

WHEN IN DOUBT, SEDUCE

Written by

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FIRST DRAFT
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INT. UNIVERSITY OF CHICAGO THEATER, 1955 - NIGHT

The play is terrible. But its star, MIKE NICHOLS (24), dressed as a butler, is trying very hard.

MIKE

*I might love you? Yes, no doubt
about it, you're pretty, you're
refined. Nice, when you want to be.
You are like burning wine.*

He is playing opposite ANN PETRY (22), equally awful.

ANN

*Let me alone! That's not the way to
win me!*

In the second row, a WOMAN doesn't even try to hide her eyeroll. She brings her hand to her mouth, stifling a laugh.

As he continues his performance, Mike NOTICES her.

MIKE

*In what way then? Not with caresses
and pretty words, not with
forethought for the future, escape
from disgrace? In what way then?*

His eyes dart between the woman and Ann. Embarrassment and shame cross his mind, but mostly ... he knows.

ANN

*I don't know! I loathe you like
vermin, but I can't be without you.*

Mike gets distracted. For a brief second, he makes eye contact with the stranger. Gulps down a breath.

She is ELAINE MAY (24), shoulders shaking in silent laughter.

MIKE

Run away with me!

His face shows guilt -- he's going to be distracted for the rest of the performance. Hers shows none.

EXT. UNIVERSITY OF CHICAGO CAMPUS - MORNING

Mike walks with a fellow student, SUSAN, between classes.

SUSAN

*I didn't hear your radio show this
morning.*

MIKE
I got sacked again.

SUSAN
What? Why?

MIKE
They really prefer it when you show up for your shift.

SUSAN
I think your landlord really prefers it when you pay rent.

MIKE
(shrugs)
Don't worry about me. The station always ends up taking me back.

A NEWSPAPER VENDOR drops today's copies of the CHICAGO DAILY NEWS into a machine. Mike GRABS ONE, leaving only a casual--

MIKE (CONT'D)
Thanks, fellas.

--as he keeps walking.

MIKE (CONT'D)
Sidney Harris came to the show last night.

SUSAN
Oh, shit. Are you sure you want to read his review?

Mike frantically flips through the pages. She scans his face and is surprised when he LIGHTS UP.

MIKE
I gotta run.

He takes off, DARTING toward--

INT. COFFEE SHOP - MINUTES LATER

Out of breath, Mike runs in, waving the paper--

MIKE
Paul, Paul!

His friend PAUL SILLS (24), in an apron, looks up from his conversation with a girl, whose back is to Mike.

PAUL
The review?

Paul starts reading. The girl SPINS to read over Paul's shoulder, and Mike realizes it's the girl from the front row.

PAUL (CONT'D)
(reading)
"As Jean the valet, Mike Nichols is--"

MIKE
"--magnificent."

ELAINE
Ha!

Paul tries to cover--

PAUL
Sorry. Mike Nichols, Elaine May. Mike's one of the best actors at UC, and Elaine's in my company downtown. She's the only person on campus as hostile as you.

They shake hands, but--

ELAINE
I'm not hostile.

PAUL
Really? 'Cause I know about thirteen guys who'd beg to differ.

MIKE
Fourteen. I saw you last night in the second row. Your face was 100 percent hostile.

ELAINE
I can't help it if my face has an opinion about offensive theater.

Mike is taken aback by this confident, openly mean stranger.

MIKE
Paul's your friend. He directed it.

ELAINE
He knows it's shit just as well as I do. And you know it, too. Strindberg couldn't write a woman if his life depended on it.

(MORE)

ELAINE (CONT'D)
And look at you -- look at your nose. You can't play a servant with a nose like that. Also it was just bad. But anyway, Harris has called you magnificent, so why do you care what I think?

Mike doesn't have an answer. With an kind-hearted laugh--

ELAINE (CONT'D)
I gotta go.

And with that, she LEAVES, as Mike WATCHES.

PAUL
Don't.

MIKE
What?

PAUL
Elaine's a bit of a black widow. She goes through guys almost as fast as she goes through Parliaments.

MIKE
That's not necessarily a dealbreaker.

PAUL
Every guy at Compass is in love with her. You'd be a little stupid not to be in love with Elaine. But I'm telling you -- it never turns out good.

The idea, though, is already in his mind.

EXT. UNIVERSITY OF CHICAGO CAMPUS - MOMENTS LATER

Elaine stands a little less tall now, leaning against the wall of a PHONE BOOTH, mid-argument.

ELAINE
What do you mean, she doesn't want to talk to me?
Mother, I--
She's six. What could she possibly be busy with?
You're right, *how would I know.*
Fine. Just -- tell Jeannie I love her. Tell her Mommy loves her.

She hangs up. The dime clanks on the pile of other dimes. She pushes off the phone booth and leaves.

A GUY (20s) notices her on the street--

GUY
Hey, Elaine! Where's your broomstick today?

ELAINE
Why? You want to shove something up your ass?

He's silenced, and she keeps going.

INT. COMPASS THEATER - NIGHT

Elaine stands onstage with SHELLEY BERMAN (30).

SHELLEY
To start, we'll take a suggestion from the audience. Throw out a word or a situation, and we'll turn it into a scene on the spot.

The crowd is largely quiet, save for a couple MURMURS -- we CHANGE PERSPECTIVE to see that the audience is about eight people, including a guy who might be jerking off in the back.

AUDIENCE MEMBER
Heart attack!

SHELLEY
Heart attack. Beautiful. I'm going to take it to mean you're suggesting a scene about a heart attack, not announcing your own.

Shelley brings a pantomime PHONE to his face; Elaine follows. His comedy is all facial expressions. Elaine's is all verbal.

SHELLEY (CONT'D)
Hello, Operator? I need an ambulance right away. I think my sister-in-law is having a heart attack.

ELAINE
Oh, that sounds bad. What's your address?

SHELLEY
7575 Blunderbuss Avenue.

ELAINE

That's a nice neighborhood. Do you live there? You must do pretty well for yourself.

SHELLEY

*Are the paramedics on their way?
She's not breathing.*

ELAINE

Yes, yes. So is this your wife's sister or your brother's wife?

SHELLEY

(increasingly agitated)

My brother's wife. Why would that matter? Madam, I am in desperate need of an ambulance. I do not have time for--

ELAINE

Sir, I've alerted the authorities. The ambulance is on its way. But you must stay on the line until they arrive.

SHELLEY

(relieved)

All right.

ELAINE

You sound very nice.

SHELLEY

Thank you.

ELAINE

What do you look like?

SHELLEY

I'm sorry?

ELAINE

What do you look like? I'm trying to distract you from a stressful situation with chit-chat. What do you look like?

SHELLEY

I don't really want to chit-chat right now. Should we be doing compressions or something?

ELAINE

*Can you do them correctly? Are you
a doctor?!*

INT. COMPASS THEATER - LATER

The HOUSE LIGHTS are up, and the COMPANY -- Elaine, Shelley, Paul, DAVID SHEPHERD (28), and BARBARA HARRIS (21), among others -- is smoking and drinking after the show.

PAUL

We took in \$38 tonight.

BARBARA

How much do we need, realistically?

DAVID

\$500 a week.

BARBARA

So this is less.

SHELLEY

We could raise ticket prices.

DAVID

We've got a demand problem. Raising prices isn't going to solve that.

ELAINE

We could beg.

SHELLEY

That's embarrassing.

PAUL

We need new blood. I'm going to invite some actors from UC down.

There's some mild groaning--

PAUL (CONT'D)

And from now on, you gotta pay for your drinks.

--but that gets more than a groan.

INT. APARTMENT - MORNING

Close on a HAND as an ALARM CLOCK goes off. The hand TWITCHES briefly as it wakes, and it sleepily rubs its owners face.

The sleeper is only still for a moment before jumping out of bed and padding quickly to the BATHROOM.

He reaches for a WIG, resting on a stand, and briefly we see MIKE'S BALD HEAD in the mirror as he puts the wig on.

Fastidiously, routine, he AFFIXES EYEBROWS to his face -- gluing them, positioning them, checking their hold.

He checks the wig again.

Once satisfied, he reaches for his toothbrush.

INT. LECTURE HALL - EVENING

Mike and Susan are bored while a PROFESSOR (50s) drones on.

PROFESSOR

Although working from different perspectives, both Schweitzer and Freud came to the conclusion that humans have a desire to protect and propagate life...

Mike nudges Susan.

MIKE

This is bullshit.

SUSAN

Shh.

PROFESSOR

Were you saying something, Nichols?

MIKE

I said this is bullshit, Sir.

PROFESSOR

Would you care to expand on that?

MIKE

First of all, this is Psychology 105, and as a philosopher, Schweitzer has no place here. Schweitzer is concerned with civilizations: "The ethical perfecting of the individual as well as society." Freud couldn't give two shits about society. The life instinct is about self-preservation. Food, sleep, sex. Period.

Susan sinks down in her chair, pretending not to notice him. Another STUDENT raises a hand, is called on, under--

MIKE (CONT'D)
I should be paying myself \$60 a
credit for this school.

SUSAN
Do you ever shut up?

MIKE
No.

TIME CUT TO:

The class is excused, and students FILE OUT. As Mike and Susan are about to leave--

PROFESSOR
Michael? A word?

Susan shoots Mike a look -- uh-oh -- and leaves.

PROFESSOR (CONT'D)
Mr. Nichols, you're very bright.

MIKE
What, but I'm a smug asshole?

PROFESSOR
(laughs)
Well, if the shoe fits... No,
listen, you're a smart kid. But you
come to one out of every three
lectures, and every time you try to
start a fight with me. If you want
to be taken seriously, do the
assignments, challenge your
classmates -- and me, for that
matter -- respectfully, and stop
assuming you're the smartest person
in the room. Until then, I won't
call on you. Got it?

Chastened, maybe, Mike nods. Leaves.

INT. ILLINOIS CENTRAL - RANDOLPH STREET STATION - NIGHT

Mike's steps echo as he hurries down the steps onto the platform. He realizes there is no train coming, hardly anyone around. Except...

Elaine sits on a bench with a book. It is the first time they've ever been alone. Their first opportunity for a conversation. And for whatever reason, Mike goes with--

MIKE
(thick Russian accent)
May I *seet* down?

ELAINE
(without looking up)
Eef you veesh.

He produces a cigarette.

MIKE
Do you *haff* a light?

ELAINE
Yes, *zertainly*.

She produces one.

MIKE
(under his breath)
I had a lighter but I lost *eet* on
57th Street.

ELAINE
Oh, of course. *Zen* you are ...
Agent X-9?

His eyes go wide.

ELAINE (CONT'D)
I'm Z-12.

MIKE
(laughs a little)
I'm very glad we've finally made
contact.

ELAINE
Yes, you're a little late.

MIKE
Well, I lost the microfilm.

ELAINE
Did you really?

MIKE
I had sewn it in the lining of my
trenchcoat, and I accidentally sent
it to the cleaners.

ELAINE
And you forgot?

MIKE

Yes.

He's given her a dead-end here, but she pushes forward, confident enough to carry this little scene on her shoulders.

ELAINE

Oh, I lose money and keys and everything, but microfilm. They're going to be furious.

MIKE

I was so afraid the head would find out. But I went back to the cleaners and it was watertight, thank Lenin.

ELAINE

I mean, the microfilm isn't too important. They're gonna publish that in Life Magazine next week. But the little prints, those are very secret. They're just ... top bureau drawer.

The train clatters in the distance, arriving. She gets up.

ELAINE (CONT'D)

Do you want to get a cup of coffee?

MIKE

Oh, I don't like to discuss the plans in public.

ELAINE

Of course. That's why we should go to zee safehouse.

Mike DROPS CHARACTER for a second, caught off guard--

MIKE

Are you ... inviting me back...?

He catches himself as she BOARDS the train, looking back at him expectantly. He follows her into the car, PICKS BACK UP.

MIKE (CONT'D)

I mean, of course. If we are to blow up the big dam -- I won't say which one, I think you can probably guess -- we should get to work. You should take me to the safehouse immediately, before any American spies catch wind of our operation.

The train pulls away.

EXT. CHICAGO STREET - NIGHT

Looser now, Mike and Elaine approach her basement apartment.

ELAINE

And how did you come to join the
Soviet mission?

MIKE

I volunteered. I just wanted to see
America. The cars, Mount Rushmore,
"I Love Lucy." I feel you cannot
truly hate America until you have
seen its national treasures.

She lets them inside--

INT. ELAINE'S APARTMENT - CONTINUOUS

--her dingy apartment, and they drop the act. Suddenly things
are very real. They stand, looking at each other and at her
apartment, until she breaks it--

ELAINE

Are you hungry?

TIME CUT TO:

Elaine cooks two hamburgers while Mike watches.

MIKE

My mother was sick, so she put us
on the boat by ourselves. I was
seven. My brother was three.

ELAINE

That must have been terrifying.

MIKE

She pinned two phrases to the back
of my coat: "I don't speak English"
and "Please don't kiss me."

ELAINE

What happened to her?

MIKE

It took her another year and a half
to get out of Germany. But she made
it to New York and fought with my
father until he died of hating her.

She slathers cream cheese and ketchup on the finished burgers. He tries to hide his confusion as she hands him one.

MIKE (CONT'D)
I haven't had a very happy life,
Elaine.

ELAINE
I'm not going to bed with you just
because you're a tortured refugee.
The sandwich will have to do.

MIKE
I gotta be honest. It's pretty
gross.

ELAINE
Take it or leave it.

MIKE
I'll take it.

She watches him for a beat.

ELAINE
(nonchalant)
Do you go hungry a lot?

MIKE
(too quick)
No. I can usually bum off Paul at
the restaurant.

ELAINE
You know, you are the worst kind of
snob.

MIKE
Thank you.

ELAINE
Paul and David pay \$28 a week at
Compass. And they're looking for
fresh meat. I'm surprised Paul
hasn't asked you already.

MIKE
He did. I said no.

ELAINE
Why?

MIKE
Improvisations? No. I couldn't.

ELAINE

You just did twenty minutes on
Agent X9 and Anastasia or whatever
the fuck--

MIKE

No, no. I need a script. I need the
classics -- Strindberg,
Shakespeare...

ELAINE

(shrugs)

I think you just need practice. Or
maybe you just need me.

INT. COMPASS THEATER - NIGHT

A Compass rehearsal period. Mike watches awkwardly. Elaine, Paul, and other company members explain the "rules."

ELAINE

There are four rules for
improvisational performance. Number
one: You can't deny reality. If
another actor declares something to
be real, it is.

Here, a QUICK POP to this rule in action--

INT. THEATER - NIGHT

Paul mimes DRIVING A CAR, taking a step in front of Barbara.

PAUL

Where to, ma'am?

BARBARA

(snooty)

54th and Park. And hurry.

Paul looks over his shoulder at her.

PAUL

*Oh, my God, you're that actress,
aren't you? Don't tell me--*

BARBARA

Sylvia Hottentott, yes.

PAUL

I'll be damned!

(serious)

(MORE)

PAUL (CONT'D)
Is it true you were born with three eyes?

AND BACK TO:

INT. THEATER - NIGHT

DAVID
Number two: Always make the active choice when faced with a decision.

Another QUICK POP--

INT. THEATER - NIGHT

Shelley and Elaine stand on stage.

ELAINE
Darling, I have to tell you something. Today, while you were at work, the kids found a stray in the yard. And I know we've agreed not to get a pet, on account of your asthma and everything, but the kids -- they just fell in love with the little guy, and I couldn't say no.

SHELLEY
Oh, Helen, you know how I feel about dogs.

ELAINE
That's the thing -- it's not a dog. It's an aardvark.

AND BACK TO:

INT. THEATER - NIGHT

PAUL
Three: Your job as the actor is to justify whatever happens onstage. Anything is possible.

Mike nods, overwhelmed.

Another QUICK POP--

INT. THEATER - NIGHT

David and Shelley on stage--

DAVID

Hand to God, the ghost of Abraham Lincoln just performed the Gettysburg Address on that street corner and then jumped in a cab.

SHELLEY

Well, don't just stand there. Which way'd he go?

AND BACK TO:

INT. THEATER - NIGHT

MIKE

I thought you said there were four rules?

Elaine sidles up, whispers--

ELAINE

When in doubt, seduce.

And now Mike learns to improvise--

INT. THEATER - NIGHT

Shelley, onstage, MIMES setting a table. He's very detailed, like a classic butler, straightening imaginary forks and wiping imaginary spots off imaginary crystal.

In the WINGS, Mike WATCHES Elaine buckle her shoes, paying no attention to Shelley. She catches him.

ELAINE

What?

He tries to turn his attention anywhere else -- *Shelley seems quiet.* Oblivious, Mike tries to "help" by entering the scene, WALKING STRAIGHT THROUGH Shelley's "table."

The audience GROANS. This fucking guy.

INT. DINER - NIGHT

Elaine drinks coffee and smokes a cigarette, Mike beats his forehead against the table.

INT. THEATER - NIGHT

Paul animatedly moves around the stage, playing a CORPORATE BOSS commandingly.

PAUL

Get me the head of Dow Chemical on the phone, a hot cup of black coffee, and tell my wife I won't be home until late. Probably not until tomorrow. Maybe never.

Mike can't keep up, trailing him as Paul looks over his shoulder, waiting for Mike to help him out. Mike TRIPS OVER HIS OWN FEET.

This gets a laugh, but not for the right reason.

INT. DINER - NIGHT

Elaine's still smoking, and Mike's still despondent.

ELAINE

It could have been worse.

MIKE

How?

ELAINE

You could have been naked.

INT. THEATER - NIGHT

Elaine mimes getting into a car.

ELAINE

Come on, Tommy, get in the car.

MIKE

(looks at the empty stage)

What car?

This is a huge jackass move. Elaine barrels forward.

ELAINE

Thomas Jefferson Ogbert, get over here right now -- ooh, just you wait until your father gets home.

INT. DINER - NIGHT

Elaine's still smoking. Mike looks up at her.

MIKE

I'm sorry.

ELAINE

(shrugs)

You're learning. You're the slowest learner since Napoleon, but still.

MIKE

Still.

She goes back to her cigarette.

INT. THEATER - WINGS - NIGHT

Mike and Elaine wait backstage as a SMALL AUDIENCE laughs gently at Shelley. Barbara sits nearby, doing a CROSSWORD.

MIKE

This is the last time.

ELAINE

Fine.

MIKE

I'm serious. I'm done after tonight. I'll go back to University plays. I'll get my job at WFMT back. Or maybe I'll become a doctor. I don't know.

ELAINE

You wouldn't be a very good doctor.

MIKE

That's a rotten thing to say.

ELAINE

I got a papercut the other day and you almost vomited.

Shelley's act ends, and he pushes back into the wings.

MIKE

This is humiliating.

ELAINE

(ignoring that)

Let's be English. You be a riding instructor, I'll be your student.

There's no time to consider it -- they're already pushing...

INT. THEATER - ONSTAGE - CONTINUOUS

...onstage, the lights blinding. In English accents--

MIKE

Lovely day for a ride, isn't it?

ELAINE

I'm quite nervous, actually. What if my horse just runs off into the woods without me?

MIKE

First of all, horses don't run -- they gallop. And second of all, we put all of our beginner students on this special horse. He hasn't done more than a canter in five years. Not since his left two legs were injured in the war. If you stay calm, so will he.

ELAINE

All right then. What's his name?

MIKE

Hell Bitch.

This gets a laugh. MIKE'S FIRST. Sitting in the wings, Barbara looks up from her puzzle, notices Mike.

MIKE (CONT'D)

Let's start with a basic walk.

He DEMONSTRATES, gracefully, leaving Elaine to follow, while MIMING THE HORSE'S LIMP. She is easily an expert at it.

MIKE (CONT'D)

Are you feeling confident?

ELAINE

Oh, no, not in the least, sir--

MIKE

Wonderful. Let's move on to a trot. A trot is an elegant, efficient gait--

Barbara sets down her crossword puzzle and gets up, scurrying through the wings and hallways until she's exiting into the--

INT. LOBBY BAR - CONTINUOUS

--where the guys are throwing back drinks like fiends.

BARBARA

(elated)

Come quick.

PAUL
What's wrong?

BARBARA
Mike's got a character.

They set their drinks down, take off after her, back into--

INT. THEATER - CONTINUOUS

--where the audience is MID-LAUGH.

Elaine is now TROTTING around Mike in a circle, with an elaborate limp.

DAVID
(whispers)
I don't get it.

MIKE
*Very nice, very nice. Try to keep
your back straight.*

ELAINE
(out of breath)
*Are you kidding? I can't keep
anything straight.*

MIKE
Certainly not the instructions.
(a beat, more laughter)
*Lightly tug on your reins to stop
the horse from moving.*

She mimes her attempt to stop, ungracefully falls to the ground. Mike watches her from above.

MIKE (CONT'D)
(dryly)
*If I didn't love watching them fall
down so much, I'd close this farm.*

The audience claps, including the other Compass Players, the lights go down, and Elaine gets up. He pulls her into the--

INT. THEATER - WINGS - CONTINUOUS

--backstage, elated.

MIKE
There was this moment-- I just -- I
looked at you --

ELAINE

I know--

MIKE

I realized that you would end up --

He MIMICS her motion -- spinning his finger and CRACKING HIMSELF UP.

MIKE (CONT'D)

And I knew you realized it, too. I mean, you are a goddamn genius.

ELAINE

Thank you.

MIKE

I mean it. It was like I could read your mind.

She's smiling like crazy, and he can't help it--

He goes in for a kiss. It's tentative at first, but it grows quickly. They're breaking a tension that's been building since that night on the train platform.

She relaxes into it, stretching her fingers around his waist and to his back, drawing him closer.

He's surprised by it -- enough so that he pulls away and looks at her.

ELAINE

Well, shit.

INT. THEATER - NIGHT

A little more professional, a little bigger audience. Real costumes. They sit side by side on a BENCH.

ELAINE

But this is our first date, and I--

MIKE

I know what you're going to say. Can I tell you what you're going to say? Because I've heard it before. You're going to say that I wouldn't respect you. Right?

ELAINE

I--

MIKE

*Listen, Jenny. I wanna tell you,
right here and now, that I would
respect you like crazy.*

This gets a HUGE LAUGH. A real laugh.

MIKE (CONT'D)

*You can't even imagine how I would
respect you.*

ELAINE

*Are you sure you wouldn't just be
grateful?*

MIKE

No! I'm talking about respect.

ELAINE

*Well, um, can I ask you something?
OK. Um, this is a very hard
question to ask, so I would
appreciate it, really, if -- just
tell me the truth. Um, do you like
me?*

MIKE

Oh, yeah. Oh, I do. I do.

ELAINE

*Really? Because I just want you to
know something. I really like you.
I know you don't believe this --
I've never done this before with a
boy. I really like you. You really
like me?*

MIKE

Yeah.

ELAINE

*Um. OK. OK. Will you hold this for
me?*

She hands him her cigarette and starts carefully, nervously, removing her sweater, a cotton sleeveless blouse underneath. She folds it awkwardly in her lap.

ELAINE (CONT'D)

You really like me?

He just nods, transfixed.

As she starts to unbutton the blouse--

MIKE

*Do you think you're gonna go to
college when you get out of high
school?*

Another huge laugh. Elaine, steady, CLOCKS his eyes -- darting around, nervous, but always coming back to hers.

INT. ELAINE'S APARTMENT - NIGHT

Elaine opens the door, Mike at her heels. As soon as the door closes, he presses her against it and kisses her. He reaches for the hem of her sweater; she loosens his bowtie.

She gestures to the bedroom, tugs him toward the door. He doesn't immediately follow.

ELAINE

Mike?

MIKE

*Yeah, no -- I mean -- I want to,
trust me, I do. I just -- I gotta
tell you something first?*

ELAINE

OK. Do you want a glass of wine?

MIKE

Do you have wine?

She opens the fridge, produces ... one can of beer.

TIME CUT TO:

INT. ELAINE'S APARTMENT - LATER

Mike and Elaine are sharing the beer, passing it back and forth on her couch.

ELAINE

So you wanna tell me what's on your mind?

MIKE

I just ... there's something I haven't told you. Something ... unpleasant.

ELAINE

OK ... that's OK.
(a beat)

Do you want me to guess?

MIKE

(laughs awkwardly)

No. I, um, don't laugh. But--
(a breath)

This is a wig. False eyebrows. I'm bald. Look at my arms. The thing is -- I had an allergic reaction to the whooping cough shot when I was four. The doctors called it a "permanent denuding," which is about as mortifying a phrase as they could find for such a mortifying condition, and--

She's been holding it in, and she can't anymore. She LAUGHS.

MIKE (CONT'D)

You evil cow!

ELAINE

No, no! I'm not laughing at you, I swear. I'm only laughing because everybody knows.

MIKE

What?

ELAINE

Everybody knows. I mean, I didn't know the part about the whooping cough vaccine, but--

MIKE

Who's everybody?

ELAINE

Everybody. The company. The university. The state of Illinois.

MIKE

Oh my God.

He moves to get up.

ELAINE

No, stop. Come here.

She pulls him back down and climbs into his lap.

ELAINE (CONT'D)

Everybody knows. Nobody cares. I don't care.

MIKE

You don't?

ELAINE

Why would I? So you're weird. Who isn't?

He considers this for a moment.

MIKE

But being peculiar is how I've defined myself. My father died when I was eleven, and I spent the rest of my childhood reading Eugene O'Neill and hiding from my mother.

ELAINE

Did she hurt you?

MIKE

Not physically, no. But she can be mean as hell, and she's a textbook narcissist. She had affairs with a bunch of my teachers, and she was always in and out of the hospital with diseases she invented.

ELAINE

My father died when I was young, too. I was nine, and it was like he took all the happiness with him.

MIKE

Are you trying to one-up me on tragedy?

ELAINE

You survived Nazi Germany. You win forever. But you don't have a monopoly on terrible mothers.

MIKE

I just -- I've always been the friendless little bald kid. This is the first time in my life I've had anything good.

ELAINE

Am I a good thing?

MIKE

Yes.

ELAINE

(dry)

This is very exciting. I've never
been a good thing before.

He kisses her.

ELAINE (CONT'D)

You wanna know a real secret?

MIKE

What?

ELAINE

I have a kid.

MIKE

(genuinely surprised)

You ... what?

ELAINE

She's six. She lives with my mother
in Los Angeles. Her name is
Jeannie. She hates me.

MIKE

I'm sure that's not true--

ELAINE

She doesn't know me. I wanted out
of my mother's house so bad, and
the only way I knew how was to get
married. But I wasn't very good at
it, and Marv was worse. So I
bolted. I moved here, started
auditing classes, met Paul. I only
wish I'd done it before -- you
know.

MIKE

I get it.

ELAINE

See, I'm way weirder than you.

MIKE

Maybe.

ELAINE

Are you done being neurotic now?

MIKE

I'm not sure I'll ever be done
being neurotic.

ELAINE

Well, could you try to be done long enough to take me to bed?

He considers her a moment, sets the beer can aside. But instead of taking her to bed, he tackles her here, pressing her into the couch while she laughs.

INT. THEATER - NIGHT

Mike, with Barbara, watches Shelley and Elaine perform a telephone routine, but he's not really hearing it. The audience, at least, is finding it very funny.

BARBARA

You look upset.

MIKE

I was just thinking -- she's good with everyone, and I'm only good with her.

INT. DINER - NIGHT

All the Compass Players are sitting around a table. Mike keeps trying to keep Elaine's focus.

MIKE

I want to do like a bored Princess Margaret thing.

ELAINE

What's that?

MIKE

You know, because her husband is such a loser. I'll play the husband.

ELAINE

I have no idea what you're talking about.

MIKE

The queen's sister. And her husband, Tony Whatshisname.

ELAINE

Elizabeth.

MIKE

That's the queen. The sister.

ELAINE
 (shrugs)
 I only read plays.

David stands, raises a glass.

DAVID
 To The Compass's first profitable
 week.

Everybody cheers.

INT. THEATER - NIGHT

Mike and Elaine are back in their seats onstage, the teenagers in the car.

ELAINE
*Have you noticed the lake at all? I
 mean, it's just -- suicidally
 beautiful tonight.*

MIKE
Yeah. It's OK. It's really OK.

ELAINE
 (noticing)
Oh. There is a full moon.

She takes a drag off her cigarette as he looks at the "moon."

MIKE
Son of a gun.

He goes in for the kiss. She doesn't respond. After a beat, she EXHALES HER CIGARETTE SMOKE out of the side of her mouth, toward the audience, who LAUGHS uproariously.

He tries to suppress a COUGH, but ends up just laughing into her mouth. This just makes the audience laugh more.

Their hands get TANGLED between their bodies as they try to keep their cigarettes lit while feeling each other up. It ends with her left ARM pressed between them, passing her cigarette off to her right hand, free.

He NOTICES, breaks for just a second.

MIKE (CONT'D)
Sorry.

ELAINE
My fault.

They go BACK IN, hands righted, with enthusiasm, to much laughter. Finally, Elaine pulls away.

ELAINE (CONT'D)
*Do you think you're gonna go to
college when you get out of high
school?*

More laughter.

INT. ELAINE'S APARTMENT - NIGHT

Middle of the night. Mike is asleep in Elaine's bed. She is awake, watching him, fretting.

She taps him on the shoulder. Nothing. Shakes him gently. Nothing. Finally, elbows him in the ribs -- he turns over with a start.

MIKE
Yeah?

ELAINE
I think I'm in love with you.

MIKE
OK, honey. Let's talk about it in
the morning.
(a beat)
Wait, what?

ELAINE
I know. It's so stupid.

MIKE
It's not stupid. Nothing you say is
stupid. You're the smartest person
I've ever seen in real life.

ELAINE
What?

MIKE
I mean, presumably Socrates was
smarter than you are. Bach,
probably. James Madison, maybe. But
I've definitely never been to bed
with any of them.

He yawns.

MIKE (CONT'D)

This is where you say I'm the
smartest person you've ever seen in
real life.

ELAINE

You're the smartest person I've
ever seen in real life.

For the first time he notices how tense she is--

MIKE

What's wrong? Why are you lying
like that?

ELAINE

Like what?

MIKE

Like you've got rigor mortis.

ELAINE

Because you're the smartest person
I've ever known, and I'm ... this
is real.

MIKE

What do you want? You wanna get
married?

ELAINE

(alarmed)

This is way too serious for
marriage.

He laughs--

MIKE

OK.

ELAINE

We have to stop sleeping together.

--and stops laughing.

MIKE

What?

ELAINE

We have to stop sleeping together.
We have to work, we have to--

MIKE

Is this about my hair?

ELAINE

God no.

MIKE

Are you sure?

She climbs over and onto him now, kissing his lips and face.

ELAINE

Yes, oh my God, yes. We have no money. We have no jobs. We're never going to be doctors. I have a kid who doesn't know me. This is what I have. This is what I'm good at.

She gets emotional.

ELAINE (CONT'D)

I cannot fuck this up.

MIKE

I don't plan on fucking this up.

ELAINE

I will, though. I'll be mean to you.

MIKE

I haven't minded that so far.

ELAINE

I'll be meaner to you.

Mike rubs his eyes.

MIKE

It's too late for me to come up with convincing arguments for why you're ten packs of crazy. I mean, this is good, right?

ELAINE

So good.

MIKE

And we're in love?

ELAINE

Well, I just said I'm in love with you. I don't know where you're at--

MIKE

Yes, you psychopath. I'm in love with you.

ELAINE

OK, so ... yes.

MIKE

And you want to stop?

ELAINE

Yes.

MIKE

You're fucking crazy.

ELAINE

Still. You're not gonna win this one.

He thinks a beat.

MIKE

I take back what I said about you being the smartest person I know.

ELAINE

No, you don't.

She kisses him again. And falls asleep, leaving him awake.

INT. CHURCH - DAY

A title card reads **ONE YEAR LATER.**

Stoic, the backs of two heads -- a bride and groom -- as a PASTOR performs a marriage.

PASTOR

...do you come here freely and without reservation to give yourself to Michael in marriage? If so, say "I do."

And we realize the bride is a stranger -- PAT SCOT, 26. She smiles, laughs briefly.

PAT

I do.

In the CONGREGATION, Elaine and Paul sit politely.

ELAINE

This is a beautiful first wedding.

PASTOR

...give yourself to Patricia in marriage? If so, say "I do."

MIKE
I do.

And so Mike is married. Everyone claps.

EXT. CHURCHYARD - MINUTES LATER

Elaine and Paul wait in the receiving line. Elaine greets Mike first -- friendly, a cheek kiss -- and then his bride.

ELAINE
Best wishes.

PAT
Thank you, Elaine. Your dress is beautiful.

ELAINE
It was on sale.

INT. DANCE HALL - LATER

As dancing is underway at the Nichols-Scot wedding, Paul slips into the seat beside Elaine.

PAUL
So I need to ask you something serious. And this might be a bad time, and I'm not sure how you'll react, so I'm just going to say it and then we can move on from there.

ELAINE
OK...

PAUL
We're setting up a satellite company. Ted, Severn, and some other guys -- I want you to go, if you want to.

ELAINE
Where? Please say Paris.

PAUL
St. Louis.

ELAINE
Ah, the Paris of Missouri.

PAUL

We have a ten-week deal at the Crystal Palace with the possibility for more in success. It's a huge headlining opportunity for you.

ELAINE

Mike's never gonna go for it.

They glance at Mike, dancing with his new bride.

PAUL

You could go solo. They'll give you top billing, even on your own.

ELAINE

No, I couldn't do that. I won't.

PAUL

You wanna at least talk to him about it?

ELAINE

Sure, but look at him. He just bought a house in Hyde Park -- he's never gonna go for it.

EXT. ST. LOUIS - DAY

Mike drives across the Mississippi River, as Elaine, riding shotgun, looks out at the St. Louis skyline.

INT. WESTMINSTER PLACE HOUSE - DAY

Mike and Elaine carry their suitcases into the boarding house where the company lives.

MIKE

Hello?

SEVERN DARDEN (28), gangly and goofy, is the first to greet them.

SEVERN

Hello! We're so glad you're here.

MIKE

I'm Mike, and this is Elaine.

SEVERN

Of course, of course. Come in.

He offers an awkward hand.

SEVERN (CONT'D)
I'm Severn--

They enter the cozy living room, mismatched furniture arranged around a card table. DEL CLOSE (23), NANCY PONDER (25), and TED FLICKER (28) are waiting.

SEVERN (CONT'D)
(pointing)
And here's Del, and Nancy, and Ted.

All greet them with enthusiasm.

MIKE
Sorry to interrupt your card game.

TED
Not at all -- please join us.

NANCY
If you're not too tired from the drive.

Elaine takes off her coat, excited to see new faces.

MIKE
Yeah, I'm afraid I'm beat. ELAINE
It wasn't too bad, actually.
We stopped to eat in Springfield.

MIKE
Sorry--

ELAINE
He did most of the driving. Go on up, Mike.

MIKE
No, no, I'm fine. What are we playing?

NANCY
Canasta. Elaine, you can play with the boys, and Mike, you can play with me and Sev.

SEVERN
I'm sorry, am I not a boy?

NANCY
You're all man, darling.

Elaine jumps into the game. Mike, more reluctant, takes the seat beside her.

ELAINE

I haven't played this since I was a kid -- is this the one with melds?

TED

Yeah, everything's legal except threes.

ELAINE

Right right right.

Ted deals everyone in. Mike leans in and whispers--

MIKE

What the fuck is happening?

ELAINE

Everything is legal except threes.

SEVERN

I've seen the Chicago Compass -- you guys are so funny.

MIKE

Thank you.

SEVERN

The teenagers in the car?
Hilarious. "I would respect you like crazy."

ELAINE

Thank you.

DEL

I think you'll both fit in well here. We're all kind of avant garde, we don't like to do the same sketch more than once.

SEVERN

Don't let that make you nervous -- I know Chicago relied on repeatable bits, and we get it.

MIKE

I wouldn't call it "repeatable bits" so much as polishing and--

DEL

Improvisation is so much more than just a tool to create performance material. Improvisation can be a performance in itself.

ELAINE

I completely agree.

TED

We like to think of ourselves as a circus. We draw on everything from Dostoyevski to the Warren Court to Ed Sullivan censoring Elvis's hips.

NANCY

Selfishly, I'm just so relieved to have another girl in town. I've been alone with these doofuses for too long.

Elaine is excited by this.

ELAINE

Yes! I'm really interested in, like, a "women of Cosa Nostra" thing. Anastasia's mother-in-law -- what is that like?

NANCY

Totally, totally.

MIKE

Elaine and I thought of a bit on the drive down we'd like to work up. A husband who's annoyed with his wife's snoring.

ELAINE

(dismissive)

He thinks I snore.

MIKE

You do snore.

NANCY

That reminds me -- we only have one room left upstairs. Are you all right with sharing?

Elaine waves off Nancy's concern.

MIKE

Yeah, we're fine.

DEL

Last night, we did "My Fair Lady" in the style of T.S. Eliot. It was hilarious.

Mike rolls his eyes -- ugh, the pretention of this douche -- as Severn deals another hand.

INT. CRYSTAL PALACE - NIGHT

The St. Louis company is doing a bit in formalwear that's getting moderate laughs.

ELAINE

Oh, Fernando, I'm so worried we'll run into Henrietta and Albert at this party.

DEL

Don't you think it's time to let bygones be bygones?

ELAINE

Fernando, my ex-husband and your ex-wife have taken up with each other. It will always be uncomfortable.

DEL

Please try to be nice.

ELAINE

I'm always nice. I can't believe you'd suggest I have to try to be nice.

Nancy enters. A hush falls.

NANCY

Hello, Cecelia. You look lovely.

ELAINE

Hello, Henrietta. You look like a raisin.

Mike is backstage, the last to go on. He tugs on his white gloves, watching Elaine do her rich lady act in a fur stole, hating everything.

INT. WESTMINSTER PLACE BEDROOM - NIGHT

Mike and Elaine sit cross-legged in pajamas, facing each other on the bed. They are flicking a paper ball back and forth, keeping score in a way only they understand.

ELAINE

It's 20-18 in the Paper Ball Flicking World Championship.

(MORE)

ELAINE (CONT'D)
Mike Nichols of East Germany has
made it all the way to the finals,
and this could be match point.

MIKE
Stop distracting me.

ELAINE
His opponent, the reigning world
champion, Iva Greengrass of New
Zealand, refuses to quit.

He shoots, he scores, he celebrates, mildly.

ELAINE (CONT'D)
And East Germany takes home its
first gold medal in paper ball
flicking!

She takes off her necklace and puts it on Mike.

ELAINE (CONT'D)
Does the victor have a comment for
the people back home?

MIKE
Rematch?

She drops the act but picks up the paper ball. They continue
playing over--

ELAINE
What's gotten into you lately?

MIKE
Nothing, I just -- what if this
doesn't work out?

ELAINE
Don't be stupid. Of course it's
going to work out.

MIKE
But if it doesn't? We can barely
afford one room in St. Louis.

ELAINE
We'll go back to Chicago, or try
New York. Or maybe it'll be time to
get real jobs.

She fakes a gasp.

ELAINE (CONT'D)
I'll write greeting cards and you
can teach worrying at Northwestern.

There's a knock at the door. Elaine gets up to answer it.

ELAINE (CONT'D)
The Slovenian judge has requested a
timeout.

It's Pat at the door -- both women are SURPRISED.

ELAINE (CONT'D)
Hey, Pat.

Mike JUMPS UP to greet her. Kisses his wife.

MIKE
Hi, honey.

He watches Pat's eyes drift to ELAINE'S NECKLACE, his
makeshift gold medal.

Mike takes off the necklace, hands it back to Elaine. But the
damage is done. And now it's awkward as hell.

PAT
Hi, Mike.

ELAINE
I'm gonna go--

EXT. WESTMINSTER PLACE KITCHEN - NIGHT

Elaine enters -- Del and Ted are playing cards.

ELAINE
Can I crash with you tonight?

DEL
Trouble with Mr. Sunshine?

ELAINE
Give him a break.

DEL
He's not the friendliest guy,
Elaine. You've been here a month, I
think he's said about fifteen words
to me. And twelve of 'em have been
variations on "fuck you."

ELAINE

When Mike first got to New York, his father had no idea what to do with two little kids. So he found another refugee family to take the boys while he set up his medical practice. These fuckers would kiss their own children good night, then shake Mike's hand. He was seven. So, yeah, the first English words he learned were harsh ones. His instinct is cruelty. But he's not a cruel person.

DEL

(sorry he asked)

OK...

She sits down. Lights a cigarette. They deal her in, and play under--

TED

Del was just explaining why women can't be funny.

DEL

I didn't say they can't be -- I said in general, they're not.

TED

(to Elaine)

Your bet.

She throws in. Then lets Del dig this hole.

DEL

Women try too hard. And they have to -- they're just not as naturally funny as men. And then they're too concerned with being cute to find a smart laugh.

ELAINE

Wow.

TED

I have a feeling Elaine disagrees.

ELAINE

That is warm, wet trash. That is the hottest piece of utter garbage I have ever heard. And I was there for my ex-husband's wedding vows.

"

(MORE)

ELAINE (CONT'D)
In sickness and in health," he
said. When I got the chicken pox,
he stayed at his mother's for a
week. Also he divorced me, so--

Del laughs. But wins a hand, pulling in chips.

ELAINE (CONT'D)
(pouncing)
Tell me women aren't funny.

DEL
I didn't mean you.

Deal passes to Elaine. She shuffles.

ELAINE
So what's a girl gotta do to get
laid around here?

Ted laughs.

ELAINE (CONT'D)
Ted?

TED
I am way too terrified of you.

ELAINE
Del?

DEL
Sure.

And thus begins the dumbest romance in comedy history.

EXT. ST. LOUIS STREET - NIGHT

Del and Elaine approach a restaurant.

ELAINE
Be nice to Pat. She's a very sweet
idiot.

From the opposite direction, out of earshot, come Mike and Pat.

MIKE
Don't mind Del. He's a terrible
prick.

INT. RESTAURANT - NIGHT

Mike, Elaine, Del, and Pat have their menus open.

MIKE

Has anyone seen the new Richard III
uptown?

DEL

No, is it any good?

MIKE

Fucking brilliant. The guy playing
Gloucester was hilarious. James
Somethingorother.

Elaine rolls her eyes dramatically and groans.

DEL

Care to elaborate on that eyeroll?

ELAINE

Anyone who thinks Shakespeare is
hilarious, or romantic, or terribly
moving is a liar. "What man art
thou that thus bescreen'd in night
so stumblest on my counsel?" I
mean, what the fuck?

MIKE

It means, "Who's the creep in the
bushes?"

ELAINE

I know what it means. But I'm
interested in how human beings talk
to each other now. 1957.

PAT

I agree. Give me "Jailhouse Rock"
any day.

DEL

But we only talk to each other the
way we talk to each other because
Shakespeare invented something like
2,000 of our words.

ELAINE

So?

MIKE

She's just being difficult to be
difficult.

ELAINE

Ask Mike about seeing Olivier do
Macbeth.

DEL
(impressed)
You didn't. Did you really?

Elaine's already laughing.

ELAINE
Yeah, Mike, did you?

MIKE
Fuck you.

ELAINE
No, tell the story--

PAT
(amused)
I don't think I've ever heard
this...

MIKE
I paid a fortune to see Olivier do
Macbeth. Couldn't get them at the
box office, so I found a guy who
could get them through some other
guy. I showed up and --

Elaine is practically doubled over.

MIKE (CONT'D)
It was the understudy. It was
Olivier's night off.
(to Elaine)
Seriously, you're going right to
hell.

They're totally in this old story, and it's annoying,
frankly.

MIKE (CONT'D)
The understudy was this creepy,
thin-lipped show-off...

PAT
It's so sad he never had a baby
with Vivien Leigh.

INT. HOTEL ROOM - ST. LOUIS - NIGHT

Mike and Pat enter after the dinner. She reaches for him
before he can even undress. He's hesitant--

PAT

I'm going home tomorrow. Won't you miss me?

MIKE

Of course. It's just -- you've seen it, it's insane here. We may be back in Chicago sooner rather than later.

PAT

Really?

MIKE

I don't know.

PAT

It might be nice, you know. Maybe we could open our own little club -- you could do scenes, I could sing. We could have a baby... We could be like the Lucy and Ricky of the Middle West.

MIKE

I can't think about having a baby--

PAT

Would it really be so bad? I just want us to be normal.

MIKE

Patty, I haven't been normal one day in my life.

PAT

Why do you have to be so difficult?

She considers a vase of flowers on the table, starts rearranging them, cutting stems.

MIKE

Because I'm a difficult person. I can't help that, any more than you can help your terrible taste in expensive wallpaper.

PAT

(whispers)

You're such a bastard.

MIKE

Honey, you're not a cakewalk, either.

(MORE)

MIKE (CONT'D)

What are you even doing at home?
Elaine and I are working six nights
a week to pay for that wallpaper.

She stares at the flowers.

PAT

Do you want to go there?

MIKE

Go where?

PAT

I know you're sleeping together.
There are stockings hanging on the
towel rack. With huge runs in them.

MIKE

You're not going to believe me, but
I'm not--

PAT

Fine, whatever.

MIKE

See, you don't believe me.

PAT

Of course I don't believe you! The
two of you have this way of
excluding everyone around you,
especially me.

MIKE

You're nothing if not predictable.

Pat raises the scissors she's holding in frustration.

MIKE (CONT'D)

(calmly)

OK, I'm gonna go out while you calm
down, and we can talk later.

This only infuriates her more, and she CHUCKS THE SCISSORS AT
THE WALL, STABBING THEM INTO THE PLASTER. He regards them for
a second, doesn't look at her, and LEAVES.

It's over.

INT. CRYSTAL PALACE THEATER - NIGHT

Mike and Del pretend to be standing on the edge of a party.

DEL

So are you an attorney?

MIKE

No. What makes you say that?

DEL

Well, this is a law firm. Most everyone here is an attorney. I'm an attorney -- I work upstairs in mergers and acquisitions. I'm new.

MIKE

Oh, no. I got invited by a girl who works in the copy room.

DEL

Linda?

MIKE

No.

The scene is so boring, the audience is confused and yawning. Del is furious with Mike, trying to get anything out of him.

MIKE (CONT'D)

Veronica. The tall lady.

Del nods thoughtfully.

DEL

I don't know her.

INT. WESTMINSTER PLACE BOARDING HOUSE - NIGHT

The St. Louis cast enters together, after a rough night.

DEL

Well, that was fun.

Everybody groans.

ELAINE

Can it, Del.

DEL

No. Tonight was awful. What are we going to do tomorrow?

TED

We're going to shake tonight off and start again tomorrow. We've had off nights before.

DEL

Come on, Ted. We've been "off" for weeks. This isn't working. I can't be in scenes with him anymore. I won't.

NANCY

Let's do something different tomorrow night. Like one of the old Compass improvised plays. What's that one...?

SEVERN

"The Game of Hurt."

ELAINE

MIKE

No.

No.

NANCY

(surprised)

Sorry.

ELAINE

The wife cheats on her husband with his best friend. We've done it a hundred times, and it never resolved any fights, if you know what I mean.

MIKE

Who said there were any fights to resolve?

ELAINE

Come on.

MIKE

What?

DEL

Oh my God, you are such a petulant little baby.

MIKE

Me?!

DEL

Yes, you. I don't know what your problem is -- are you jealous that I'm more talented than you are, or that I'm sleeping with Elaine?

MIKE

Please. You are an afterthought.
You are a footnote. You are like a
flea, and I'm sure everything about
you is proportional.

ELAINE

OK, that's enough--

DEL

Sad son of a bitch.

MIKE

Pretentious fuckweasel.

DEL

Hairless cat.

SEVERN

OK -- seriously, guys --

DEL

That's fine. "You are not worth
another word, else I'd call you
knaves."

MIKE

If Shakespeare were alive, how
rigorously do you think you would
suck his dick?

Mike uses this as his exit, storming upstairs.

DEL

(to Severn)

You gotta do something about that
guy, Sev.

Severn isn't sure.

SEVERN

Yeah...

He starts to follow Mike, but Elaine stops him.

ELAINE

I got it.

Del seethes as he watches her go.

INT. WESTMINSTER PLACE HOUSE - MIKE AND ELAINE'S ROOM - NIGHT

Elaine knocks on the door, doesn't wait for an answer before entering. Mike's sitting on the floor against the bed.

ELAINE

Technically this is still my room
too.

MIKE

What do you want?

ELAINE

I want you to knock it off. You've
been sullen and mean for weeks.

MIKE

If you came in here to try to make
me feel better, you're doing a
pretty bad job of it.

ELAINE

I don't care how you feel.

But she sits down beside him on the floor.

MIKE

That's not true.

ELAINE

(relenting)

No, it's not true. What's going on
with you?

MIKE

Your boyfriend is a prick.

ELAINE

(not buying it)

I know that. Try again.

MIKE

I miss Chicago. I miss David and
Paul and the rules.

ELAINE

I know, you need structure.

MIKE

Don't say it like that -- like I'm
being unreasonable. I didn't move
to St. Louis to do *commedia* with
Del Close and get divorced. I came
for you.

ELAINE

Well, I came for something new. I
came to be challenged. And you are
not challenging me.

MIKE

I can't be who you want me to be.
This is the same problem we had in
Chicago when you said you were in
[love with me]--

ELAINE

It's not the same.

MIKE

Fine, whatever. The bottom line is
you can't commit to an act.

ELAINE

We're part of a company, Michael!

MIKE

We don't have to be. They need us a
hell of a lot more than we need
them.

ELAINE

No one needs you.

She takes a beat, realizes how harsh that was.

ELAINE (CONT'D)

I'm sorry--

MIKE

Don't be. It's true. You've always
been the brilliant one, and I've
always been the puppy, nipping at
your heels.

ELAINE

Oh, brother. Enough with the pity
party. You're getting divorced. So
what? You hold onto tragedy like
it's the throughline of your life.

MIKE

It might be.

ELAINE

It doesn't have to be. You have to
get it together, or--

MIKE

Or what? You'll leave? You'll kick
me out of Compass? What?

ELAINE
I don't know, but something's got
to change.

The uncertainty hangs for a second, and Elaine changes the subject.

ELAINE (CONT'D)
Do you want to see something cute?

She pulls an envelope out of her pocket -- inside is a WALLET-SIZED PHOTOGRAPH of a nine-year-old girl. On the photograph is printed: "JEANNIE BERLIN, GRADE 4." It is very cute.

ELAINE (CONT'D)
Her fourth-grade picture.

MIKE
Yeah, that's undeniably cute.

ELAINE
She has my eyes, don't you think?

MIKE
Why does it say "Berlin"?

ELAINE
I think, you know, because she's
with my mother. Easier.

MIKE
(unconvinced)
Sure.

INT. HOTEL ROOM - ST. LOUIS - DAY

Elaine considers the rotary phone. Dials. Each number is a decision. Finally, it rings.

ELAINE
Hi, David, it's Elaine.
(beat)
I'm all right. Listen --

She gathers her thoughts carefully.

ELAINE (CONT'D)
You've got to fire Mike.

INT. THEATER - NIGHT

Severn and Mike sit in the empty theater. Mike is happy to see David is down from Chicago.

MIKE

David Shepherd! Nobody told me you
were coming down! What a nice
surprise!

DAVID

Hello, Mike. Have a seat.

MIKE

What's happening? How are the New
York plans coming along?

DAVID

Fine, fine.

And now Mike senses what's about to happen--

DAVID (CONT'D)

Listen.

MIKE

Fuck.

DAVID

You know how much I respect you,
but we just can't keep you. Morale
is low, Del doesn't even want to be
in the same room as you. I know
Elaine's not happy. I'm sorry,
Mike. This is your last night.

Off Mike, surprised and hurt--

INT. THEATER - NIGHT

Mike and Elaine are still the fucking best, performing a
sketch where he, a doctor, and she, a nurse, are OPERATING on
an invisible patient.

MIKE

Scalpel.

ELAINE

Scalpel.

MIKE

Gauze.

ELAINE

Gauze.

MIKE

More gauze.

ELAINE

More gauze.

MIKE

More gauze.

ELAINE

More gauze.

MIKE

Little more gauze.

ELAINE

We don't have any more gauze.

MIKE

That's all the gauze?

ELAINE

Yeah. I don't know what happened -- we had a small roll of gauze.

MIKE

Give me a sponge.

ELAINE

Sponge.

MIKE

Clamp.

ELAINE

You have the clamp.

MIKE

Suture.

ELAINE

You have the suture.

MIKE

Edith?

ELAINE

Yes?

MIKE

I love you.

ELAINE

Please -- please.

MIKE

Sponge.

ELAINE

You have the sponge.

MIKE

*Give me another sponge -- I want
two sponges.*

INT. THEATER - BACKSTAGE - LATER

Still in their masks--

MIKE

They fired me.

ELAINE

What?

MIKE

Don't act surprised. I know you had something to do with it. And the thing of it is, I can't even blame you. I just can't believe you went through with it.

ELAINE

I hope our paths cross again...

MIKE

Don't. Don't act like we're colleagues. Jesus, Elaine, we sleep in the same bed.

ELAINE

I don't know what to say. I really do wish you all the best.

MIKE

Fuck you.

He storms off. She pulls her mask off, and cries.

Mike and Elaine live separately, for a grand total of about two weeks:

--Elaine moves half-heartedly through a dance sequence with Del and Severn.

--Mike walks down Fifth Avenue, the Empire State Building in the distance, pulls his coat tighter around him.

--Elaine slips out of Del's bed while he sleeps, goes back to her own room. Pat's scissor wound is still in the wall.

--Mike enters a building -- the STRASBERG INSTITUTE.

INT. MIKE'S NEW YORK APARTMENT - DAY

Mike has a small, bare apartment on the Upper East Side. One of the few things he has is a phone. And he's dialing it while pacing.

It's Severn, in St. Louis, who answers.

SEVERN

Hello?

MIKE

Hello, Sev? Is Elaine there?

SEVERN

(surprised)

Mike?

MIKE

Yeah. Can you get Elaine, please?

SEVERN

Sure.

Mike paces while he waits. *Is this a stupid idea?*

Elaine is maybe still pissed, but she answers anyway, curious if nothing else.

ELAINE

Hello?

MIKE

How much money do you have?

ELAINE

Umm, hi.

MIKE

How much money do you have? The thing is, I got this audition for a talent agent, a real one. I've been going over it in my head all day, and if I go in alone, I won't get it. I'm useless without you. You said you wanted a challenge. Well, here it is, Elaine.

ELAINE

Who is this?

He knows she's joking, considers it a win.

MIKE
Get on a plane.

He's laid down all his cards. Elaine looks around, surveys what she has. Like Del, popping his head in, clueless--

DEL
Hey -- I'm trying to convince Ted to go down to the Cathedral and perform Hamlet from memory, as much as we can. You in?

ELAINE
One second.
(to Mike)
I'm in.

And off Mike's surprise and relief--

EXT. NEW YORK CITY - DAY

Mike and Elaine walk through midtown Manhattan, fighting the wind.

ELAINE
Who are we meeting again?

MIKE
My friend Julie -- her husband, Charlie has this old friend who's a talent agent. He's got ins with all the big nightclubs.

INT. RUSSIAN TEA ROOM - DAY

Mike holds the door for Elaine, then reaches for her coat.

MIKE
Let me help you with that.

She does, but--

ELAINE
You don't have to be nice to me.
You have every right to be mad.

MIKE
Can we just add the last month to the list of things we pretend never happened?

Elaine is slightly taken aback, but nods.

Mike approaches the hostess.

MIKE (CONT'D)
We're meeting Mr. Jack Rollins?

HOSTESS
Right this way.

ELAINE
(under her breath)
I only have like nine dollars in my
pocketbook.

They push into the DINING ROOM and are greeted at their table
by JACK ROLLINS (43), the kind of guy who smoked cigars like
a chimney and still lived to 100.

JACK
Hello, you must be Michael.

MIKE
Yes, hello -- this is my partner,
Elaine.

JACK
Hiya, sweetheart. Have a seat, show
me what you got.

They sit, too stupid to be nervous.

ELAINE
Give us an opening line and a
closing line, and we'll improvise
to it.

JACK
An opening line? Like what?

MIKE
Anything you can think of -- as
outlandish or banal as you like.
We'll build a scene, on the spot,
around those lines.

JACK
All right.

He considers, then throws out--

JACK (CONT'D)
"Merry Christmas." And, uh, "Don't
be a stranger."

MIKE
Very well.

Mike takes a beat, a last look at Elaine, then starts, picking up an imaginary phone. She follows suit--

MIKE (CONT'D)
Merry Christmas, Sally.

ELAINE
Well, hello, Merry Christmas to you too, George.

MIKE
I meant to call you last week, but I was out of town. The whole holiday thing was so crazy.

ELAINE
Oh, I imagine.

MIKE
Have you had your baby yet?

ELAINE
Mm-hmm, last Tuesday.

MIKE
What was it -- a boy or a girl?

ELAINE
Oh, well, gee, I'm really not sure. There've been so many calls, correspondence and everything, that I really haven't had much of a chance to check.

MIKE
But that's wonderful. You must be very excited.

ELAINE
Oh, yes I am. I really am. Oh, was I a mess -- my hair! I haven't gotten to the beauty parlor or anything. How was your trip?

MIKE
Fine. I wanted to write you, but there's no mail from Cuba right now.

ELAINE
Oh, I know, and you've been running around so much. Before Cuba, where was it?

MIKE
Tanganyika.

Jack chortles.

ELAINE
Well, I would love to have you come by next time you're in town. Your room is just the way it always was. Your mother comes over all the time and asks for you.

MIKE
Has she been a pain?

ELAINE
Well, you know mother-in-laws, they're always a little bit of a pain, but she's a sweet lady, and I imagine she'll be a big help now.

MIKE
Well, I have a couple days in town. I'll come by.

ELAINE
Please do, George. Don't be a stranger.

Jack laughs heartily, as Mike and Elaine drop the act.

JACK
You practiced that.

MIKE
We really didn't. We use improvisation to build our material. We have a repertoire of scenes and characters honed through improvisational work.

ELAINE
We're constantly creating new scenes, new ideas. We don't write anything down, because nothing is ever quite the same twice in a row.

JACK
I gotta go call my wife.

He moves to get up, leaving Mike and Elaine confused.

MIKE

Well, thank you for your time,
sir...

JACK

The girl's gonna need a new dress.
Jane'll take you to Macy's. You,
sonny, I'll buy you a new shirt.

He calls across the room--

JACK (CONT'D)

Hey, Marty -- can you get me a
phone over here?

--then turns back to Mike and Elaine.

JACK (CONT'D)

I gotta be honest -- I've never
seen anything like that before. I'm
not entirely sure what to do with
you. Nightclubs, to start. I think
I can get you in at the Blue Angel.

ELAINE

Seriously?

JACK

Well, I can get you an audition
with Max Gordon -- he'll love ya.

Mike and Elaine are a little bit dumbfounded.

JACK (CONT'D)

Smile, kids. We're all going to be
rich. And eat a blinchik -- aren't
you hungry?

INT. BLUE ANGEL NIGHTCLUB - NIGHT

Backstage, a full house out front. Mike is in a shirt and
bowtie (and a new wig), and Elaine is in a dress she didn't
buy herself. They sit on a BENCH behind a red curtain.

ELAINE

Are you nervous?

MIKE

(lying)

No, strangely. You?

ELAINE

(dry)

Terrified.

He gives her a cigarette and lights it. The EMCEE gives them a thumbs-up, then pushes through the CURTAIN. Mike and Elaine can hear him announce--

EMCEE

And now, making their New York debut, right here at the Blue Angel, the comedy team of Nichols and May.

The curtains open, and Mike and Elaine start doing "Teenagers." He yawns and reaches an arm around her.

ELAINE

Do you think you're gonna go to college when you get out of high school?

TIME CUT TO:

As the scene progresses, we PIVOT to a table in the back, where Jack is smoking and drinking with MAX GORDON (40s), the owner of the club, and his wife, LORRAINE (40s).

MIKE

See, uh, this is the thing -- I only get the car once a week.

ELAINE

Oh, well, that's all right! I think if a girl likes a boy, she'll ride on the bus!

The audience laughs. Max is stoic, but Lorraine is EATING IT UP.

MAX

Quiet, Lorraine -- if you keep that up, Jack's gonna charge me a fortune.

EXT. NEW YORK CITY STREET - NIGHT

Mike and Elaine head toward the Blue Angel for a performance. They pass the WILL CALL LINE, a few people waiting patiently for the show to start. They push into--

INT. BLUE ANGEL NIGHTCLUB - BACKSTAGE - NIGHT

--where a glamorous young singer is fixing her hair.

MIKE

This is not Compass.

ELAINE

No, it's not...

Jack is waiting for them in their dressing room.

JACK

Good, you're here.

ELAINE

Hi, Jack.

JACK

I got news. *Omnibus* is doing a revue next Sunday -- they were looking around for highbrow comedy. I told 'em I got just what they need.

MIKE

(instantly overwhelmed)
Television?

ELAINE

We can't condense our act into a three-minute segment -- it's not enough time to get anything going.

JACK

That's the thing -- I got you two eight-minute blocks, unedited. Look happy, kiddos. *Omnibus* isn't exactly slaughtering the ratings, but they're getting a 21 share. It's a start.

MIKE

No, it's just -- we don't usually rehearse. Television seems like something you should rehearse for.

JACK

I'm telling you -- just do your thing, and you'll be fine.

INT. RCA BUILDING - 30 ROCKEFELLER CENTER - NIGHT

LIGHTS and CAMERAS, and a STUDIO AUDIENCE, face Mike and Elaine on a soundstage at *Omnibus*. They're in places -- her behind a desk, him ENTERING.

ELAINE

Welcome to *Longdust*. Can I help you?

MIKE
*I read your ad. I'm interested in
 your \$65 funeral.*

ELAINE
*I'm terribly sorry. Can you tell
 me, what was the loved one's name?*

MIKE
Seymour Maslow-Freen.

ELAINE
Is that hyphenated?

MIKE
It was.

Chuckles from the STUDIO AUDIENCE.

ELAINE
And may I ask what your name is?

MIKE
Charlie.

ELAINE
*Charlie, I'm Miss Loomis, your
 grief lady.*

MIKE
Hi.

ELAINE
Well, that will be \$65.

MIKE
I have the check all made out.

ELAINE
*Wonderful. Before you go, Mr.
 Maslow-Freen, I was just wondering -
 - would you be interested in some
 extras for the loved one?*

MIKE
What kind of extras?

ELAINE
Well ... how about a casket?

More laughter -- enough that they have to pause.

MIKE
Isn't that included?

ELAINE

No.

MIKE

We have to have a casket.

ELAINE

Yes. It looks better. We have three prices: \$1,243, \$768, and \$14.98.

MIKE

May I ask, what do those prices represent?

ELAINE

That's mahogany, oak, and nubby plywood.

Mike has to hide his laughter in his handkerchief.

MIKE

Nubby plywood. Tell me, what kind of appearance does that make?

ELAINE

Cheap.

MIKE

I'll take the oak.

ELAINE

I am so sorry to intrude this way on your grief, I just wondered, can you tell me -- how did you plan on getting Mr. Maslow-Freen down here?

MIKE

Cab?

ELAINE

You'll have to leave the driver an enormous tip.

MIKE

You don't happen to have a hearse?

ELAINE

Yes, we do. For \$35, I can give you an exquisite Cadillac Slumberwagon.

MIKE

All right, all right. \$35.

ELAINE

This is the last -- and I am once again truly sorry -- it is my job. Had you planned at all on burying Mr. Maslow-Freen?

MIKE

Madam, that was foremost in my mind!

ELAINE

Do you happen to have a plot?

MIKE

No, but I'm sure you do.

ELAINE

Yes, we do. We have three prices: \$824.46, \$493.58, and \$10.

MIKE

I'm just curious -- what happens for \$10?

ELAINE

For \$10, we have two men who come and take Mr. Maslow-Freen away and do God knows what.

The laughter is uproarious, and from there we go to--

EXT. NEW YORK CITY STREET - NIGHT

The line outside the Blue Angel WRAPS AROUND THE BLOCK as Mike and Elaine try to sneak into the theater. People point and cheer. Someone holds out a NEWSPAPER and a pen--

ONLOOKER

Can you sign this, please?

Mike takes the paper from her, notices the headline: "ELAINE MAY, MIKE NICHOLS ARE TEAM WITH A FUTURE." He scribbles his signature, overwhelmed, and hands the pen off to Elaine.

MIKE

Thank you.

They push into the theater, breath heavy. They take a beat.

MIKE (CONT'D)

What do we do now?

INT. ELAINE'S APARTMENT - DAY

Elaine has a new apartment in a doorman building, barely furnished. She's nervous, anticipating the DOORBELL RINGING. She answers it.

ELAINE
Hello!

And we pivot to see at the door -- Elaine's mother, IDA BERLIN (50s), and her daughter, JEANNIE BERLIN (9), with SUITCASES. Jeannie looks down at the floor.

MRS. BERLIN
Hello, Elaine.

ELAINE
Hello, Mother.

MRS. BERLIN
I saw your skit about nagging
mothers on Jack Paar, and I did not
like it.

ELAINE
That was based on Michael's mother,
of course.

MRS. BERLIN
Oh. All right, then.

Elaine bends down to assess Jeannie, a virtual stranger.

ELAINE
Hi, darling. Gosh, you're so tall!
When'd you get so tall?

Jeannie is too shy to answer, but Elaine knows -- in the years it's been since they've spent meaningful time together.

ELAINE (CONT'D)
Come on in! I haven't done much
decorating. I thought we could do
that together. Here's the living
room--

It's sparsely decorated, one couch facing a TV set.

ELAINE (CONT'D)
I did get one thing, just for you --
come here.

She leads them into the dining room, where she has set up a lone PING-PONG TABLE.

ELAINE (CONT'D)

This is technically the dining room, but I thought this would be more fun. Your grandmother told me you like table tennis.

MRS. BERLIN

(faking enthusiasm)

Wow, Jeannie! Look at that! What do you say?

JEANNIE

Thank you.

ELAINE

Do you want to play? Look, I got a purple paddle just for you. Is purple still your favorite color?

Jeannie shakes her head, but timidly takes the paddle anyway.

ELAINE (CONT'D)

You serve.

Jeannie SERVES, and after a brief volley, Elaine lets it go by. Jeannie is the only person Elaine would let win.

ELAINE (CONT'D)

1-0! Jeannie Brette Berlin.

INT. RECORDING STUDIO - DAY

Mike and Elaine sit across from each other in a recording booth, smoking and drinking coffee. A PRODUCER is in the next room. They're giggly.

PRODUCER

Ready whenever you are.

ELAINE

(to Mike, through laughter)

Stop laughing. This is serious.

MIKE

Go on without me.

This just makes her laugh harder.

PRODUCER

Don't worry -- if you crack up, we can splice the tape.

ELAINE

How much tape do you have?

PRODUCER

This is Mercury Records, kids --
we've got plenty.

MIKE

Don't freak out. It's just a
professionally recorded comedy
album. They're only going to sell
it in every Woolworth's from here
to Seattle. It's only costing the
label \$30 a minute to tape us
giggling at each other.

ELAINE

(still laughing)

Before I forget -- did your mother
give you a hard time about the
"Mother and Son" piece?

MIKE

Yeah, but I just told her we based
it on your mother.

ELAINE

I told mine the same thing.

Mike sobers now.

MIKE

It really is kind of the best
revenge, isn't it?

She nods. They can go on now.

ELAINE

You know what I was thinking?

MIKE

Hardly ever.

ELAINE

And, I'm sorry, Al -- this isn't
remotely going to work for the
album because I think it would have
be visual --

MIKE

What?

ELAINE

Pirandello, "Six Characters in Search of an Author." The deconstruction of human relationships. Where we're playing ourselves playing other people pretending to be what they're not.

MIKE

(contemplative)

Yeah...

ELAINE

You hear what I'm saying?

MIKE

Yeah. You could do something like -- children trying to mimic their parents having a romantic conversation.

ELAINE

Yes--

MIKE

Which becomes the parents having the romantic conversation.

ELAINE

Which becomes us, breaking the fourth wall, discussing the scene. It could work.

MIKE

Yeah.

(a beat)

It shouldn't be a romance. It should be a fight.

PRODUCER

You guys want to try it?

MIKE

Actually, I got something else. Do you mind?

ELAINE

Not at all.

PRODUCER

OK, rolling.

MIKE

May I seat down?

She smiles, recognizes what he's going for, and follows...

ELAINE
If you veesh.

INT. ELAINE'S APARTMENT - NIGHT

"Improvisations to Music" is a physical album. Mike holds it in his hands, lowering it to the RECORD PLAYER. It CRACKLES briefly, then their voices can be heard over classical piano.

JEANNIE
Oh my God, Mommy, you're famous.

ELAINE
Turn it off, turn it off.

JEANNIE
Why? This is so cool. Now, whenever I miss you, I can play this record and hear your voice.

Elaine looks to Mike -- what a gut punch.

MIKE
Your mom's not going anywhere, sweetheart.

JEANNIE
It's OK. I know you have a big important job now.

INT. BLUE ANGEL NIGHTCLUB - NIGHT

Mike and Elaine are on their knees, Elaine with a comically big BOW in her hair. They pretend to be children, pretending to be adults.

MIKE
I'm going to work now at my big important job in New York City.

ELAINE
Don't forget to take your lunch.

MIKE
I always remember my lunch.

ELAINE
Well, honey, that's just not true. I had to bring it to you at the office last week.

MIKE

When?

ELAINE

Thursday. It was the same day you missed Sally's piano recital.

MIKE

Honey, I had an important meeting with my boss, and I told you--

ELAINE

Fine, fine.

We'll cut away from this and go briefly to--

INT. ELAINE'S APARTMENT - DAY

Jeannie hits a ping-pong ball against the wall with a paddle, like mini-racquetball.

ELAINE

It's getting late. You have to do your homework.

JEANNIE

Why?

ELAINE

Because I want you to get good grades so you can go to college.

JEANNIE

Why?

ELAINE

Because I love you.

Jeannie rolls her eyes.

JEANNIE

You're not in charge of me.

ELAINE

I absolutely am.

JEANNIE

No. Grandma's in charge of me. And Grandma doesn't make me do my homework before dinner.

Elaine, frustrated but powerless, leaves the room. Mrs. Berlin is waiting, unintentionally surprising Elaine.

ELAINE

Fuck, I hate it when you lurk
around like that.

MRS. BERLIN

Your language--

ELAINE

I own this apartment, Mother.

Then she relents, sinking down.

ELAINE (CONT'D)

I feel like I'm screwing everything
up with Jeannie. She has no respect
for me whatsoever.

MRS. BERLIN

Hmm, I wonder what that feels like.

ELAINE

That's what scares me. I don't want
to be like you. And I don't want
her to drop out of school at 14 and
get pregnant before she can drive a
car.

MRS. BERLIN

If there's one thing I learned,
it's that you can't always control
your children.

But Elaine just sees this as a challenge.

INT. BLUE ANGEL NIGHTCLUB - NIGHT

Still pretending to be the children--

MIKE

*What is this really about? You are
always yelling at me after the
children go to bed--*

Elaine stands, takes the bow out of her hair.

ELAINE

*Harry. You know I know you're
having an affair with Margie.*

He stands now, too, taking on a more adult persona.

MIKE

I most certainly am not!

ELAINE

Oh, please. The florist called -- you accidentally charged a \$40 arrangement to my account. "Happy birthday to my favorite little secret."

MIKE

It said, "To my favorite little secretary," but they couldn't fit it on the card. Because Margie is my favorite secretary. And you know Margie, she's also, you know, not little -- it was a joke!

ELAINE

If that's true, that's a very mean-spirited joke.

And we'll leave for a minute to show--

INT. ELAINE'S APARTMENT - DAY

It's Jeannie's birthday. She blows out TEN CANDLES on a cake. Elaine, Mrs. Berlin, and Mike, in party hats, clap and cheer.

ELAINE

Here, darling, open this one.

She hands Jeannie a carefully wrapped present, and Jeannie opens it. It's a small pink HANDBAG, embroidered with her initials: JBB.

ELAINE (CONT'D)

I thought now that you're ten, you should have a real pocketbook. And, look, it has your monogram on it.

JEANNIE

Thank you!

But the smile doesn't quite reach her eyes. Mike hands Jeannie a box.

MIKE

Here's mine.

She rips the paper off -- it's a BROWNIE CAMERA.

JEANNIE

Oh my God!

MIKE

Do you like it?

JEANNIE

I love it! I've been wanting one of these for forever and ever and ever! Thank you thank you thank you!

MIKE

There's a few rolls of film in the bottom of the box.

JEANNIE

Will you show me how to load it?

As Mike helps Jeannie, Elaine can't help but feel a little dejected, a little regretful...

INT. BLUE ANGEL NIGHTCLUB - NIGHT

--back to "Pirandello."

ELAINE

I just wish you would admit that you and Margie have had a thing going for years.

MIKE

We haven't --

He throws up his hands in frustration.

MIKE (CONT'D)

Elaine, this scene is going nowhere. You've completely backed me into a corner.

The audience perks up -- are they having a fight ... now?

ELAINE

Me?! You want to blame this on me? If you would just admit to the husband's affair, we could move on to a more interesting part of the story, but you're intractable.

MIKE

See, and your problem is you use words like intractable -- nobody out there knows what that means.

He gestures to the audience.

ELAINE

Oh, so now you're insulting them, too? Nice, Michael.

(MORE)

ELAINE (CONT'D)

People are a lot smarter than you give them credit for -- you think you're so brilliant.

MIKE

Well, at least I went to college.

He turns to the audience.

MIKE (CONT'D)

Please forgive us. My partner and I have been having this minor squabble, and she--

ELAINE

Screw this.

She starts to walk offstage, but he stops her, grabbing her arm roughly.

ELAINE (CONT'D)

Michael, what do you think you're doing?

MIKE

I'm doing "Pirandello."

They take hands and bow, as the audience nervously laughs. The curtain closes in front of them.

ELAINE

We can do better.

MIKE

Yeah, it's not mean enough yet. You can really let me have it.

He says it off-handedly, because he doesn't realize -- this will turn out to be a tremendously stupid idea.

INT. ELAINE'S APARTMENT - DAY

Elaine answers the door to find Jack and Mike both on the other side.

ELAINE

Uh-oh. This can't be good.

JACK

It's good.

ELAINE

Did you come together, or is this a coincidence?

MIKE

We came together, but he wouldn't tell me what's going on. He's been buzzing around like a firefly since 59th Street.

ELAINE

What is it?

JACK

I got a call late last night from Alexander Cohen, the producer. He's got space at the Golden in the fall, and he wants to put you guys in it.

MIKE

The Golden?

JACK

45th and 8th. Broadway.

MIKE

Seriously?

JACK

Seriously.

ELAINE

Seriously?

JACK

Yep. Do you want me to get into the deal?

ELAINE

Wait wait wait. Alex Cohen wants to put us on Broadway?

JACK

It's a smaller theater, only about 800 seats. He wants to start the show late -- at 9:00.

MIKE

(musing)

"An Evening With Nichols and May."

There's silence for a beat. This is huge.

ELAINE

Hey, who decided on "Nichols and May"? Why not "May and Nichols"?

(MORE)

ELAINE (CONT'D)
Doesn't it seem like it should be
alphabetical?

MIKE
Is this really what you want to
[talk about right now]?

ELAINE
No.

MIKE
OK.

They look at each other, considering, trying to read each other's faces. Finally, they smile.

ELAINE
Let's do it.

JACK
Wonderful. I'm going to book you in
some bigger theaters, maybe in
Bridgeport, so you can try out
material out of town, build a
setlist. Get ready, kids -- you're
in the big leagues now.

INT. AMERICAN MUSEUM OF NATURAL HISTORY - DAY

Elaine walks through the prehistory exhibit with Jeannie.

JEANNIE
Do they have penguins here?

ELAINE
Maybe in the birds exhibit. Not
live ones, though.

JEANNIE
Oh. Grandma took me to see the
penguins once in San Diego. Have
you ever seen a penguin?

ELAINE
I can't say that I have. Look at
that woolly mammoth -- it's huge!

Jeannie looks -- isn't impressed.

JEANNIE
Yeah.

ELAINE

Hey, uh, Jeannie? Listen. You know
I love you, right?

JEANNIE

Uh ... I guess.

ELAINE

I've never, uh, I've never been
very good at saying it. I've never
been very good at hanging on to the
things I should hang on to. And I
know that's made me a pretty crap
mother so far. We're both lucky
that your grandmother has been
there for you. But, if you're all
right with this, I'd like to step
in.

Jeannie seems a little confused, but she's listening.

ELAINE (CONT'D)

I know that it's outrageously
unfair of me to ask. But I would
really appreciate another chance to
be your mother. What do you think?

Jeannie shrugs.

JEANNIE

You won't leave again?

ELAINE

Never.

JEANNIE

OK.

Elaine exhales a heavy breath. She's not sure what to say or do next. So she goes for--

ELAINE

What's a woolly mammoth's favorite
sport?

JEANNIE

What?

ELAINE

Squash.

Jeannie laughs.

JEANNIE
You're funny, Mom.

INT. CONNECTICUT THEATER - NIGHT

As they get ready to go on, Mike and Elaine start plotting the move to Broadway.

ELAINE
First act: "Teenagers," one of the doctor ones -- rotating, "\$65 Funeral," "Mother and Son." Second act: improvisation. We'll take suggestions for style and subject from the audience. Finish with "Pirandello."

MIKE
It's too loose, Elaine. I'm proposing -- first act: "Teenagers," "The Lost Dime," "Mother and Son," "Funeral," "Adultery." You love "Adultery."

She waggles her eyebrows, always going for the joke.

ELAINE
I love all kinds of adultery.

MIKE
Second act: "Disc Jockey," "Little More Gauze," "Snoring." "Pirandello" isn't nearly ready, and I doubt we can get it there before we open.

A STAGE MANAGER sticks his head in.

STAGE MANAGER
You guys are up.

They nod and dismiss him, but move faster now.

ELAINE
I don't understand why the concept of Broadway is scaring you so much. We have to do it the way we've always done it -- second by second, and when in doubt, seduce.

MIKE
Do you know how much the producers are going to charge for a seat?

ELAINE

Yes, Michael. But they're paying to see us. Why would we change what us is?

As he struggles to tie his bowtie, she helps him.

MIKE

We've been working together for four years. This is the time to showcase the best of what we've got. That's "Teenagers." That's "\$65 Funeral" --

ELAINE

No! The best of what we've got is us. When you look at me and we connect. It's never better, it's never more fun than when I don't know what's coming next. If you take that part out, we're just jackasses doing little skits.

They head to the stage--

MIKE

Well then compromise. Make me an offer.

ELAINE

Make you an offer? Since when are you the arbiter of the act?

ANNOUNCER

And now, tonight's headliners, Mike Nichols and Elaine May.

ELAINE

This isn't over.

The audience CLAPS and WHISTLES as Mike and Elaine step out.

There's something just a little off -- a little reluctant, a little irritated, a little infuriated -- when she sits and says...

ELAINE (CONT'D)

*Have you noticed the lake at all?
It's just ... suicidally beautiful
tonight.*

TIME CUT TO:

INT. CONNECTICUT THEATER - NIGHT

Mid-*"Pirandello."*

ELAINE

*I just wish you would admit that
you and Margie have had a thing
going for years.*

MIKE

We haven't --

He throws his hands up in frustration.

MIKE (CONT'D)

*Elaine, this scene is going
nowhere. You've completely backed
me into a corner.*

ELAINE

*No, Michael, you've completely
backed me into a corner.*

He's taken aback. This isn't how the scene usually goes.

MIKE

I -- I --

ELAINE

*We're finally being recognized for
our work, and all you want is to
stop working.*

MIKE

*I never said that. When did I say
that?*

ELAINE

*You want to immortalize every
scene. You want every night to be
the same as the last, when the
truth is, the unpredictability of
this stupid act is why it got
noticed in the first place.*

MIKE

Do we have to do this now?

ELAINE

*You're the one who thought
"Pirandello" should be a fight --
well, here it is.*

He looks at the audience briefly (they're AGHAST), then back at her. And damn if he just lets her have it.

MIKE

Forgive me if I want this to be commercially successful, too. I'm the only one who looks at the books. I'm the only one keeping our finances in order. Did you know I started a college fund for Jeannie? Because I did, and you're welcome.

ELAINE

Do not bring her up--

MIKE

Right. Yeah, I saw that interview you did in Newsweek. It wasn't a direct quote, but the magazine said you'd never been married, no children. I wonder how they got that idea...

ELAINE

It's nobody's business...

MIKE

(to the crowd)

Elaine's 27. Her daughter's 10. Do the math.

ELAINE

Am I supposed to be ashamed of that? Because I'm not. And, by the way, that's really rich coming from you, when you're the one who just spent \$300 on a wig.

It's the cruellest thing she's ever said to him. And he ADVANCES ON HER, holding his hands just inches from her throat, wanting to throttle her but not quite touching her.

ELAINE (CONT'D)

What are you doing?

It's the out. It's the opportunity for him to call it a night and say "I'm doing Pirandello." But he doesn't.

The STAGE MANAGER holds the curtain rope in his hands, ready to close them.

MIKE

You are the craziest fucking person
I know. And you're a terrible
mother.

She pushes him away from her, but he doesn't get far -- and he pushes back. There's a moment -- Are they doing this? Is this theatre? Is this real? Is this the whole terrifying point of "Pirandello"?

He slaps her. She lunges, using her nails to dig into his chest.

ELAINE

Thank God I didn't marry you when I
had the chance.

He's holding her forcefully at arm's length while she scratches at him, reaching for his neck.

MIKE

Yes, thank God for that.

ELAINE

Have you ever noticed that all the women in your life want to kill you? Why do you think that is?

MIKE

Have you ever noticed that all the men in your life want to kill themselves?

She screams.

The stage manager pulls the curtain closed, as the audience watches in sheer shock and confusion. They clap nervously, unsure if they're even supposed to.

In the darkness backstage, they relent and stare at each other. He cries first, and she follows, fiercely hugging him.

They whisper apologies into each other's skin.

EXT. GOLDEN THEATER - NIGHT

There's a FERRIS WHEEL set up outside the Golden Theater on the night of the Broadway opening. Mike and Elaine are in formalwear, doing the red carpet. Jack is thrilled as hell, charming photographers.

Mike talks to a REPORTER, while Elaine stands by -- she HATES this kind of thing and is more than happy to let him do the talking.

REPORTER

So what can we expect tonight?

MIKE

The show's really unpredictable -- we don't have a script, we don't have a schedule. In the second act, we'll take audience suggestions for scenes, and we'll also visit some favorites of ours.

REPORTER

Like the teenagers in the car?

MIKE

Of course.

REPORTER

Well, really looking forward to it.

They nod in thanks and move down the rope line toward the next reporter, until--

ELAINE

Come on.

She grabs his hand and leads him away, toward the ferris wheel.

MIKE

Elaine, we have to--

ELAINE

No, we don't. Come on.

She skips to the front of the line -- no one complains -- and boards a car.

MIKE

We have a responsibility to promote the show.

ELAINE

The show will promote the show. I don't want to deal with all those people.

They sit down, and he closes his eyes.

MIKE

Also, I hate heights.

ELAINE

It's not that high.

MIKE

It's high enough. And who do you think installed this thing? Was it a person with an advanced degree in structural engineering?

ELAINE

I think his name was Jethro. Could you just try to have fun for two minutes?

He takes a breath, tries to relax.

ELAINE (CONT'D)

Did you bring a date tonight?

MIKE

Yeah -- her name's Katie. She's pretty, but she's not -- you know --

ELAINE

What?

MIKE

We were watching the debate last night, and she thought Kinmen and Matsu were the Kennedys' dogs.

ELAINE

No, she didn't.

MIKE

She does not support using military force against them.

Elaine laughs. Then--

MIKE (CONT'D)

I wish my father were here.

ELAINE

(surprised)

I've never heard you say that before.

MIKE

He only knew me as the peculiar little bald kid. Look at me now. About to open on Broadway. Pretty girl by my side. These are things he could've understood ... maybe been proud of. Maybe I was closer to what he wanted than he thought.

ELAINE

Thank you for compromising.

MIKE

No, you're right. This is nice --
look at all the people who came.
Sidney Lumet and my mother -- I
wonder who hates me more.

ELAINE

(serious)

I don't mean on the ferris wheel,
dummy. I mean on the show. Fifteen
minutes of improvisation in the
second act -- I know you didn't
want that.

He shrugs.

MIKE

I want the same thing I've always
wanted.

ELAINE

What's that?

MIKE

Whatever keeps you around.

She takes his hand.

INT. GOLDEN THEATER - NIGHT

Mike and Elaine TAKE THEIR BOWS to thunderous applause.

INT. RCA BUILDING - 30 ROCKEFELLER CENTER - NIGHT

Mike and Elaine "sign in" on a chalkboard as mystery guests
on "What's My Line?", the panel blindfolded in the distance.

INT. GOLDEN THEATER - NIGHT

Mike and Elaine take another bow -- Elaine's, to the trained
eye, might look perfunctory.

INT. CARNegie HALL - NIGHT

Mike and Elaine sit in the AUDIENCE, together.

PRESENTER

And the Grammy Award for Best
Comedy Performance goes to...

She opens an envelope...

PRESENTER (CONT'D)
Mike Nichols and Elaine May, for
their recording of "An Evening With
Nichols and May"!

Mike and Elaine get up, smiling, to accept their awards.

INT. GOLDEN THEATER - DAY

Mike and Elaine take another bow after a matinee. She hurries off and starts changing immediately. He follows.

MIKE
Hey, can I talk to you for a
minute?

ELAINE
Sure, but really fast -- I got a
message from the school at
intermission. Jeannie got in
trouble. I have to go down there
between shows and sort it out.

MIKE
Look at you, Miss PTA.

ELAINE
I'm trying. So what do you want to
talk about?

MIKE
It can wait.

ELAINE
No, come on. I have six minutes--

MIKE
"Pirandello" is going on for about
two minutes longer than it needs
to.

ELAINE
During which part?

MIKE
During the fight. We have to get
them to gasp faster. We're not
gaining anything from the section
about our divorces, and half the
people -- thank God -- don't know
enough about us to make it funny
anyway...

ELAINE

I totally disagree.

MIKE

Why?

ELAINE

Because it's uncomfortable. You have to let them marinate in the stew of awkward for a solid four or five minutes in order for it to really pay off.

MIKE

I don't think so, Elaine. Dramaturgically, it's getting away from us in the third part. It's losing the thread of the narrative.

She rolls her eyes.

ELAINE

Fine.

MIKE

Fine?

ELAINE

I'm done fighting with you about "Pirandello." Congratulations, you've won.

MIKE

I don't want to win. I want it to be a strong--

ELAINE

(condescending)

Mike? Stop now.

She grabs her purse.

ELAINE (CONT'D)

I have to go deal with my other kid.

INT. ELEMENTARY SCHOOL - DAY

Elaine walks into an after-hours elementary school classroom. Jeannie has been kept late and is scribbling at her desk; the TEACHER, MISS WILLIAMS, is at her own desk.

Elaine approaches Jeannie first.

ELAINE

Hello, sweetheart.

JEANNIE

(chastened)

Hi, Mom. I'm sorry.

ELAINE

What happened?

MISS WILLIAMS

Jeannie, why don't you wait outside
while I talk to your mother?

Jeannie steps outside. Elaine waits expectantly.

MISS WILLIAMS (CONT'D)

Jeannie got in a fight with another
student at recess today.

ELAINE

(surprised)

A physical fight?

MISS WILLIAMS

A boy was following her around,
tugging her pigtails -- you know,
the usual -- and Jeannie pushed
him. Hard.

Elaine ... doesn't understand the problem.

ELAINE

And?

MISS WILLIAMS

Jeannie has been given detention,
and we expect you to discipline her
at home, as well.

ELAINE

For shoving a kid who was
antagonizing her? What kind of
punishment did he get?

MISS WILLIAMS

He's not the one who pushed her.

ELAINE

For pulling her hair. What
punishment did he get for pulling
her hair?

MISS WILLIAMS
Oh, well, that's--

ELAINE
Assault? Should I involve the police?

MISS WILLIAMS
I think this matter can be resolved without--

ELAINE
Unless the boy who pulled her hair gets a stricter punishment, we have nothing more to discuss.

Elaine stares the teacher down. Getting no response, she decides this conversation is over and heads outside.

INT. ELEMENTARY SCHOOL HALLWAY - CONTINUOUS

Elaine kneels down beside Jeannie, who's sitting on the floor against the wall.

ELAINE
Hey, look at me.

Jeannie does, sadly.

ELAINE (CONT'D)
I'm proud of you. Don't take shit from anybody, you hear me?

Jeannie smiles. Throws her arms around Elaine. Elaine, caught off guard, tries not to cry.

A quick sequence of events over the next eight months --

--Mike and Elaine run offstage at the Golden. Backstage, Elaine introduces Mike to SHELDON HARNICK (35), a nerdy lyricist in a too-big suit.

ELAINE (CONT'D)
Mike, I'd like you to meet Sheldon Harnick. He's the lyricist who wrote--

MIKE
Fiorello. Congratulations on your, um, Pulitzer.

ELAINE
And Tony.

SHELDON

Nice to meet you. Great show
tonight.

MIKE

Thanks. I heard you two are going
skiing this weekend.

SHELDON

That's the plan.

MIKE

Be careful with her. She's clumsy
and I need her back on Tuesday.

Elaine side-eyes him.

ELAINE

I haven't fallen down in weeks.

MIKE

Maybe on regular shoes.

ELAINE

I think I'm up for the challenge of
skis.

Mike watches them walk off. He won't be good at this part
until 1988.

--Mike holds another album -- "Mike Nichols and Elaine May
Examine Doctors" -- in his hands.

--Mike and Elaine take a FINAL BOW at the Golden.

--Mike watches a WORKER pick the letters of their names off
the marquee, then walks off.

INT. JACK'S OFFICE - DAY - EIGHT MONTHS LATER

Jack has stacks and stacks of paper on his desk; Mike and
Elaine help sift through it.

JACK

CBS is offering a family comedy --
mother, father, children --
whatever you want.

ELAINE

No.

JACK

ABC will give you the post—"Leave
It to Beaver" timeslot.

(MORE)

JACK (CONT'D)
They're offering this guy Carl
Reiner to produce.

ELAINE
No.

MIKE
Wait -- don't just say no. We
should talk about this.

ELAINE
Is it a western? I'll totally do it
if I can play a cowgirl.

JACK
No.

MIKE
Do you have anything in that stack
you think we'd both go for?

Jack looks through the papers and comes up with the only
answer that would work--

JACK
Do you want to take a meeting with
Lucy and Desi? They're offering a
blind deal.

MIKE
(intrigued) ELAINE
Yes! No.

JACK (CONT'D)
Honey, if you don't want that deal,
there's nothing that's gonna
satisfy you.

ELAINE
I don't. Mike, if you want to take
the meeting, you should take the
meeting. And if you can really
convince me that you want to do
this, I am all ears.

He thinks for a beat and then--

MIKE
I don't.

She laughs.

ELAINE
There you are.

MIKE
I hate when you're right.

He leaves.

ELAINE
I'm sorry, Jack.

JACK
Don't be sorry. I'm proud of you,
sweetheart.

She follows Mike out.

EXT. NEW YORK CITY STREET - DAY

Mike is feeling lost when she catches up with him outside.

ELAINE
Do you want to talk about it?

MIKE
You know, sometimes I feel like I'm
the only person in the world who
understands you. And sometimes
you're a complete stranger.

ELAINE
OK...

MIKE
We have the best fucking job in the
world. We work two hours a night,
cute people want you, our names on
a marquee -- we just got offered
carte blanche by the goddamn
Ricardos! What more could you
possibly want?

ELAINE
Creativity! Invention! You think
Desilu-CBS-Coca-Cola is going to
let us do improvisation? Fuck no.
We wouldn't even get to write our
own material! They'll make us be
Presbyterians.

MIKE
You don't know that--

ELAINE

I miss showing up at Compass in that dingy theater, not knowing what the fuck we were going to do until the words came out of our mouths. When it was bad, it was bad. But when it was good, it was wonderful. You'd look at me, and I was so fucking in love with your brain I didn't know what to do with myself. I haven't felt that in a long time.

MIKE

Me either.

ELAINE

You care more about the "business" than I ever imagined you would.

MIKE

Somebody has to!

ELAINE

No! This was just supposed to be a diversion. This was supposed to be what we did until we figured out what our real jobs were.

MIKE

What's your "real job" then?

ELAINE

I'm a writer. I'm not cut out for interviews and sponsors and network executives and night after night of the same thing. I'm too mean. I want to go home and sit in my office with my typewriter and have dinner with my kid after school.

MIKE

You've been thinking about this.

ELAINE

Yeah.

MIKE

How long?

ELAINE

Long enough that I wrote you a play.

He's surprised.

ELAINE (CONT'D)

You've always been a better actor than me, and I think you'd be really great at this part. It's about a shut-in who... You know, I'll just send you the pages. I'd like you to consider it.

MIKE

OK...

ELAINE

You'll consider it?

MIKE

Of course.

She wants to hug him, but doesn't.

ELAINE

Also, um -- I gotta tell you something. And when I tell you, just know that it only happened this morning, and I just didn't want to tell Jack before I told you.

MIKE

What?

ELAINE

Shel asked me to marry him, and I said yes.

MIKE

Elaine...

ELAINE

I know you don't like him--

MIKE

I -- I'm just looking out for you. You know you're probably never going to have sex again.

ELAINE

That's not fair.

MIKE

Does he even try to be good at it? I can't imagine he has any skills--

ELAINE
(amused)
Stop.

MIKE
I mean, you're a pretty lazy person, and I imagine you're doing an awful lot of the work. Are you sure that's how you want to spend your life?

ELAINE
How exactly is that different from the last five years with you?

MIKE
It's your funeral. Your very long, really desert-like life, and then your funeral.

They're OK for now.

INT. THEATER - DAY

A rehearsal for Elaine's play, "A Matter of Position." Everyone holds scripts -- Mike, Elaine, ROSE ARRICK (30) as his wife, and the director, FRED COE (40s).

MIKE
You really don't care about me at all, do you? Just get a salary and keep the health insurance. Never mind that I'm up on 33, and I'm ... who am I? God, this is so painful ... to be such a fucking failure.

He stops, thinks for a second.

MIKE (CONT'D)
I feel like I want to be more active in this scene. It's the end of Act Two, I want to get out of bed and yell at her.

FRED
OK, let's try it.

ELAINE
Well -- no.

They look over to her, waiting for justification.

ELAINE (CONT'D)

It's scripted he gets up four pages later. You're going to completely dilute that moment if he's already made the choice to fight her.

FRED

Let's try it. I agree with Mike that it's a long scene, and it's getting a little flat. I'm sure there's a way to restructure the climax so we get the right dynamic between Howard and Sally.

ELAINE

Selma.

FRED

I'm sorry?

ELAINE

The female character in the play you're being paid to direct is named Selma.

ELAINE (CONT'D)

We're not restructuring the climax, Fred. It's plotted this way for a reason.

FRED

And it's about 20 pages too long. So let's try it this way, and see if we can't tighten it up.

ELAINE

But--

MIKE

Elaine...

She shoots him the meanest fucking look of her life. But he keeps standing to deliver the last--

MIKE (CONT'D)

How did this happen? I did everything right. I was born white. I got good grades. And my life just feels ... made-up, just meaningless, like something I'll do to pass the time until I die. I mean, don't you ever feel like that?

Rose is searching around the room, looking through the fake apartment.

MIKE (CONT'D)
*Please don't walk away from me
while I'm talking. I was almost
crying there.*

ROSE
I can't find it.

MIKE
What?

ROSE
*The forty dollars. I had two 20
dollar bills put away for
miscellaneous and now I can't find
them--*

Now Mike notices that Elaine is distracted. He follows her eyeline to see that Sheldon has entered. She kisses him hello, but tries to hurry him back out the door.

MIKE
*Well, you shouldn't let money lay
around loose. That's the quickest
way to lose money -- just to let it
lay around loose.*

ELAINE
(whispers)
I know, I'll see you at home.

He whispers something into her ear that makes her laugh.

ELAINE (CONT'D)
Bye. Later. Bye.

He leaves, grabbing her ass as he goes.

And as she turns back, she can see that Mike was watching.
And has stopped rehearsal.

MIKE
Elaine, should I take it back for
you? Somewhere around--
(he looks down at the
pages)
"Please don't walk away from me
while I'm talking?"

ELAINE
Sorry.

FRED

I think it's much better if he gets up here. It's a good suggestion, Mike. We can bring up the climax to this point in the script -- it'd save about eight pages...

ELAINE

Fred? Please direct the script as written.

Off Mike, caught in the middle...

INT. ELAINE'S APARTMENT - NIGHT

Elaine sits up in bed, in the middle of the night, Sheldon sleeping beside her. She dials her phone, carries it into the hallway, long cord dragging behind her. It picks up.

MIKE

What?

ELAINE

You have to be on my side.

MIKE

I'm on your side.

ELAINE

Fred Coe is an idiot. He's phoning it in. He's trying to tell the story like it's math -- like it's a formula of jokes and words that's going to end up equaling something. And it's just not. It has to be about something. It has to be true to human behavior.

MIKE

I know, but--

ELAINE

No. Mike. I need you on my side on this one. Tomorrow. You have to start fighting -- you know I'm right.

MIKE

OK.

But Mike doesn't know how many more of Elaine's battles he can fight.

INT. THEATER - DAY

Elaine arrives to rehearsal to find Fred showing Mike through the pages.

FRED

Hey, Elaine. I was just showing Mike through the new pages.

ELAINE

New pages?

FRED

I talked things over with the producer and the financier, and we've agreed that cuts have to be made. The play is just too long.

ELAINE

No. No no no no no. Mike?

MIKE

I'm sorry, Elaine, but I agree.

ELAINE

No. I'll -- I'll get an injunction. I hold the copyright on the play. You can't -- you can't do this.

FRED

The financier has the rights to present the material--

ELAINE

What the fuck? How is this happening?

FRED

You wrote a painfully long play, Miss May. We have to sell tickets. Did you see what the *Sunday Bulletin* said about previews?

ELAINE

"Those members of the audience who had not already beat a hasty retreat before the final curtain, as many did, were left with a sensation of numbness that was too far down to be attributed to heartburn."

FRED

You memorized it.

ELAINE

I read it a lot of times. I'm only surprised you're so desperate to blame the script. Neither of you wants to take any credit for that?

No, they do not.

ELAINE (CONT'D)

Fuck you both.

She turns to leave. Mike doesn't stop her.

INT. THEATER - NIGHT

Lights now, with an audience, show has begun. Mike is acting opposite Rose, but he's barely trying. The play is bad.

MIKE

Why don't you just leave me?

ROSE

I can't. I'm nearly thirty-five. I've spent ten years of my life on you. And they were my pretty years, too.

Mike dares a glance into the audience. And there's Elaine, in the second row. Practically the same seat she was in ten years ago when he could feel her hatred during that production of "Miss Julie."

ROSE (CONT'D)

I don't want to be nearly thirty-five and live with my mother and type term papers and start waiting all over again. What if nobody wants me, and I just wait and wait and wait and nothing ever happens? Anything is better than that.

MIKE

Leave me. Do it. End it. Make a move. Make some move that you can't go back on. Put me in some position that I can't change.

And the same thing that happened then is happening now -- she doesn't like the play. She doesn't like him. And he knows.

TIME CUT TO:

INT. THEATER - NIGHT

Mike takes his bow. He looks back into the audience, expecting to at least share a smile with Elaine. All he sees is her BACK, leaving the theater.

INT. ELAINE'S APARTMENT - NIGHT

Elaine is already in pajamas when Mike arrives, straight from the theater. She opens the door.

ELAINE
(coolly)
What do you want?

MIKE
The stunt you pulled tonight was awful.

ELAINE
The stunt I pulled? You completely fucking betrayed me. I'm supposed to be your partner. I didn't recognize anything about that play.

MIKE
Oh, cut the bullshit. We haven't been partners in months.

ELAINE
You let them fucking shred the play-
-

MIKE
It was a bad play, Elaine!

She's stunned.

MIKE (CONT'D)
It was 40 minutes too long. Like most of your work. It's visually boring. And, honestly, it's not even very funny.

ELAINE
Then why the fuck did you agree to do it, if you hated it so much?

MIKE
Because I love you! Because working with you is what I do.
(MORE)

MIKE (CONT'D)

And because I've seen some of your most terrible, most shit-brained ideas turn into the funniest thing I've ever seen. I don't know what it was about this one, but you just shut down. You shut me out, you never gave Fred a chance--

ELAINE

Fred is an idiot.

MIKE

No. He's not.

Having heard the yelling, Sheldon comes out from the bedroom.

SHELDON

Everything all right out here?

ELAINE

Yeah.

MIKE

Yes.

Sheldon leaves.

MIKE

Look -- I can't do this anymore. I gotta figure out -- I don't know -- I can't be Nichols and May anymore. I can't be your protector.

ELAINE

My protector? What the fuck kind of -- you think you've been protecting me? You've been stifling me for years. "Elaine, make Pirandello shorter." "Elaine, cut 40 pages from your play..."

MIKE

I've been making you better.

The last straw.

ELAINE

Get out of my house.

MIKE

I'm sorry. That came out wrong.

ELAINE

Get out of my house.

MIKE

No, come on--

ELAINE
Get out!

She practically pushes him out the door and slams it on him.

INT. MIKE'S APARTMENT - DAY - SIX MONTHS LATER

Mike is in bed. There's a loud knock at the door. Mike doesn't answer it.

The knock gets louder.

VOICE
Mike, are you in there? I'm not leaving until you answer...

The knock gets louder, more annoying. Finally, Mike gets up and opens the door. On the other side is Paul Sills, older than when we last saw him.

MIKE
Paul?

PAUL
Good, you're not dead.

MIKE
What are you doing here?

PAUL
Word on the street is nobody's seen you since you busted up with Elaine.

MIKE
I didn't bust up with Elaine.

PAUL
(shrugs)
OK.

MIKE
Why, what's she saying?

PAUL
God, you're pathetic. Get your coat.

EXT. NEW YORK CITY STREET - DAY

Coffees in hand, Mike and Paul walk down a street.

MIKE
How's Compass 2.0 coming along?

PAUL

Great, really great. Making money. We're running it more like a comedy academy, gave it a new name: The Second City.

MIKE

I'm really happy for you.

PAUL

Yeah, thanks. But I didn't come here to gloat, or to ask you to come back to Chicago. So why don't you tell me what's going on?

MIKE

I don't know. I feel like I was just getting the hang of it. But Elaine -- Elaine thrives on struggle. If she felt like things were getting easy, she got nervous, and she created chaos for herself, and by extension, for me. So much fucking chaos. At least that's what my analyst says.

I've never been on my own before. I'm thirty, and I've always had her. I feel like ... I don't know, like the leftover half of something.

PAUL

Yeah...

He doesn't know what to say.

MIKE

Part of me feels so free without her, but most of me just feels despair. I got offered a play to direct, and I just can't bring myself to make a decision.

PAUL

Oh, Mike.

MIKE

What?

PAUL

You're so good. I don't know what at, but you're so good.

Mike lets that sink in for a minute.

PAUL (CONT'D)

You should do the play. You need a reason to get up and put a shirt on every day.

(beat)

And by the way, Elaine is miserable, too.

INT. ELAINE'S APARTMENT - DAY

Elaine and Jeannie sit across from each other at the ping-pong table. Jeannie scribbles homework, while Elaine types script pages.

Elaine reaches for a PENCIL to scribble on a page, and Jeannie hands it to her, without thinking.

Elaine looks up and smiles.

Sheldon INTERRUPTS, SINGING as he crosses the room.

As he walks off, Elaine ROLLS HER EYES for Jeannie's benefit. Jeannie giggles.

INT. THEATER - DAY

Mike walks in to the Biltmore Theatre. An empty room, except for a few ACTORS holding SCRIPTS. We won't linger on this fact, but one of them is Robert Redford.

As he approaches, they turn to him expectantly, waiting for direction.

ACTRESS

Good morning, Mr. Director!

MIKE

(to himself)

Oh.

He will later say that in this moment, he realized, "Here's my job. This is what I've been waiting for."

INT. MIKE'S APARTMENT - NIGHT - TWO YEARS LATER - 1965

Mike, looking much healthier, throws his keys down inside the door to his apartment.

MIKE

I'm home!

Little feet run down the hallway toward him. It's DAISY NICHOLS (1), whom he sweeps up.

MIKE (CONT'D)
Daisy! Hello, sweet girl.

Another lady, MARGOT CALLAS (33), Mike's wife, enters.

MIKE (CONT'D)
Hello, sweet girl.

He kisses her hello.

MIKE (CONT'D)
Sorry I'm late. I stopped off for a bottle of Merlot. I thought we could put the baby to bed, and --

MARGOT
Mike. We have company.

MIKE
Oh. OK. Who?

ELAINE
Hi, Mike.

He spins around. She looks good.

MIKE
Hi.

He sets Daisy down on the floor; she toddles toward Margot.

MARGOT
I'll give you a minute.

ELAINE
Thanks, Margot.

She leaves.

ELAINE (CONT'D)
I didn't mean to surprise you. I tried to call, but I guess your number's different.

MIKE
What are you doing here?

ELAINE
I got a phone call this morning. Organizers from Selma are asking us to do a thing after the march.
(MORE)

ELAINE (CONT'D)
I've decided I'm going. Do you want
to go?

MIKE
Wow, well, you know, I'm in pre-
production on this movie. And
Margot and the baby...

ELAINE
Don't let me pressure you.

MIKE
The producer is never gonna let me
go.

Elaine shrugs.

ELAINE
It's up to you.

He watches her for a second.

MIKE
Shit, I have to go.

He watches her for another second, maybe still waiting on her
approval.

MIKE (CONT'D)
Fine, yes! I'm going to go.

ELAINE
Good.

MIKE
What are we gonna do, "Teenagers"?

ELAINE
You choose.

MIKE
Might be getting a little old for
"Teenagers."

ELAINE
That might make it funnier.

She gets up to leave.

MIKE
Stay. I have wine.

TIME CUT TO:

INT. MIKE'S APARTMENT - NIGHT

Mike pours the last of the bottle.

MIKE
Sorry about the divorce.

ELAINE
It's OK. I got custody of the cake.

MIKE
How's Jeannie?

ELAINE
Wonderful. Brilliant.
(rolls her eyes)
She wants to be an actress.

MIKE
She'll grow out of it. We did.

ELAINE
We grew out of just about
everything.

MIKE
Not everything.

She watches him with curiosity.

MIKE (CONT'D)
I still think you're the smartest
person I ever met.

ELAINE
And I you.
(beat)
Look. I'm really sorry for how it
ended. It deserved better.

MIKE
I'm sorry, too. You wanna add the
last two years to the list of
things we don't talk about?

ELAINE
I don't want there to be a list
anymore. I just want to be your
friend.

MIKE
Deal.

He smiles at her, it's a new equilibrium. She only lets it linger for a second, before she's off on--

ELAINE
I can't believe we never did the Burtons.

MIKE
They're not very funny, I can tell you that from experience.

ELAINE
Well, of course they're not -- what's funny is that anybody cares about them at all. Funny is Dick and Lizzie arguing about how to squeeze a tube of toothpaste.

MIKE
(in a British accent)
You see, darling, you have to squeeze from the bottom.

ELAINE
(impersonating Elizabeth Taylor)
Don't tell me how to live my life!

MIKE
I'm not trying to control you. I'm just trying to be economical.

ELAINE
I'll buy every toothpaste factory from here to Luxembourg before I let you--

He breaks down into giggles.

ELAINE (CONT'D)
What!?

MIKE
Luxembourg?

She laughs, too.

ELAINE
I don't know -- I bet they have fancy toothpaste in Luxembourg...

INT. SOUNDSTAGE - DAY

Thirty years later.

Mike is on the set of THE BIRDCAGE, script in hand. There are EXTRAS and a slew of CREW MEMBERS around, but Mike is concerned right now with ROBIN WILLIAMS, 44, at the top of his game, with NATHAN LANE, 39.

ROBIN

(to Nathan)

Stop whining, I'm teaching you to be a man. You've got to lower your voice and talk like you've got a chest cold, like you're in the locker room at Yankee Stadium with Don Mattingly. You've just won the Pennant. They've poured Gatorade down your back and given you a hot dog. The meat of America.

He goes off on a tear, until--

MIKE

Cut.

We realize Mike is sitting beside Elaine, in a chair marked WRITER. They pull their headphones off.

ELAINE

You don't have to.

MIKE

(playing dumb)

What?

ELAINE

He's good. He's perfect.

MIKE

I'm not doing anything.

Mike gets out of his chair and walks over --

MIKE (CONT'D)

OK. OK, that's wonderful. You know you're the most talented improviser alive, probably who ever lived--

ROBIN

Thank you -- that's not --

MIKE

It is true.

Elaine watches through the monitor, slips her headphones back on.

MIKE (CONT'D)

But here's the thing -- we're going to do every take to the script until we're all satisfied, and then you'll get a take to improvise. OK?

ROBIN

Yes, of course. You're protecting--

MIKE

I'm protecting the script. Elaine wrote a beautiful script.

She's watching him. There's nothing more to say now between them. All that's left is respect.

She looks back down at her pages as he pats Robin on the shoulder.

He turns around, looking back at Elaine, giving her the same look of pure respect and affection she just gave him.

But her attention is on her pages.

THE END