
it a long time ago! It's
over!

SAM

-- It's Frankie --

-- HER NAME'S FRANKIE --

Sam freezes. Breath leaves him. He's trembling.

SAM (CONT'D)

... you knew...

LILLIAN

His responsibility was to this family!
This is the family! For you, for your
sake! You should be grateful GODAMMIT!

SAM

... you always knew...

LILLIAN

It's what he wanted! He made peace with
it!

SAM

He hid a hundred and fifty thousand
dollars in a bank --

LILLIAN

-- what?

SAM

-- left instructions for me to give her
the money --

LILLIAN

Stop it, I don't wanna hear this!

SAM

He wanted us to meet! He has a
grandson!!! Jesus Christ, Mom, what'd
you do??!

LILLIAN

Will you just SHUT UP?!

She stops in her bedroom doorway. This is too much for her.

LILLIAN (CONT'D)
 You've worn out your welcome here.

And closes the door on him. He stands motionless for a beat.

In shock.

SLAM TO:

Sam dumps clothes in a bag with feverish intensity -- puts Jerry's albums in cardboard boxes -- stuffs them in the back of a MINIVAN CAB -- the cab hauls ass away, away, away.

EXT. MULHOLLAND MIDDLE SCHOOL - LATE AFTERNOON

Josh waits at the bus stop. Sam pulls up in the taxi, leans out the back window -- manic:

SAM
 C'mon, I'm driving you home.

Big grin from Josh as he hops in, confused:

JOSH
 Where's the Benz?

The cab drives off --

INT. FRANKIE'S APT - CONTINUOUS

Sam finishes carrying in the album boxes with Josh, rattles off:

SAM
 They're arranged by genre: old school
 R&B, obscure mid-70's funk shit -- jazz,
 world music, some West African drumming --

JOSH
 Where'd you get all this?

SAM
 (pushing onward)
 In here: Elvis, Stax, British Invasion --
 this one's a mishmash: soundtracks to
 French pornos, late '60s psychedelia,
 bluegrass, country, and every disco
 record that ever mattered, which sounds
 lame now but it'll rock your world later.

JOSH
 Cool. Total edification.

SAM
 Lotta rare shit, it's worth money.

Josh nods, serious. Grabs a root beer from the fridge --

JOSH

I could be in a band. Know what I'd call it? "Vitamin Semen." Or "My Friend's Band." Like: "You gotta hear 'My Friend's Band'"... "I'm going to see 'My Friend's Band.'" People'd be so confused!

(no response)

Let's hook up the record player, listen to shit really loud 'til she gets home.

SAM

Can't.

JOSH

C'mon, dude -- pizza, 'Grand Theft Auto,' throw on the 'Throbbing Gristle' CD you got me, which kicks ass FYI -- maybe I'll even do a little homework...

SAM

I can't. I gotta go.

JOSH

Alright cool, well, when can you?

SAM

I dunno...

JOSH

Let's make a plan. How 'bout on--

SAM

Will ya drop it!

(mocking him)

'Let's eat pizza, Sam! Let's play video games, Sam!' I have real shit to deal with! I can't babysit you just cuz you don't have any friends!

Josh stands there, pierced.

SAM (CONT'D)

Don't look at me like that!

But Josh is an open wound. Sam fights his breaking heart to sound detached, grabs his things to leave:

SAM (CONT'D)

I'm going back to New York tomorrow -- it sucks. I suck. The hell with me. Tell Frankie I'll call her when I get there.

Josh shuts down. Picks up a box, carries it into his room.

JOSH
You tell her, douche. I'm not your
fuckin' secretary.

Sam looks lost, walks out. Feeling shitty in a hundred ways.

MUSIC: Sam Cooke, "A Change Is Gonna Come."

INT. LUCKY EIGHT MOTEL - DUSK

A central Burbank, forty-five-dollar-a-night motel. Sam wheels his suitcase into the lobby.

EXT. SHERMAN OAKS STREET - DUSK

Josh walks in the early evening to Dierdre's house. Lost in his own lonely thoughts.

EXT. DIERDRE'S HOUSE - EARLY EVENING

Josh rings the bell, clearly in need of someone to lean on. Dierdre's MOM answers:

JOSH
Hi. Is Dierdre home?

DIERDRE'S MOM
You must be Evan...

JOSH
(Evan?)
... no, I'm Josh.

DIERDRE'S MOM
Oh, okay --
(calls into house)
-- Dierdre, Josh is here!

Awkward beat, then Dierdre appears, mom leaves. And instead of inviting him in, Dierdre steps out, closes the door behind her.

DIERDRE
Hi.

JOSH
(clears his throat)
Hi. I just... wanted to stop by... um...
to see if you were home.

DEIRDRE
Well, I am.

JOSH
Are you-- I mean, can you hang out? To
talk or--

DIERDRE
Um, it's just not a good time.

JOSH
(pause)
Who's Evan?

DIERDRE
What?

JOSH
Who's Evan?

DIERDRE
Just... a kid I know from around.

JOSH
Where does he live? Evan.

DIERDRE
Like two streets over.

JOSH
Is Evan your boyfriend?

DIERDRE
Not really. Sort of. I dunno.

He nods a few times, getting the message. In that silence, Dierdre looks at him uncomfortably... and makes a decision:

DIERDRE (CONT'D)
So. I should go back in.

JOSH
You're a fucking lying bitch cunt whore
and I hate you.

She's stricken as he turns and bolts off.

INT. R GAL ARMS - LOBBY - NIGHT

Frankie comes home from a late shift, spent. She runs into... TED coming down the hall to his mail box. Nervous, he smiles:

TED
How are you?

FRANKIE
Okay. Tired.

TED
(beat)
So I see you with that guy a lot.

FRANKIE
Yeah.

TED
Look, the thing is, I just want to make this easy, actually... I'm not even that upset.

FRANKIE
I should apologize.

TED
For what?

FRANKIE
The way I treated you.

TED
We're neighbors. I don't wanna hold your feet to the fire just to spite you... and if you need anything, y'know, I'm downstairs.

Frankie smiles, moved. Prelap a VOICEMAIL:

WOMAN'S VOICE
This is my last call, Mr. Harper...

EXT. 405 FREEWAY - TAXI - NEXT DAY

A taxi heads toward LAX:

WOMAN'S VOICE
If you do not respond to our subpoena, you'll be held in contempt of court, resulting in civil penalties or incarceration.
(CLICK --)

INT. TAXI - MOVING - CONTINUOUS

Sam watches scenery pass from the back of a cab, listening to another VOICEMAIL now:

MAN'S VOICE
Mr. Harper, I'm an attorney calling on behalf of James Richards to let you know your employment is hereby terminated.

(MORE)

MAN'S VOICE (CONT'D)
 Please let Marlene in personnel know if you have any personal effects you'd like delivered -- and under the circumstances, you would be well advised to seek legal counsel immediately.

CLICK. Sam's eyes close. In deep.

INT. CLASSROOM - DAY

CLOSE on a science textbook -- as Josh draws a BULLSEYE on the front. A discomfiting distance in his eyes. Looks up...

To DEREK a few rows ahead, the kid who pushed him down. He jokes with some other kids, they eye Josh and SNICKER -- that's it. Josh gets up. Textbook in hand. Starts walking, bullseye poised. The teacher turns from the chalk board to see:

JOSH SWING THE TEXTBOOK, SLEDGEHAMMERING DEREK IN THE FACE. The sickening CRACK becomes:

INT. STANDARD HOTEL BAR - DAY

THE RINGING PHONE on the bar. Frankie, polishing champagne glasses, picks it up --

FRANKIE
 Standard.
 (beat, alert)
 Yes, it is...

Slowly, her face sinks into stunned panic. TIMECUT: Frankie, unravelling, is face-to-face with her MANAGER:

MANAGER
 How many times do we have to have this conversation? I can't keep letting you come and go like this --

FRANKIE
 What'm I supposed to do? It's my kid, I gotta go, so--

MANAGER
 Then maybe... you shouldn't come back.

Frankie stares. She's being fucking fired? Catches glances from the cocktail waitresses, who quickly look away. Flush with anger, she drops her rag on the bar and says to them:

FRANKIE
 Thanks for backing me up -- guess I'm the only one who never sucked this guy's dick.

And out she goes, trying not to crumble.

INT. LAX AIRPORT - DAY

Sam moves to the front of the check-in line. Echoes of our opening. The smiling ATTENDANT says:

ATTENDANT
Picture ID, please?

Sam takes a beat. Ironic grin. Slides his license over...

INT. LAX - SECURITY GATE - MINUTES LATER

Sam moves through the security gate, taking off his shoes, belt. As he drops his cell in the tray, it RINGS: "FRANKIE." He wrestles with himself. Can he really leave without a word? People behind him are waiting. Fuck it, he answers --

SAM
Hey... I was gonna call you --

INT. NORTH HOLLYWOOD POLICE STATION - CONTINUOUS

INTERCUT: Frankie moving fast through the police station, searching for the "Juvenile" sector -- maxed out and desperate:

FRANKIE
Josh got arrested, he broke some kid's nose, the parents are pressing charges --

SAM
(stomach dropping)
Oh, Jesus...

FRANKIE
I'm at the North Hollywood station, can you come? I'm freaking out --

He looks up. The Security attendant gesturing, "Hang up and move." Angry passenger eyes behind him.

SAM
I'm, uh, at the airport...

Beat. Frankie clamps up, quickly:

FRANKIE
Okay, sorry, forget it.

She hangs up. Sam stands frozen. Someone says "come on." His things are going through the X-ray conveyor.

SECURITY GUARD
Sir, you have to move...

But Sam's hypnotized. Can't move. No idea what to do.

INT. NORTH HOLLYWOOD POLICE STATION - LATER

Frankie sits alone, preparing herself for whatever's coming. The station doors slide open. She picks up her head to see...

Sam walking toward her, dragging his suitcase. She rises, eyes filled with gratitude. He stops in front of her. And says...

SAM
Where's Lucifer?

INT. NORTH HOLLYWOOD POLICE STATION - JUVENILE SECTOR - NIGHT

Josh is fingerprinted. He looks up at the officer taking his prints, fearful...

INT. PRECINCT CORRIDOR - NIGHT

A DOOR opens: OFFICER SARKISSIAN moves to Frankie and Sam in a corridor. He's kind, but a firm hand:

SARKISSIAN
Ms. Davis, I'm Officer Sarkissian with
Child And Family Services.

FRANKIE
What's -- what's going on?

SARKISSIAN
When Josh was being questioned, one of
the officers noticed some marks on his
body. Around his waist.

FRANKIE
(the fuck?)
Marks, what d'you m-- what kind of--

SARKISSIAN
Bruises.
(that stuns her)
Is there anything you can tell me about
them?

The ground beneath her crumbles all over again.

SAM
Wait a minute...

FRANKIE
Are you accusing me of --

SARKISSIAN (CONT'D)
 I'm not accusing you of anything.
 Josh says they were self-inflicted and I
 believe him. But I have to ask these
 questions, okay?

Frankie's about to protest, but she's stopped by Sam's eyes.
 It's a powerful look that tells her to shut up and listen.

FRANKIE
 (finally, mind tumbling)
 ... why would... he do that?

SARKISSIAN
 His principal says she agreed to let him
 stay at Mulholland on the condition he
 went to counseling. But apparently, you
 pulled him out... can you tell me why?

She's about to throw out an excuse, spin the situation like
 always... but she can't. The jury's already in.

SARKISSIAN (CONT'D)
 Ms. Davis. This is your wake up call.
 You need to help him control his
 aggression... or it becomes my problem.
 And you do not want that. Understand?

She looks at him. Heart sinking. Nods.

MINUTES LATER

Sam and Frankie sit on a bench, waiting for Josh to be released.
 She tilts her head back, quietly hating herself...

FRANKIE
 What, does he feel like he... deserves
 pain? Am I such a failure as a--

SAM
 Just don't go there.

FRANKIE
 No, it's my fault--

SAM
 -- don't. Do not.
 (beat)
 You don't deserve it either.

That sits in silence. She half-smiles gratefully.

SAM (CONT'D)
 You wanna be a good mother? Listen.

FRANKIE
(a beat, confused)
Listen... what?

SAM
No. Just listen.

That LANDS on her. Powerfully.

A door down the hall opens and JOSH is lead out by an officer. Sam and Frankie get up. The kid keeps his eyes down, ashamed, expecting her to unleash hell. Instead, she speaks with feeling he's never heard...

FRANKIE
Hi.

He looks up. A little surprised.

JOSH
Hi.

FRANKIE
You okay?

And all the emotion shoots into Josh's throat --

JOSH
(choked, almost crying)
... yeah...

She smooths back a strand of his hair. Puts an arm around him and leads him off. It's a first. Sam follows them out the door.

INT. FRANKIE'S APARTMENT - JOSH'S BEDROOM - NIGHT

Josh gets in bed, drained. Frankie and Sam in the doorway.

JOSH
(after a beat)
They're not gonna let me back at
Mulholland, huh...

FRANKIE
(gently)
No. We gotta find you a new school.
(beat)
We'll talk about it tomorrow.

Josh is filled with regret. Nods. Sam lingers in the doorway, remorseful. Josh looks at him. The kid needs a pick-me-up bad. Sam looks to Frankie as if to say: give us a sec? She nods, leaves. He moves deeper into the room...

SAM

Ten rules. And listen up, cause I don't know if I'm gonna be able to tell you again.

Josh sits up -- what does that mean? Sam sits on the bed...

SAM (CONT'D)

These are from my father. He did a 'ten questions' in a magazine once.

(beat)

#1.) If you like something cause you think other people will like it, it's a sure bet no one will. #2.) Corollary to one: if you hear something no one else can hear, but you like it -- it doesn't mean you're wrong, it just means they're deaf.

ANGLE - AROUND THE CORNER - FRANKIE

Quietly listening down the hall. Moved.

SAM (CONT'D)

#3.) Art comes from pain, not suffering. Suffering's for assholes...

BACK TO SAM

SAM (CONT'D)

#4.) Everything you're doing that you think's important, isn't. And everything you're doing that you think is unimportant, is. #5.) You gotta wear a flack jacket 24-7. I think he meant that metaphorically.

(beat)

You probably don't know what flack jacket or metaphorical means -- but I think it means people are gonna be hurling shit at you all the time, so you gotta let it bounce off. Also: Don't ever obsess over one song. Talent is a river, not a well.

JOSH

... what's that mean?

SAM

I dunno. Something about....

(makes a "flowing" gesture)

... "If you got it, there's always more where that came from."

(rattling them off now)

(MORE)

SAM (CONT'D)
Cleverness is the enemy of truth. Be
more wary of a stranger's love for you
than their hatred. Don't shit where you
eat.

JOSH
Huh?

SAM
I think there's a metaphor there too.
Bear in mind, my dad wasn't all that
successful. Oh! My favorite: Never fuck
someone who has more problems than you
do.

FRANKIE (O.S.)
Hey.

Frankie re-appears at the door, stern-faced -- but undeniably
AMUSED.

SAM
(to Josh: "busted")
And... always assume your mother's
listening.

FRANKIE
... actually? That is a rule.
(heartfelt)
Your mom is always listening.

Sam chokes back emotion -- how deeply bittersweet this is.
Clears his throat, stands:

SAM
Anyway, those were the rules. Management
bears no responsibility for improper
useage of said rules. So... good luck,
Champ.

Smiling a little, his heart breaking, Sam turns off the light.
Last look at Josh. And goes.

INT. FRANKIE'S APARTMENT - CONTINUOUS

Sam and Frankie come into the living room. She smiles, so very
grateful for what he just did...

FRANKIE
Your dad was in a magazine?

SAM
(swallows)
We have to talk.

But she just moves to him and without words, pulls him into an emotional hug. Words freeze in his throat. Her look tells us it's the moment she's been waiting for... and wanting.

FRANKIE
... please don't go. Stay with us.

Her face is inches from his. Intimacy. Heat. He pulls away fast. Knows there's no way out.

SAM
I'm a fuckin' horrible person...

FRANKIE
(confused)
... what're you...?
(he's summoning courage)
What? Say it, what is it? Whatever it is, it's okay --
(she touches his cheek)
Look, I'm afraid too--

SAM
-- don't. Don't.
(then)
Can I get a cigarette?

She gives him one. He lights it with trembling hands. The last smoke before execution. She watches him unravel.

SAM (CONT'D)
You. Are gonna hate me.

FRANKIE
(kind, softly defiant)
How d'you know what I'm gonna feel? Are you me?

He stares. An ironic, desperate chuckle...

SAM
... kind of.

She is, in her gut, alerted to something ominous.

SAM (CONT'D)
(finally)
I'm his son.

We watch the insane, impossible moment of Frankie realizing what he's saying -- her brain scours the last few weeks in a nanosecond. The air leaves her chest.

FRANKIE
(backing away)
-- Oh God--

SAM
(ashamed, sorry from his
heart)
I wanted to tell you, I should've told y--

FRANKIE
You fucking...

SAM
I gave you all the money, I want you to
keep it--

FRANKIE
You get the fuck out of here...

SAM
Frankie, please...

FRANKIE
GET OUT! GET OUT! WHY'RE YOU STILL
STANDING THERE?!! GET OUT, GET OUT OF MY
HOUSE YOU FUCK!!

And she ATTACKS him, unhinged, fists flying -- SMASHING HIM IN THE MOUTH:

INT. JOSH'S BEDROOM - CONTINUOUS

Josh jolts upright in bed, hearing things CRASH and his mother's horrific SCREAMS. Scared, he goes to the door, peers out:

ON JOSH

Scared, not understanding as he watches Frankie give Sam a world class beating. It's all played on THE KID'S FACE. SLOW PUSH IN. We hear her throw Sam out, the front door finally SLAMS.

CAMERA ROTATES AROUND...

The apartment's a wreck. Frankie collapses to her knees and her face falls forward into her hands... not crying, weeping. Inconsolable.

Sensing something... she finally lifts her head. Josh stands in front of her, crying now too, but trying really hard not to. She pulls him in and holds him tight.

EXT. APARTMENT - UPPER LANDING - CONTINUOUS

Sam stands there, shellshocked -- every apartment door open, every NEIGHBOR staring at him. He limps forward, past them all. And up ahead, a WOMAN. Massive. Vague moustache.

Sam stops at her, realizing who this is. He half-smiles, bleeding -- a hoarse whisper:

SAM
... hey, Carol.

And limps past her, leaving CAROL flummoxed. Who the hell is this guy and how's he know my name?

EXT. HARPER HOUSE - NIGHT

Lillian opens the front door to find her son standing on the stoop with his face beaten to shit. She reacts. So much left to say... but not now. Now, it's enough he's come home.

He walks into the house. Up the stairs. Closes the door. She stands there a beat, then closes the front door too.

FADE OUT.

MUSIC: Sufjan Stevens, "Sister" --

INT. FRANKIE'S APARTMENT - MORNING

BRIGHT SUNSHINE. CAMERA PANS the wrecked apartment to discover... Frankie and Josh asleep on the floor. Haven't moved since last night. Frankie stirs, eyes opening. After a beat, the horrible crush of memory. Her head turns to... Josh. His sleeping face. She watches a strand of hair rise and fall beneath his breath.

Somehow, despite everything, it steadies her.

INT. SHOWER - MORNING

Frankie showers. Suddenly, the pipes RATTLE and the water just TURNS OFF. Frankie stands there, at first choked with fury... but then LAUGHS: a surprising moment of clarity.

INT. RAFFERTY AND YOUNG LAW OFFICES - DAY

Elevator doors OPEN and out steps Frankie, looking nervous. ISAAC approaches to greet her. They shake hands.

INT. R&Y LAW OFFICES - PRIVATE ROOM - DAY

Isaac closes the door behind Frankie as she's left alone with her father's shaving kit. His monogrammed initials: "JRH."

Slowly, very slowly, she pulls back the zipper to find... the hundred and fifty grand. Rolled in rubber bands. All she can do is stare, overwhelmed. And we PUSH IN as her face runs the gamut... until finally we're in MAXIMUM CLOSE UP for what looks very much like 'resentment.' She makes a decision:

She gets up. And leaves the money on the table.

INT. BAR - DAY

"Wheel Of Fortune" is on. Sam, at the bar, nurses a shot and watches the TV, smiles ironically to himself. The bar's dark but through a small slit in the door we see it's a bright, sunny day outside.

Prelap a ringing PHONE... then, HANNAH: "Leave a message..."

LATER: PHONE BOOTH IN BAR - Sam clears his throat, drunk:

SAM (V.O.)

You there? Hannah? This is your cell phone... so I guess it'd be weird if you could hear me.

(beat)

Can you?

(beat)

I've had a little to drink.

(beat)

Wow, I'm gonna hate that I made this call later... but it's-- no, this is exactly what I needed to light an ass under my fire... anyway, my mom's going into Cedars tomorrow; uh, Cedars is a hospital, not a forest... so... it's for this thing... and I wanted to let you know...

(growing emotional)

And also... there's another reason I'm calling. To tell you, to say that, uhm--

BEEP. The voicemail tells him: "Your message time has expired." Sam laughs, hangs up.

INT. HARPER HOUSE - MORNING

Lillian packs a small suitcase for the hospital. Searches the closet, unable to avert her eyes from the racks of her husband's clothes hanging there. And that projector and box of 8mm films.

Something stirs in her...

INT. HOSPITAL CORRIDOR - DAY

Lillian's in a wheelchair, being wheeled toward the O.R. by a nurse. Sam follows, looking like hell. They still haven't spoken. The nurse stops at double doors. Lillian summons courage. Sam sees her fear...

SAM
(forces a smile)
Be here when you get out.

She looks at him for an emotional beat, before the nurse wheels her off through the doors. He watches her go.

INT. HOSPITAL CORRIDOR - WAITING AREA - NIGHT

It's late at night and Sam sits under fluorescent hospital lights, staring off, lost. A shadow passes, then someone stops in front of him. Slowly, he looks up...

HANNAH. He draws back, the last person he expected to see.

HANNAH
Finish your sentence. What's the other reason you were calling?

He swallows. Gets up the nerve. To say...

SAM
I'm sorry I lied.
(voice cracks)
That I'm just so... so sor--

He loses all restraint and just plain loses it. It's a total release of everything that's been building inside him.

Hannah holds him as he cries. He keeps repeating the words "I'm sorry... I'm sorry..." -- and we feel in the depth of his regret, it isn't just Hannah he's talking to now...

INT. HOSPITAL CAFETERIA - LATER

The cafeteria's empty except for the two of them, drinking coffee. He taps his hand nervously on the table. She reaches out, gently puts her hand over his to stop him.

SAM
Sorry, I'm just nervous... pretty sure I don't deserve you coming back again...

HANNAH
That's true.

She's smiling warmly. Brushes a strand of hair from his face.

HANNAH (CONT'D)
You look like all kinds of shit.

He nods, he knows.

SAM
I gave her the money.

HANNAH
(soft, simply)
I knew you would.

He's struck. Smiles gratefully.

SAM
I think you're the only person who ever
believed in me.
(beat)
Including me.

Staring at each other. Connected. Then...

HANNAH
You're not coming back. Huh?

SAM
Well, that may be up to the fine people
at the Federal Trade Commission. You
might be harboring a fugitive right now.
Hard to say.

He kind of half-smiles, but she's really worried. A soul
searching pause before he says, with certainty:

SAM (CONT'D)
I'll dig my way out. One mess at a time.
(beat)
But this is where I'm supposed to be.

She's sad, but honestly touched.

SAM (CONT'D)
And I was thinking, maybe you could stay?
We could try again.

HANNAH
I got into NYU.
(beat)
I start in the fall.

It's quiet. His heart sinks. But he fights it all the way:

SAM
Han, that's... great. Congratulations.
Wow.

He looks away for a beat, then back... meaning it when he says:

SAM (CONT'D)
Good for you. Good for you.

He smiles a little.

HANNAH
(eyes welling)
Your timing sucks, y'know? Right when
you turn out to be a halfway decent guy.

He reaches across the table for her hand... she offers it,
squeezing tight...

INT. BIG BLUE BUS - MORNING

Josh stares out from the back of a bus as it nears a JUNIOR HIGH somewhere in the valley. He steels himself for a new beginning.

INT. JOSH'S NEW SCHOOL - MORNING

Josh makes his way through the hall, passing other kids flirting, laughing, putting books in lockers. No one's really paying attention to him -- he's plankton on the food chain.

INT. CLASSROOM - DAY

CLOSE on a teacher's hand, passing out COURSE CURRICULUMS to students at desks -- we don't SEE the teacher, nor are we wide enough to see the students as we TRACK down the aisle --

TEACHER
Our course materials are designed with the career-oriented student in mind...

As we come to... FRANKIE. Sitting at a desk. We're not with Josh at all, but in an ADULT EDUCATION COURSE at LA CITY COLLEGE... as Frankie skims the curriculum tentatively... unsure about being here...

TEACHER (CONT'D)
Our first semester covers Landscaping in the Age of Technology, pricing your proposed design, interior plantscaping...

Her cell BUZZES: "Josh."

EXT. JOSH'S NEW SCHOOL - DAY

Frankie crosses the empty school yard, worried. JOSH sits against a wall. She gives him a little grin, sits beside him.

FRANKIE
What's up, Kid?

He looks down at the cement, plays with a twig.

JOSH
I don't wanna be here.

FRANKIE
... what happened?

JOSH
Nothing. I just don't wanna be here.

He struggles, some emotion slips out of hiding... longing.

JOSH (CONT'D)
It's not fair.

FRANKIE
What isn't?

JOSH
Everything.

She thinks about it. Nods...

FRANKIE
It isn't. None of it's fair.
(beat)
But you know what?
(then, gently)
I'm glad you called me.

He looks at her. Appreciates that she didn't argue, or try to give him some bullshit pep talk. They stay there like that.

EXT. HOSPITAL COURTYARD - MORNING

Lillian, recovering but okay, slowly walks the courtyard holding Sam's arm. All around them, sunlight and children playing...

She lowers herself onto a bench. He sits beside her, in silence. Finally:

SAM
I need to know.
(beat)
How you could defend him to me.

She considers the edge she's about to drop off.

LILLIAN
I told him to choose... and he chose us.

There it is. He stares off, angry. Sad.

LILLIAN (CONT'D)
I gave up everything for him. I wasn't
about to let him ruin the one thing I
created, my family, the only thing that
made sense.

He takes it in, struggles with it. Years of things unsaid,
finally on the table...

SAM
If you were me... would you understand?

LILLIAN
I hope you never have to. That you never
know what it's like to love someone, then
find out you weren't enough. You never
feel safe. You feel crazy. I wanted to
protect you from ever feeling that.

For the first time, he registers her heartbreak over his anger.
A sad little chuckle:

SAM
Kinda backfired, huh? Every time he
looked at me... he saw her.
(beat)
I'd've avoided me too.

She knows. Of the many facets of her guilt, this is worst.

LILLIAN
You can hate me, but don't you think I
believed I was flying to your defense?
With all the courage in my heart? You're
my son, Sam. My son. I did the only
thing I could do.

SAM
We're just... never gonna agree on that.
(soft and true)
But I don't hate you, Mom...

She CLASPS his hands, needing this connection...

LILLIAN
When you were little, you always told me
everything...
(MORE)

LILLIAN (CONT'D)
when you were upset, I made it better...
I don't know how to do that for you
anymore...

SAM
(a beat)
Maybe... it's my turn.

That gets her. She looks off. He can't see her face, but her eyes get shiny and start to tear. The sound of kids playing across the quad. Distant laughter, squeals...

LILLIAN
I told him it was my fault. That you
were always so far away.
(beat)
He said... 'Just watch. Sam's gonna
surprise you.'

And that brings him right to the edge...

LILLIAN (CONT'D)
I found something you should see. It's
in his study.

He stares, curious. MUSIC: Ray LaMontagne, "Shelter."

INT. JERRY'S STUDY - DAY

Sam enters. On the desk is the film projector and a single reel of film. Curious, he picks it up.

Sam pulls the shades/ sits in a chair/ turns on the projector. Light BLASTS as the film's projected on the wall...

The images flicker across his face. MOVE IN on him, never seeing what he sees... this is all about his reaction: at first confused, then, stunned... the projector light BECOMES...

EXT. R GAL ARMS - DAY

Dappled sunlight reflecting off the windshield as Sam pulls up outside the R GAL, determined. Cut to --

FRANKIE'S DOOR. Sam knocks. No answer. Knocks again. He peers through the window... empty. All furniture gone. He auto-dials her on his cell: "The number you have reached is no longer in service..."

INT. THE STANDARD - DAY

Sam at the bar, talking with Frankie's manager:

MANAGER
 ... she never picked up her last check...

EXT. CHURCH - DAY

Sam waits outside the church as an AA meeting ends and people flood out. He searches faces, none of them Frankie...

INT. JOSH'S NEW ROOM - NIGHT

A RECORD spins, playing "Shelter." DRIFT PAST moving boxes to JOSH unpacking the albums in a NEW HOUSE -- small, but a house. His eyes fall on something in a box:

The PHOTO of him with Sam and Frankie at the center of the world.

Josh sees Frankie in the kitchen. As before, she cleans. Agitated, trying to erase old demons. Josh makes a decision:

CUT: he pulls the plastic off a new phone book... his finger traces a line down a page, stops on: JERRY HARPER. An address.

EXT. HARPER HOUSE - DAY

And still the SONG plays as Josh walks down the block, comparing house addresses to a piece of paper. He stops in front of the Harper house. Rings the bell. A beat... the door unlocks...

LILLIAN answers. Surprised to find a child there.

LILLIAN
 Yes?

JOSH
 Is Sam here?

LILLIAN
 (sensing something)
 No, he's out. Who're you?

Josh offers her a hand, going formal.

JOSH
 I'm Josh.

And it hits her. Who this is. Who she's looking at. Everything catches in her throat. She looks away, bearing a hundred emotions with dignity... then shakes the boy's hand:

LILLIAN
 I'm Lillian.

The moment holds, until Josh lets go and unzips his backpack:

JOSH
 Um, can I leave him a note?
 (he rummages)
 I don't have a pen.

Her moment of choice. Will she let this boy inside? Into her life. Finally, yes, she opens the door wider. He steps in. She closes the door behind them.

INT. FRANKIE'S CAR - MOVING - DAY

Josh and Frankie are coming back from the market. Grocery bags in the back seat. Josh has opened a bag of chips and eats them in handfuls, crumbs tumbling everywhere...

FRANKIE
 Seriously, enough, we're having dinner.

JOSH
 They're "Sour Cream Green Onion." That's like milk and vegetables --

FRANKIE
 Don't even try.

She grabs a handful herself. He grins. Something new here between them: an easy flow.

EXT. FRANKIE'S NEW HOUSE - DAY

Frankie pulls into the driveway, BRAKES suddenly. Sitting on the stoop is SAM. Nervous. He rises... Frankie swings around to Josh, angry:

FRANKIE
 You did this?
 (he just stares)
Goddamnit.

Josh opens the car door. Hops out, passing Sam, who gives the kid a grateful look. Josh goes in the house. Frankie's still in the car, looking for a way out, but she's cornered -- FLINGS her door open, Sam jumps back to avoid getting hit as she hurtles past -- he pursues close behind, OVERLAPPING URGENTLY:

FRANKIE (CONT'D)	SAM
-- fuck <u>off</u> --	-- I'm sorry! I am <u>so</u> sorry, what I did makes me sick--

FRANKIE (CONT'D)
-- are you kidding me?! You want <u>sympathy</u> ?!

SAM
 I want a little room for inconsistency!
 Temporary insanity! You knew your whole
life he had another family --

She WHIRLS on him, looking like she's gonna throw a punch --

FRANKIE
That's your excuse?

SAM
 You wanna hit me again? Go ahead, I
 deserve it --

Fuming, she keeps marching for the house -- he keeps following --

SAM (CONT'D)
 I wanted to tell you... so many times --

FRANKIE
 It wasn't optional! Were you just gonna
 lie to us forever?! Jesus, you're worse
 than he ever was --

SAM
 Probably, but I'm still your brother --

FRANKIE
No: you don't get to play that card now
 cause it's convenient, it means nothing --

SAM
 It means I'm the only one in the world
 who knows what it was like to be his kid
 too --

FRANKIE
Stop talking. I hate you. Hate. Leave.

She turns away again, moving off -- something in him just SNAPS:

SAM
 STOP TURNING YOUR BACK ON ME! I'VE HAD
ENOUGH OF THAT FOR ONE FUCKING LIFETIME!

The force of that stops her. He exhales...

SAM (CONT'D)
 (quiet plea)
 ... haven't you?

She stands there, fighting her heart. He looks away, almost
 wistful...

SAM (CONT'D)

Man, I just wish... we'd even had a chance to watch out for each other when we were kids. You know? Taken care of each other... like we were supposed to.

(his voice cracks)

I think we really could've used that.

That starts to bend her resolve. He takes a step closer...

SAM (CONT'D)

And if you walk away now, all that shit inside you -- you'll never let it go. Never. I swear to you. You'll be going along in ten years, or twenty, and it'll hit you: what is my life? I am alone.

(beat)

Is hating me worth that?

FRANKIE

Don't try and bullshit me into thinking this is all for me...

Long silence. He nods:

SAM

Yes. You're right. I want... to know you.

(beat)

I just... I wanna know you.

She sighs. Looks off. Is he getting through?

FRANKIE

I left the money on the table. I thought: 'fuck him, he's trying to buy my forgiveness.'

(beat)

Got all the way to the elevator. And it hit me: I couldn't do that to Josh. He deserves... more than what we had.

"We." He takes another step, wary but hopeful...

SAM

He wanted that too. For all of us.

He reaches into his pocket and pulls out a piece of paper. It's Jerry's note. Her eyes dance, reading her father's last words:

Take care of them.

SAM (CONT'D)
 You said... he took you on picnics. Your
 mom kept taking you after he left.
 (she doesn't understand)
 Lemme show you something... please.

And for a long beat, we don't know WHAT she's gonna do...

INT. FRANKIE'S NEW HOUSE - DUSK

WHOOSH: curtains are drawn. The room gets dark. Sam clicks on the projector.

Frankie stands at a distance from him, arms crossed. Still not giving in. Josh slides onto the floor munching Doritos...

Numbered leader flickers across the white wall: 5... 4... 3... 2... hand-held, grainy 8mm footage. We're behind the steering wheel of a PARKED CAR. The MAN behind the camera is GLIMPSED as a reflection in the rear-view mirror...

We recognize his EYES: it's Jerry.

Seeing him, Frankie's rocked. Stares with cold fascination as:

ON SCREEN: CAMERA PANS to the passenger window, looks out on a PARK. Kids on a playground... ZOOM to a BOY on a swingset: EIGHT-YEAR-OLD SAM. Serious-looking, with thick glasses -- Sam runs on the playground, playing tag... now the camera TURNS, finding a new focus across the park:

FRANKIE, EIGHT YEARS OLD, is having a picnic with her MOTHER.

FRANKIE'S FACE, OUR FRANKIE: a start of intense amazement... tears well in her eyes, she fights to keep them from spilling...

ON SCREEN, Little Frankie runs off to join the other kids... CAMERA FOLLOWS as she climbs the monkey bars, right next to...

LITTLE SAM. That's why Jerry never got out of the car. It was the only way to see his kids together. A profound act of love neither of them can deny...

As Frankie keeps watching the film, she takes a few steps closer to Sam, though she isn't even aware of it.

ON JOSH. Who smiles. Because he sees...

The siblings standing side-by-side, mirror images of each other. Watching themselves play as kids a lifetime ago.

FADE OUT.

T H E E N D