

AS GOOD AS IT GETS AS GOOD AS IT GETS

by

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FADE IN:

INT. APARTMENT BUILDING (NEW YORK), HALLWAY - NIGHT

ANGLE ON apartment doorway. As it opens and an enormously SWEET-FACED, ELDER WOMAN steps out, bungled up against the cold -- turning back to call inside to the unseen love of her long life.

SWEET-FACED WOMAN

I'm just going to get some
flowers, dear. I'll be back in
twenty minutes. It's tulip season
today. I'm so happy.

And now she turns and faces the hallway... her sweetness dissolves in a flash... replaced by repulsion and that quickly she has reversed herself and re-entered her apartment... closing the door as we consider her vacated.

POV - MELVIN UDALL

in the hallway... Well past 50... unliked, unloved, unsettling. A huge pain in the ass to everyone he's ever met. Right now all his considerable talent and strength is totally focused on seducing a tiny dog into the elevator door he holds open.

MELVIN

Come here, sweetheart... come on.

ON DOG

Sniffing at a particular spot on the hall carpeting. Melvin lets the elevator door close and advances on the mutt who has ignores him.

MELVIN

Wanna go for a ride? Okay, sweetie?

The dog lifts his leg at the precise moment Melvin lunges and picks him up with a decisive heft -- so that dog urine squirts the hall wall for a second or two. The DOG sensing a kindred spirit starts to GROWL and BARK.

MELVIN

(a malevolent tone)

You've pissed your last floor, you dog-eared monkey.

The dog takes a snap at Melvin, but the man is much meaner and quicker than the dog -- he holds his snout shut with his hand and reaches for the door of the garbage chute.

MELVIN

I'll bet you wish you were some sort of real dog now, huh? Don't worry... this is New York. If you can make it here, you can make it anywhere, you know? You ugly, smelly fuck.

And with that, he stuffs him in the garbage chute and

lets go. We hear a FADING SERIES of PLEADING "ANOOOOS" from the DOG fade to nothingness... as another apartment door opens emitting the loud sounds of a PARTY and SIMON NYE, early 30s. Simon has been born and raised with Gothic horror and it's strange that what that stew of trauma has produced is a gifted, decent man.

INT. APARTMENT BUILDING (NEW YORK), HALLWAY - NIGHT

Frantic... he bolts into the hall... Melvin is just about to enter his apartment.

SIMON

Verdell!?! Here, good doggie...

He notices Melvin at the far end of the hall.

SIMON

Mr. Udall... excuse me. Hey there!

(as Melvin turns)

Have you seen Verdell?

MELVIN

What's he look like?

Melvin starts to walk back to his apartment door which is directly opposite Simon's.

SIMON

My dog... you know... I mean my little dog with the adorable face... Don't you know what my dog looks like?

MELVIN

I got it. You're talking about your dog. I thought that was the name of the colored man I've been seeing in the hall.

Simon looks O.S. -- and sees his black friend.

SIMON

Which color was that?

MELVIN

Like thick molasses, with one of those wide noses perfect for smelling trouble and prison food...

Simon has had it.

SIMON

Frank Sachs -- Melvin Udall.

MELVIN

(not missing a beat)
How're you doing?

SIMON

Franks shows my work, Mr. Udall. I think you know that.

FRANK

(overlapping)
Simon, you've got to get dressed.

MELVIN

(to Simon)
What I know is that as long as you keep your work zipped up around me, I don't give a fuck what or where you shove your show. Are we being neighbors for now?

SIMON

(to Frank)
Do you still think I was exaggerating?

FRANK can only smile.

FRANK

Definitely a package you don't want to open or touch.

MELVIN

Hope you find him. I love that dog.

Simon, terminally non-confrontational, still finds himself compelled to turn back toward Melvin.

SIMON

(directly)

You don't love anything, Mr. Udall.

Simon closes his door leaving Melvin alone in the hallway.

MELVIN

I love throwing your dog down the garbage chute.

INT. MELVIN'S APARTMENT, BATHROOM - NIGHT

Melvin locks and unlocks and locks his door, counting to five with each lock. He turns the lights quickly on and off and on five times and makes a straight-line towards his bathroom where he turns on the hot water and opens the medicine chest.

INT. MEDICINE CHEST

Scores of neatly stacked Neutrogena soaps. He unwraps one -- begins to wash -- discards it -- goes through the process two more times.

INT. SIMON'S APARTMENT, ENTRANCE HALL - NIGHT

A group of PARTY GOERS enters -- followed by a HANDYMAN holding Verdell who looks and finds:

SIMON

who looks up -- lights up -- and tears up as he moves quickly toward the group and his dog.

SIMON

Thank the good Lord... wow... my honey... where have you been?

PARTY GOER

(thinking the greeting's for him)

He always liked me.

As Simon goes past him to take the dog from the Handyman... JACKIE, Frank's junior partner, barking a laugh at the Party Goer -- VERDELL BARKING some love. As the others greet Simon, Jackie directs the group inside. Jackie lingers, looking on affectionately as Simon picks some awful, sticky gunk from the dog's body... he puts Verdell down to reach for his wallet -- the tiny DOG YAPS in protest.

SIMON

Just for a second, okay?

The DOG YAPS "no." Simon, delighted, picks him up again.

SIMON

(kissing him on the mouth)

Look at him... where was little baby?

HANDYMAN

(smiling)

In the basement garbage bin eating diaper shit.

Simon reacts -- then notices the Handyman, tongue in cheek, trying to suppress his amusement.

SIMON

Go ahead, John, you earned your fun.

(looking at Verdell)

How did he get down in the basement? I mean even if he got on the elevator how... ?

HANDYMAN

Maybe some nice neighbor shoved him down the garbage chute.

SIMON

My God! No!

He stares out... Frank frustrated following.

INT. MELVIN'S APARTMENT - OFFICE - NIGHT

Quiet -- safe -- just Melvin's voice reading aloud as he writes.

MELVIN

'Somewhat in the dark, she had confessed and he had forgiven. This is what you live for, he said. Two heads on a pillow where there is only the safety of being with each other. How, she wondered, could she find such hope in the most shameful part of her.'

He barely reacts as we hear a LOUD KNOCKING at he reads.

SIMON (O.S.)

Mr. Udall.

But Melvin's into it. His fingers flying as he reads.

MELVIN

'At last she was able to define love. Love was... '

More KNOCKING.

SIMON (O.S.)

Mr. Udall, I'd like to talk to you please.

MELVIN

'Love was... '

He almost has the rest of the sentence -- the meaning of love -- but the knocking throws him.

MELVIN

... Son-of-a-bitch-pansy-assed-stool-pusher.

He burst from his chair.

INT. APARTMENT BUILDING (NEW YORK) - HALLWAY - NIGHT

As Simon hears MELVIN through the door and takes a step

back. Melvin throws open the door. He looks demonic.

MELVIN

(loud and angry)

Yeeees!!!

SIMON

Maybe this can wait.

Frank signals encouragement as Melvin opens the door.

SIMON

I found Verdell, Mr. Udall.

MELVIN

Well, that's a load off.

Melvin walks back into the apartment and is about to close the door when Simon has another burst of bravery.

SIMON

Did you... do something to him?

MELVIN

Do you realize that I work at him?

SIMON

(eyes downcast)

No, I didn't.

MELVIN

Do you like to be interrupt when you are danging around in your little garden?

SIMON

No... actually, I even shut the phone off and put a little piece of cardboard in the ringer so no one can just buzz me from d...

MELVIN

Well, I work all the time. So never, never again interrupt me. Okay? I mean, never. Not 30

years from now... not if there's fire. Not even if you hear a thud from inside my home and a week later there's a smell from in there that can only come from a decaying body and you have to hold a hanky against your face because the stench is so thick you think you're going to faint even then don't come knocking or, if it's election night and you're excited and want to celebrate because some fudge-packer you dated has been elected the first queer President of the United States... and he's going to put you up in Camp David and you just want to share the moment with someone... don't knock ... not on this door. Not for anything. Got me. Sweetheart?

SIMON

Yes. It's not a subtle point you're making.

MELVIN

Okay, then.

Melvin enters his apartment and slams the door shut.

SIMON

So the theory of confrontations is that now he'll think twice before messing with me?

Frank smiles affectionately. Simon turns serious.

SIMON

He's genuinely upsetting, isn't he?

FRANK

Won't worry about it. You go ahead.

Frank waits till Simon EXITS SCENE and then knocks loudly

on Melvin's door. There is a sharp change in his demeanor.

MELVIN (O.S.)

Oh, I'm pissed!! Now I am really
pissed!!!

Frank waits patiently as Melvin jerks his door back open.
Frank immediately grabs Melvin by his shirt and jerks him
forward... Melvin is scared. Operating on survival mode.

MELVIN

No touch. No touch. No touch.

FRANK

You may think you can intimidate
the whole world with your
attitude, but I grew up in Hell.
My grandmother had more attitude.
You don't intimidate me.

MELVIN

(calling)

Police! Police! Fucking crooked
police... doughnut-munching morons
help me!

(to Frank)

Assault and battery and you're
black.

FRANK

Shhhh now. I like Simon. I like
him enough to batter you
unrecognizable if you verbally
abuse him or so much as touch his
dog again. Meanwhile, I'll try
and think how you can make this up
to him.

(suddenly loud)

I hate doing this. I'm an art
dealer.

(beat)

Have a nice day. Party!

He tosses Melvin back and walks out. Melvin straightens
his shirt as he steps out into the hall. Frank smiles as
he re-enters the other apartment. Melvin appears

impressed.

EXT. NEW YORK CITY STREET NEAR CAROL'S RESTAURANT - DAY

A crowded and dirty street and here comes Melvin. His walk is brisk -- an animal wanting to pass through the danger without giving off the scent of its mounting fear. At times he places his palms together and extends his arms cutting a path through people. We will be very pointed in the fact that he avoids stepping on cracks.

CLOSER ON MELVIN

His eyes focused on the terrain.

INT. CAROL'S RESTAURANT - DAY

ANGLE ON WAITRESS

CAROL CONNELLY talks with another MOTHER -- a customer. You would not guess it, but her working hours tend to be the most carefree time of the day. She is telling a story about her son for the umpteenth time.

CAROL

(to the Mother's
little girl)

Look at you, you're all better.

MOTHER

It's that new medication.

CAROL

You know all my son's stuff,
right?

The Mother nods too sympathetically that she does, but Carol interrupts her.

CAROL

No, no, no, I got a date tonight.
I'm walking out the door this
morning and he says to me, 'Mom,
I promise not to get one of my
fevers or coughs during your
date.'

MOTHER

Isn't that sweet.

CAROL

Little blonde angle.
(to child,
affectionately)
Eat everything.

Melvin enters and moves past several empty tables to a table towards the back and is obviously surprised to find a MAN and WOMAN sitting at the table.

WOMAN

It just came out of me. I said
you love me the way a remote
control loves a TV. As long as I
switch every time...

HER MALE COMPANION

Wonderful.

MELVIN

People who talk in metaphors can
shampoo my crotch.
(on their look)
Eat up.

They turn away -- Melvin walks a few paces to the waitress station where two waitresses, LISA and CAROL, are talking.

LISA

Pay me back next week.

CAROL

I owe you. I told you today...
them's the rules. Oh, excuse me,
Melvin.

She puts two hands lightly on his waist to move him out of the way. He gulps at the contact (since no one else ever touches him) but covers his self-consciousness.

MELVIN

I'm starving.

CAROL

(firmly to Lisa)

Will you please take it?

Melvin intentionally moves a step in her path, with stealth, so that she must touch him again to get him out of the way...

LISA

This way you take a cab home so you have time to get ready for the date.

CAROL

"Ready" is not my problem.

She barks a mirthless though hearty laugh. If we could read Melvin which we can't, we'd see him unsettled by the date talk. To Carol he is as harmless as furniture.

CAROL

(to Melvin)

Go sit down. You know you're not allowed back here... Spencer's more excited about it than I am... He says, "Mom, I promise not to get a fever or cough during your date."

The other WAITRESSES and the SHORT ORDER COOK all go "awww."

CAROL

I know. He's just the best.

MELVIN

I've got Jews at my table.

CAROL

It's not your table. It's the place's table. Behave. This once, you can sit at someone else's station.

The two waitresses signal their protests.

CAROL

Or you can just wait your turn...

Melvin walks back into the restaurant proper... he hangs near their table... his discomfort builds in this limbo... then:

MELVIN

How much more you got to eat?
Your appetite isn't as big as
your noses, is it?

WOMAN

What?!!

MAN

(to Woman)

Let's go --

The Woman starts to protest.

MAN

Let's leave. We're going.

Melvin sits down at the table -- and takes from his pocket a plastic eating utensil set wrapped and sealed. As he opens his utensils.

CAROL

Bryan says he doesn't care how
long you've been coming you ever
act like this again you're barred
for life. I'm gonna miss the
excitement, but I'll handle it.

There is in Carol's attitude toward Melvin some ingredient of self-satisfaction -- that she is the only one in the place who can handle him. She starts to clear the table.

MELVIN

The table's fine if it had some
cholesterol on it. Two sausages,
six bacon strips, fries, three
eggs over easy and coffee.

CAROL

You're gonna die soon with that diet, you know that?

MELVIN

We're all gonna die soon. I will. You will. It sure sounds like your son will.

ON CAROL

Stunned. Some crazy street-freak has slipped under her perfect guard and momentarily devastated her. Melvin senses that he's gone way too far. He wipes his knife.

CAROL

If you ever mention my son again, you will never be able to eat here again. Do you understand? Give me some sign you understand or leave now. Do you understand me...
(adds truthful label)
you crazy freak? Do you?!?

A beat and then Melvin nods, hardly breathing -- backing down.

CAROL

Okay. I'll get your order.

She walks away. Melvin watches her, biting his lower lip. He takes some napkins and cleans the table himself.

INT. CAROL'S APARTMENT - NIGHT

She is underneath a YOUNGER, cuter MAN on the living room sofa. He is expertly into foreplay. She begins to make noises as she responds... each time startling herself with her own noise and trying to reign it in.

She's two women here -- one speeding the pleasure highway -- the other -- functional mom so blown away by the emergence of this sexy self that she laughs. The Young Man stops and looks at her.

YOUNG MAN

What?

CAROL

I... I... I don't know... You got me.

His eyes try to burn into hers... She is getting excited but doesn't know how to play it... He pushes one of the fingers of the hand caressing her face toward her mouth... She closes her teeth, his fingers attempt opening her mouth. She stops him.

CAROL

Let me just do whatever I do by myself... I'll catch up to you someplace I promise.

(as he's put off)

Oh, no... don't look like that.
No. I'm sorry if I'm a goof.

And so with earnestness and caring, she has transformed the sex into something more intimate -- and, talk about egg in your beer, hotter. Things are getting wild when we hear from the distance a child, SPENCER, CALLING and **COUGHING.**

CAROL

Kissing... kissing boys. Oh my.

Carol pulls her head away -- as Spencer's call continues.

SPENCER (O.S.)

(softly)

Grandma, grandma...

YOUNG MAN

Maybe you better check.

CAROL

Like what did you think I was going to do?

INT. HALLWAY/BEVERLY'S ROOM - NIGHT

Pulling herself together she goes off down the hallway...

she ducks her head into the first bedroom where her mother, BEVERLY, is listening to music on headphones... she takes them off when she sees Carol, then hears the cough.

BEVERLY

I'm sorry. I was hearing just everything you were doing so I put these on to give you privacy.

Carol now goes into her son's room.

INT. SPENCER'S ROOM - NIGHT

The room is a monument to horrible, sleepless nights... two drugstore de-humidifying filters, a nebulizer (breathing contraption) a waste basket... a night stand filled with medicine, a blood pressure kit... along with some stacks of seven-year-old toys and a small TV wedged into the tiny space.

SPENCER

I'm sorry.

CAROL

Don't be silly. How bad?

SPENCER

Not bad.

Carol feels his head... that's okay. Then he coughs -- trying to suppress it... then a bigger cough... they each know what that signals... She brings up a waste basket as he throws up... she comforts him. He apologizes. She loves him.

INT. LIVING ROOM - NIGHT

As she re-enters. He is taking a cigarette from a pack.

CAROL

(a bit panicked)

You can't smoke... He can't take smoke.

He palms the cigarette -- resumes making out -- his hand

squeezes her breast -- then he stops and looks at his hand. She looks down and sees a bit of throw-up he picked up while feeling her and then notices him looking at her with extreme distaste... She barks a laugh to cover her embarrassment but speaks the truth.

CAROL

Oh, God... I don't even notice anymore.

She crosses to the kitchen for a dishtowel. Tries to make light.

CAROL

That'll teach you.

YOUNG MAN

Don't apologize.

CAROL

(perturbed)

That wasn't an apology.

She notices his demeanor -- how he avoids looking at her -- how uncomfortable he is.

CAROL

Hey... this is just a little throw-up -- it's nothing to be so embarrassed about. Really.

(as he shifts uncomfortably)

Thanks for the dinner. Let me write down which trains you take to get back.

YOUNG MAN

No way.

She brightens.

YOUNG MAN

I'll take a cab.

She deflates as he moves past her.

YOUNG MAN

Too much reality for a Friday
night.

EXT. HOLLAND TUNNEL - NIGHT

A cold night in hell. Three young men bullshit near the approach to the tunnel. Their names are VINCENT, EVAN and DOUG, who is the oldest at 28. Vincent is dopey and the most likeable of the gritty little trio.

EVAN

Why is every customer surprised I
read books?

DOUG

(amazed)
You read books?

EVAN

Oh, wow! I know this guy! Look!
He even bought me dinner.

They all focus on a black BMW as it slows and stops in front of them. CARL checks them out carefully through the front window. He is talking on the speaker phone.

CARL

(slightly exasperated)
Look, I just can't. I promised
Simon I'd find him a model.

FRIEND (V.O.)

(on speaker phone,
flirting)
Carl, take me off the speaker.
Did I tell you that these are
house seats? C'mon, you could use
a break. Hello... Carl, are you
there... hello?

Seeing the hustlers:

CARL

... I just found a model.

DOUG

(to Carl)

Hey, how it's goin'...

EVAN

Hey, hi... remember?

CARL

I only need one.

EVAN

You picked me up, maybe a few weeks, I don't know, some time ago. You were very flattering about our... encounter.

CARL

Maybe just you and me... but this is for a painting. I need a pretty face.

Carl beckons to Vincent who joins him, trying to conceal his pride at winning this lowest end of beauty contest.

INT. SIMON'S APARTMENT - DAY

There is a KNOCK at the door -- Simon crosses to answer. He is more relaxed than we've seen him -- a man at peace humming to his favorite music, talking to his dog who scratches at the door. Simon opens the door to Vincent.

SIMON

Sorry, I was out in the studio doing some work and I forgot about our appointment.

He leads the way back toward the studio -- chatting away -- unaware that Vincent is disrobing as he follows him and eyeing the expensive apartment.

SIMON

I usually make such a big deal out of picking models but Carl's so thorough. I'll bet he drove you nuts checking your references.

And he turns and sees the naked model.

SIMON

(taken aback)

This isn't a nude.

Vincent moves back to retrieve his clothes.

VINCENT

Just kidding around.

(then mutters)

So much for love.

INT. SIMON'S APARTMENT - STUDIO (MINUTES LATER)

Vincent is striking blatantly sexual poses to the increasingly uneasy Simon.

SIMON

Exactly what is your previous experience?

VINCENT

How about that pose?

(sing-song)

This is not fun...

(then)

Give me some direction.

Vincent has instinctively put Simon on the defensive. He tries not to show it.

SIMON

Nothing. I just watch till something strikes me. Do anything you think of -- try different thing. Until I say, "hold that pose." Then just try and comfortably hold it.

VINCENT

(trying another space)

The fact that you haven't said, "hold it" means I haven't done it right... is that correct? I haven't done it right?

SIMON

No... Okay. What I do is watch and wait for, um... You ever watch someone who doesn't know you're watching... an old woman on a bus, kids going to school and you see this flash come over them and you know immediately that it has nothing to do with anything external -- that it's in response to a private thought they just had? They are just sort of realer and more alive. And when you notice it so are you. If you look at someone long enough, you discover their humanity.

Vincent's slack-jawed expression changes. He feels an intellectual tingle to be having this conversation.

VINCENT

I know exactly what you mean.

There's a joy in him at this moment -- a bit of purity.

SIMON

Hold it.

Vincent does so -- hums a bit of "Satisfaction" to celebrate.

INT. RESTAURANT - DAY

Carol and LESLIE, another waitress, are waiting for their order at the cappuccino bar. Leslie is telling the story of the traumatic audition which may have turned her life. Carol is rapt.

As they pass Melvin she does not break stride, nor give him notice. Though she is aware of him -- resentfully so -- hard not to be since he is giving a moment to moment commentary on her every action.

MELVIN

Clippity clop -- clippity clop --

she has to pretend she doesn't hear me. Listening to the story from the upset friend... now she drops off the cappuccino and smiles at the putzette who doesn't even say, "Thank you." No, the putzette wanted the whipped cream so back she goes and now she has to pass him again and it's getting tougher to make believe.

CAROL

(reluctant forgiveness)

Okay.

Melvin stops -- she passes behind him to deliver an uncharacteristic rabbit punch.

CAROL

What's with the plastic picnic ware? Why not try ours... afraid it isn't clean?

MELVIN

I see the help -- judgement call.

CAROL

Just give yourself a little pep talk. "Must try other people's clean silverware as part of the fun of dining out."

MELVIN

What's wrong with your son, anyway?

CAROL

What do you care?

Melvin just looks at her.

CAROL

He's gotta fight to breathe. His asthma can just shoot off the charts -- he's allergic to dust and this is New York and his

immune system bails on him when there's trouble so an ear infection... Is this bothering you?

MELVIN

(caught)

No.

CAROL

An ear infection can send us to the emergency room -- maybe five, six times a month where I get whatever nine-year-old they just made a doctor. Nice chatting with you.

MELVIN

His name?

CAROL

Spencer.

MELVIN

Okay.

CAROL

(quietly)

Spence.

She exits.

INT. SIMON'S APARTMENT - STUDIO - DAY (SEVERAL WEEKS LATER)

The greenhouse studio is a busy sanctuary, as Simon puts the finishing touches on his painting of Vincent. A beat and then a strange figure crosses between the CAMERA and the scene -- gone before we can examine him further.

SIMON

You can put on anything you want now. I might be sort of done here...

Vincent quickly and expertly picks a CD to meet his immediate needs and puts it on -- dying a little at every

second of silence during the transition... then LOUD MUSIC PLAYS... Vincent even GOOSING the VOLUME. Simon does a take -- he gestures Vincent to take it down -- which Vincent does.

ANGLE - APARTMENT

where it is not clear that a robbery is in progress -- Vincent's two friends from the street sweeping all objects into large sacks -- one of them, Doug, pauses to look past the terrace to the studio.

DOUG

Lucky Vinnie -- he's a painting.

INT. SIMON'S APARTMENT, STUDIO - DAY

MUSIC PLAYS -- Simon cleaning up his stuff.

VINCENT

So you're practically finished, huh?

SIMON

Yes... well, there's one more stage -- trying to figure out if it's any good.

Simon sneaks a look at the canvas from another perspective... he focuses -- then the smallest shy nod of self-approval -- he's finished. Vincent is desperate to distract.

CLOSE ON dog as Verdell awakens, stretches and pricks his ears. He moves quickly to the closed door and starts to frantically scratch, attracting Simon's attention.

As Simon keeps walking... Vincent shoots over to the canvas.

VINCENT

Wait -- I want to see the painting.

SIMON

Just a second -- he has to go.

VINCENT

Please!! NO!!!

Simon opens the door and Verdell shoots out like a bullet. Vincent pauses before the painting and is thrown to see his humanity captured -- to be "immortalized."

INT. SIMON'S APARTMENT - LIVING ROOM - DAY

Doug and Evan are nearly to the front door as VERDELL stops them with a vicious GROWL and BARK.

Simon is distracted -- looking down at his pet so that he continues to walk toward Doug and Evan, not noticing them -- Vincent, terribly afraid, appears behind Simon.

SIMON

(to Vincent)

What's the matter, sweetheart?

He instantly stops. Shocked. Frozen. His eyes on the stranger, Doug, looking at him. Now Vincent comes in. Doug greets him.

DOUG

Yo.

Simon turns to Vincent.

SIMON

Why are you doing this?

VINCENT

No. No. No. Hey, that painting in there... I just want to tell you...

Now Evan appears holding a brass hat rack.

EVAN

(to Vincent)

What are you doing? Cruising him?

And he uses the hat rack first as a spear, then as a club, as the brief savage attack begins.

ON VERDELL

as he starts to go toward Simon and then scurries back in fear. The three attackers leave. Now silence. A single BARK from VERDELL.

INT. APARTMENT BUILDING (NEW YORK) - HALLWAY - DUSK

A mass of OFFICIAL PEOPLE clutter the hall as a gurney is whisked down to the elevator. It's impossible to tell if Simon is awake or dead. Melvin is standing against the wall near his door a cop, RAY, interviewing him.

RAY

Okay. So you call 911 and don't leave your name -- even a dumb geezer should know that emergency automatically pulls up your name. How come you make a mistake like that?

MELVIN

How come you're pretending to do cop work -- 'cause I don't think you could find your ass if you were spotted the hole.

RAY

(stunned)

What?

MELVIN

Just move on. No one here killed him.

RAY

Oh, is he dead?

MELVIN

Ask him.

RAY

We will if we can and if we can't, we'll come back and ask you again and again.

**INT. APARTMENT BUILDING (NEW YORK) - HALLWAY -
ANOTHER ANGLE - NIGHT**

Frank standing upset, anxious, holding a dog bowl, a leash and VERDELL, who is more upset making pathetic little CRYING SOUNDS.

As we FOCUS BRIEFLY ON Verdell... Frank is talking to the Sweet-Faced Woman.

SWEET-FACED WOMAN

I've been praying for him since I heard.

FRANK

So I've got to get to the hospital. If you could take the dog just for tonight.

SWEET-FACED WOMAN

Oh, Lord -- I've got all these antique knick-knacks... Or else I'd be glad...

FRANK

Maybe if you kept locked in the bathroom. No? Okay. Thanks.
(as he turns away and she closes the door he adds)
Old bitch... Damn dog.

A short laugh makes us realize that Melvin has witnessed and enjoyed Frank's hostile mutterings...

VERDELL starts WHIMPERING as a pissed Frank approaches his mugger:

FRANK

You're taking him... yes... you're taking him -- this will clear the books. One night. You want to say "no" to me? Try... because I've never felt as nuts as I do right this second. I almost want you to try saying "no."

MELVIN

(quietly)

I'm not saying nothing to you.

FRANK

Thanks for looking after him.

Frank pushes open the door to Melvin's apartment and places Verdell inside.

INT. MELVIN'S APARTMENT - NIGHT

MUSIC IN: as Frank pulls the door partially closed to block Verdell's escape.

The music represents Verdell's state of mind -- trapped in the apartment of the man who tried to kill him. We STAY with the dog during the O.S. dialogue: As his head turns in panic we see his various POVs as the dialogue continues O.S.

MELVIN (O.S.)

Hey, where are you going? You can't do this.

(calls after Frank)

I can't take a dog.

(a confession)

Nobody's ever been in here before.

FRANK (O.S.)

(threatening)

You don't want to mess with me today. I'll figure something else out tomorrow.

INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT

Melvin enters -- the dog cowers in the shadows. Now Melvin sees him.

MELVIN

You're dead!!

VERDELL STOPS -- gives Melvin wide berth -- slinking along the far wall. Melvin finds Verdell's fear of him a

bit calming.

MELVIN

I don't have dog food. And I
won't want dog food here. You'll
eat what we have. You'll eat what
we eat.

Melvin exits. Verdell is in a major funk.

INT. MELVIN'S APARTMENT - KITCHEN - NIGHT

Melvin breaks two eggs over a large pile of prime chopped
meat, sticks raw pieces of bacon into it and exits the
room.

MELVIN

Don't you touch anything.

INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT

Verdell cringing as his new master approaches -- MUSIC
CONTINUES ominously. Melvin sets the bowl down and
exits... Verdell breathes excitedly though looking
alternately in all directions... his recent past making
him suspect this feast is a trick. He sniffs
cautiously -- then dives in -- GOTHIC MUSIC CHANGING on a
dime TO SCORE his RAPTURE... from O.S. we hear the sound
of RUNNING WATER as steam escapes the bathroom -- then
MUSIC OUT -- as Melvin returns... ignoring Verdell he
sits at the piano and his one key repeatedly. It's odd.
Verdell shifts his body so he is eating from the bowl
with his tail to Melvin. Then Melvin begins to play and
sing Monty Python's "Always Look On The Bright Side Of
Life," with its cheerful whistle refrain. Verdell looks
over with surprise and pleasure. But just as mood lifts
and warmth threatens, Melvin stops abruptly, turns out
the lights and exits.

INT. HOSPITAL CORRIDOR - DAY

Frank on the phone.

FRANK

(into phone)

Put the solid red dots on three of

them and the hold blue dots on two others... Well, we're not going to sell anything if they know we're two weeks into a show and have no sales. No, you can't reduce a price at this stage... We're in free fall here. Any calls?

JACKIE

We can see him.

FRANK

I'll meet you in there.

INT. HOSPITAL ROOM - DAY

As Jackie enters.

JACKIE

How you doing, great one?

SIMON

I haven't looked at myself yet. I figured I could tell from your reaction.

He turns toward her. Much of his body -- taped -- his painting hand wrapped. Simon's face is something of a horror. Swollen, one savage discolored cut. We are into yuccchhh... The sight is a jolt. Jackie breaks into tears... sobs, actually.

SIMON

That bad, huh?

They share a helpless half-laugh -- then Frank appears in the doorway.

FRANK

Hey, hey...

(as he sees him)

Haaa... bad but temporary. The nurses say it's much better than you looked three weeks ago... the hand will come back... they're sure...

SIMON

Jackie, will you hand me the mirror?

JACKIE

(a small voice)

No.

She starts to hand him a large mirror from her purse -- then thinks better of it.

JACKIE

Wait, I have a smaller one.

But he holds out his hand and she gives him the mirror -- he starts to look -- then thinks better of it.

SIMON

So, what's new anyway? How's Verdell?

FRANK

(sheepish)

Your neighbor -- Udall -- is taking care of him.

SIMON

(suddenly alive and upset)

How could you do that? He'll hurt him.

FRANK

No, I promise... not a chance. I own this guy. There was no one else. I'm on the move too much. Trust me.

SIMON

You are very certain my dog is okay... because you have no idea...

FRANK

Yes. Your dog is fine, Simon.

Simon holds the mirror poised for a moment of discovery, then he takes a breath -- like someone about to dive underwater. First a small, mumbled pep talk to himself.

SIMON

Okay, waiting gives the devil time. Now!

He quickly brings his hand up and looks at the mirror... he is startled -- the bottom drops out -- leaving him awed by his misfortune.

SIMON

Oh my... Where'd I go? Ummmm?

EXT. CAROL'S RESTAURANT - DAY

AN ESTABLISHING SHOT FEATURING Verdell tied up in front.

INT. CAROL'S RESTAURANT - DAY

Melvin finishing a plate of eggs, bacon and sausage with his plastic knife and fork. Carol looks totally beat as she sets down a cup of coffee. Melvin is craning periodically to keep an eye of his dog.

CAROL

So what are you doing with a dog?

MELVIN

Suckered in. Set up. Pushed around.

CAROL

You're not worried that someone might take him?

MELVIN

Well, not until now -- for Christ's sake.

CAROL

Sorry.

MELVIN

It's okay -- I'll sit here.

He changes tables for the first time ever so that he can keep an eye on Verdell. Carol is amazed.

CAROL

You know he's a little dog. Next time, if Bryan's not here, you can bring him in.

MELVIN

How old are you?

CAROL

Oh, please...

MELVIN

If I had to guess by your eyes, I'd say you were fifty.

Carol looks at him.

CAROL

And if I had to guess by your eyes. I'd say you were kind. So, so much for eyes. But as long as you bring up age... how old are you?

MELVIN

(quickly)

Otherwise, you're not ugly.

CAROL

(laughs out loud)

Okay, pal... I accept the compliment, but go easy -- my knees start a-knocking when you turn on the charm full blast.

MELVIN

What's with the dark?

He indicates the bags under her eyes by tapping his own.

CAROL

Dawn patrol -- major dawn patrol.

My son had a full blown attack.
And this time, for extra fun, they
gave us the wrong antibiotics, so
I get him home...

She reaches for the plate of uneaten bacon -- he goes nuts.

MELVIN

No... no... leave it... the
bacon's for the dog.

She is jolted by the insensitivity of his interruption,
but he doesn't notice, turning, almost chatty.

MELVIN

Last week I was playing the piano
for him and he likes it, and so I
decide I'm going to make a little
joke...

CAROL

You all set here?

Melvin nods -- a bit frustrated about not being able to
finish his dog story. He pockets the remaining bacon.

EXT. NEW YORK STREET - DAY

As Melvin walks Verdell back home, we notice, perhaps a
beat before Melvin, a remarkably event. Verdell is
avoiding the cracks in the sidewalk.

MELVIN

It's a beautiful day for our walk.

Melvin slows -- observes the dog mirroring his behavior.

ON VERDELL

again carefully placing his paws to avoid a crack in the
sidewalk. Melvin laughs out loud -- puts on plastic
gloves hurriedly so he can lift the dog to eye level.

MELVIN

Don't be like me, don't you be

like me. You stay just the way
you are because you are a perfect
man. I'm gonna take you home and
get you something to eat... what
you love.

ANOTHER ANGLE

FEMALE PASSERSBY

(charmed)

Ohhh. I'd like to be treated like
that.

MELVIN

(all smiles to Verdell)

Let's go home and do some writing.

INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT

Melvin whaling away at his computer, reading to himself
with great satisfaction as he goes.

Verdell sits at his chair, fascinated by the speed of his
master's fingers on the keyboard. He reads his writing
aloud to the dog.

MELVIN

"He turned off the gas jets and
carried her outside. He kissed
her brow and when her eyes opened
and found him, he said, 'there are
easier ways to break a date.' She
laughed. The only sensible
ambition he had ever known was now
realized. He had made the girl
happy. And what a girl. 'You've
saved my life,' she said, 'you'd
better make it up to me.'"

Exhilarated by his own words, he shuts down the machine...

MELVIN

(singing to Verdell)

Done!

(playing with him some)

Yes, I hate the doggy... yes, I

hate the doggy.

He exits.

MELVIN (V.O.)

Sixty-two books... done!

As the dog goes shooting off to the kitchen we leave our couple's play time for...

INT. SIMON'S APARTMENT - BEDROOM/LIVING ROOM/HALLWAY - DAY

As the rookie invalid awakens in precisely the same foul mood he'd had on falling asleep. In the living room, the maid, NORA, is talking with Jackie -- we catch only a few words as they review Simon's mounting pile of bills and talk of how long Nora can stay on.

INT. NEW YORK APARTMENT BUILDING - HALLWAY - DAY

Frank knocking on Melvin's door. He opens it.

FRANK

How's Verdell doing?

MELVIN

He's a pain in the ass.

As he looks over at the dog, Verdell trots over and, without realizing it, Melvin smiles at him to Frank's surprise.

FRANK

Simon's home. I was sort of hoping you could keep the dog until he's had a chance to think and adjust...

MELVIN

(leaping at the chance)
It's been five weeks... another few won't kill me.

FRANK

No. He wants him back. He'll be by tomorrow.

MELVIN

(too loudly, weirdly)

Okay by me.

Frank exits.

INT. MELVIN'S APARTMENT - LIVING ROOM - DAY

Melvin sits -- Verdell looks up at him. Melvin walks to the door. He turns the lock... then checks that they are locked... checks again to make sure he turned them in the correct direction... turns from the door... then back to check once more. And again... and again... anguished, until now he breaks briefly, the dog looking on.

INT. NEW YORK BUILDING - MELVIN'S APARTMENT - HALLWAY - DAY

Melvin opens the door -- looks at the scarred Simon in a wheelchair and shudders...

MELVIN

That's some face they left hanging
on you. You look like...

SIMON

(interrupting)

Could you take it just a little
easy, Mr. Udall?

A beat of silence as Melvin thinks whether to comply.

SIMON

Thank you. Verdell... sweetheart?
(to Melvin)
By the way, thanks for saving me.

MELVIN

I called. I never touched you. I
didn't leave my name or nothing.

SIMON

(not listening)

Verdell?

ON VERDELL

Totally weirded out... hiding behind Melvin... now Melvin shifts and Simon and Verdell see each other... Simon smiles at the dog... he is emotionally caught up in the reunion.

SIMON

Hi, sweetheart.

Verdell isn't eager.

ON SIMON

The first gnawing pains of rejection.

INT. SIMON'S APARTMENT - DAY

Simon pats his leg -- trying unsuccessfully to get Verdell to approach him. Instead the dog goes to the door and scratches at it. Jackie starts to pick the dog up.

SIMON

No. Please, don't force him.

JACKIE

(to dog)

You little stinker. He's given you everything.

INT. MELVIN'S APARTMENT - LIVING ROOM - DAY

MELVIN'S POV

Verdell's towel on the floor -- near his bowl.

BACK TO SCENE

Melvin's lips compress... he sits on the piano bench and hits a few keys... looks at Verdell's empty spot again... there are those who "get the joke" -- Melvin is clearly one -- he laughs suddenly and helplessly even as he feels the panic rise in him...

... all his painstaking success in keeping the lid on and now it threatens to blow for a reason he articulates.

MELVIN

Over the dog... an ugly dog.

It's hilarious. But now the humor detours. An actual sob is choked back... he gets up -- following a definite pattern across the room. He is conducting a small but highest-stakes fight for survival. Momentarily a scared, beaten middle-aged man -- he races out the door.

EXT. NYC STREETS - DAY

Melvin charging as fast as crack checks allow and then turning into a building with a copper sign reading "Grammercy Park Psychiatric Group."

MELVIN

Worst sidewalk in New York and
look where they put in.

INT. PSYCHIATRIST'S OFFICE - DAY

Melvin bursts in on the psychiatrist and emits one word.

MELVIN

Help!

DOCTOR

If you want to see me you will not
do this. You will make an
appointment...

MELVIN

Explain to me how you can diagnose
someone as "obsessive compulsive
disorder" and then act like I have
any choice in barging in.

DOCTOR

There's not going to be a debate.
You must leave.

The Doctor moves into the hallway, forcing Melvin to follow.

MELVIN

You said you could help me --
what was that -- a tease?

DOCTOR

I can help you if you take the
responsibility to keep regular
app --

MELVIN

(suddenly)

You changed the room around...

DOCTOR

Two years ago...

Melvin shakes his head -- as if things weren't bad enough
he must go through a careful exercise noting every new
element before he's at all comfortable... as he studies
each object. The Doctor is professionally intrigued
despite himself.

DOCTOR

I also regrew my beard... but
you're not interested in changes
in me... so it's like I always
told you... when it comes to
people you...

MELVIN

Shhhhhhh. I don't have this
mountain of available time... I
got to get to my restaurant on
time. Do you know how hard it is
for me to be here?

DOCTOR

Yes.

(as Melvin starts
for the office)

No.

INT. PSYCHIATRISTS' WAITING ROOM - DAY

More PATIENTS in the almost-crowded waiting room. Melvin
passes through -- visibly drawn and upset. He stops.
Eyes on them. Then:

MELVIN

(to other patients)

What if this is as good as it gets?

They look stricken. He exits.

INT. CAROL'S RESTAURANT - DAY

As he walks to his booth and sits down. Enormous relief. CHERYL, a heavy-set waitress, reluctantly moves to his table -- unseen by Melvin as he takes out his utensils and arranges them. In a corner booth, four big TRANSIT AUTHORITY POLICE are having a meal together. Cheryl looks at his utensils.

CHERYL

What the heck are those for?

MELVIN

No. No. Get Carol.

CHERYL

I'm filling in. We don't know if she's coming back. She might have to get a job closer to home.

MELVIN

What are you trying to do to me?

CHERYL

What the heck do you mean?

MELVIN

Hey, elephant girl, call her or something... just let her do my one meal here. I'll pay whatever. I'll wait.

(as she doesn't budge; he screams)

Do it!!!

The MANAGER comes over, gesturing to the table of police that he can handle it. All attention is on Melvin.

MANAGER

Out. Be silent or leave.

MELVIN

I'll be quiet. Just let me wait.
No problem. Get her here -- have
her get me two sausages, four
bacon, two eggs over easy and
coffee. I'm not a prick here --
I'm a great customer. This day is
a disaster. I can't handle this,
too.

MANAGER

Get out immediately or there's
going to be trouble.

Melvin looks at the police, sizes up the hopeless
situation and rises.

MELVIN

There's going to be trouble???

He walks toward the door as Cheryl and all the other
employees applaud his defeat. As he passes a BUSBOY near
the door he hands him 20 dollars.

MELVIN

Carol's last name?

BUSBOY

Connelly.

EXT. BROOKLYN STREET - DAY

An uncomfortable Melvin sitting in the back of a taxi.

MELVIN'S POV

A neighborhood in Brooklyn -- a community. Melvin, ever
the shark observer, looks from the cab to see slices of
community life -- MEN in front of a bar, PARENTS giving
their CHILD a ride on a mechanical horse outside a local
store -- two YOUNG WOMEN discuss dating.

EXT. CAROL'S BUILDING - DAY

As he exits -- RINGS the BELL and is BUZZED in.

INT. CAROL'S APARTMENT BUILDING - DOOR/HALLWAY - DAY

Carol opens the door just as he arrives on her landing. She holds a container of ice, washclothes and a thermometer.

MELVIN

I'm hungry.
(on Carol's astonished
look)
You've upset my whole day. I
haven't eaten.

CAROL

What are you doing here?

Melvin ignores the question, instead answering a charge he had imagined she might make...

MELVIN

This is not a sexist thing. If
you were a waiter I would still be
here saying...

CAROL

Are you totally gone? This is my
private home...

MELVIN

I am trying to keep emotions out of
this. Even though this is an
important issue to me and I have
strong feelings about the subject.

CAROL

What subject? That I wasn't there
to take crap from you and bring
you eggs? Do you have any control
over how creepy you allow yourself
to get?

MELVIN

Yes, I do, as a matter of fact...

and to prove it I have not gotten personal and you have. Why aren't you at work? You're not sick -- you don't look sick... just very tired and bitter.

CAROL

My son is sick, okay?

Even saying the sentence, "My son is sick" pushes some emotions toward the surface which are wasted on the crazy man at her threshold.

MELVIN

What about your mother?

CAROL

How do you know about my mother?

MELVIN

I hear you talk when I'm waiting!!!

She crosses to the sink to dump the ice. Melvin takes a step inside. Spencer, seven and looking ill, walks into the room.

CAROL

Sorry, honey... I'll be right there.

MELVIN

(uncomfortably)

How ya doing?

Spencer just stares at him.

MELVIN

(miffed)

You should answer when someone talks to you...

Carol eyes Melvin with disgust and disbelief then emphatically gestures him to "clear out." Melvin backs out the door.

CAROL

Sorry. There is a limit, Melvin,
and I can't handle you teaching
my son manners.

She closes the door in his face, then walks to her son
and leads him back to his room.

INT. SPENCER'S ROOM

CAMERA MOVES TOWARD mother and son sitting on the edge of
Spencer's bed. She holds a digital thermometer to his
ear. They both count down the seconds.

CAROL AND SPENCER

5... 4... 3... 2... 1... Bingo.

SPENCER

104.9

CAROL

We are going to treat ourselves to
a cab ride.

EXT. BROOKLYN SIDEWALK - ANGLE ON CAROL - DAY

As Carol carries her young son through a class of
uniformed KIDS from a Catholic elementary school. She
spots Melvin about to enter a cab.

CAROL

Melvin, wait!

The school kids pick up the chant in unison.

SCHOOL KIDS

Melvin, wait! Melvin, wait!
Melvin, wait!

He turns to face them.

MELVIN

Shut up, kids!

They immediately obey as Carol approaches him.

CAROL

Melvin... give us a lift. We've got to go see our friends at the hospital.

Melvin is thrown... he pauses a beat... then holds the rear door open as Carol hustles the kid inside. The maneuver puts the beet red, sweating Spencer at his face.

MELVIN

I'll ride up front. Cover your mouth when you cough, kid.

INT. BROOKLYN CAB - DAY

As they settle in and drive off.

CAROL

Brooklyn Presbyterian Hospital, please and quickly please.

EXT. HOSPITAL EMERGENCY ROOM - DAY

As Carol enters the hospital.

CAROL

(calling back)
I owe you three dollars.

Melvin follows behind her as she carries her son...

MELVIN

Yeah, yeah... any chance you'll get back to work today?

CAROL

(furiously)
No!!! Stay away from me!

INT. SIMON'S APARTMENT - DAY

Verdell lies just inside the front door whimpering for Melvin. Jackie sits across from Simon's wheel chair... she has some index cards in her laps which she occasionally consults and shuffles.

JACKIE

I feel terrible that I have to...
Simon? Forget about the dog for a
second.

Simon forces his attention to Jackie.

SIMON

Sorry. What are those cards?

JACKIE

(a bit embarrassed)
Frank's idea. He thought I should
have notes so I did this right...
maintained focus, didn't get
emotional and tried not to terrify
you.

SIMON

(scared shitless)
Terrify me?

JACKIE

See, he's right. I need the
cards.
(reading from cards)
Simon, you're broke.

ANGLE ON VERDELL

as their conversation continues -- the dog is distressed.

JACKIE (O.S.)

The medical bill are 61 thousand
now. I've spoken to your parents
and they didn't hang up or
anything -- they just said they
would feel strange calling you.

SIMON (O.S.)

Well, I can't reach them.

Verdell walks out on the terrace and looks off. He turns
for:

SIMON

(to Verdell)
Here, baby... what is it,
Verdell?... You miss the tough
guy...

(trying to be
Melvin-like)

Well, here I am, you little pissant
mop, happy to see me? How about
another ride down the chute? Oh,
God... I don't mean it,
sweetheart...

(on Jackie's look)
I'm sorry. I know...

Verdell hides behind a chair.

JACKIE

Frank loves you. You know that...
but I've spoken to him and he
feels that --

(reading from card)
-- as a businessman, with limited
resources...

SIMON

I'll be able to keep my apartment
and studio, won't I?... Just tell
me.

As Jackie looks at him then thumbs for a card.

SIMON

(overwhelmed)
Wow...

Verdell has come near him -- he reaches out a hand to pet
the dog and the dog ducks.

INT. MELVIN'S APARTMENT - DAY

He is trying to write. He can't. His world has been upset.
He walks away from his work -- a highly unusual act. He
is distressed -- and then an idea and he exits.

INT. PUBLISHER'S OFFICE - DAY

We are looking at ZOE, the receptionist. She is listening with interest to an O.S. conversation while answering phone calls, "Premier Publishing."

FEMALE EXECUTIVE (O.S.)

Yes, you write more than anyone else. Yes, you make us a lot of money, but isn't there someone more appropriate to...

MELVIN (O.S.)

I need this. Just say, "Melvin, I'll try," okay?

FEMALE EXECUTIVE (O.S.)

(resigned)

Melvin, I'll try.

They appear now -- the woman tall, attractive, etc. She pauses at the elevator.

FEMALE EXECUTIVE

Now, on a pleasant note, our son got accepted at Brown. My husband...

MELVIN

(curtly)

Great, wonderful. I don't need you to wait with me.

She nods, pissed, waves and leaves. As Melvin waits, Zoe summons her moxie.

ZOE

I can't resist. You usually move through here so quickly and I have so many questions I want to ask you. You have no idea what your work means to me.

MELVIN

What's it mean?

ZOE

That somebody out there knows what

it's like to be...
(taps her head and heart)
in here.

MELVIN

Oh God, this is like a nightmare.

ZOE

Aw come on, just a couple of
questions -- how hard is that?

As he hits the button, wipes his fingers, hits the button
etc.

ZOE

How do you write women so well?

MELVIN

(as he turns
toward her)

I think of a man and take away
reason and accountability.

The fan is jolted as the elevator doors open and close.

EXT. STREET NEAR CAROL'S BUILDING - DAY

A depleted, exhausted Carol approaches her home. She is
suddenly wary -- SOUND DIALED DOWN -- as we MOVE CLOSER.

CAROL'S POV

A car at the curb with "MD" license plate.

BACK TO SCENE

As Carol breaks into a run.

INT. CAROL'S APARTMENT BUILDING, STAIRWAY/HALLWAY - DAY

As she bounds the stairs, comes to her apartment door and
jiggles with the keys, a strange prescient whimpering
sound coming from her. As she enters the apartment.

CAROL

Hello? Hello?

VOICE (O.S.)

Mrs. Connelly, I'm in here.

The worst confirmed, she moves down the narrow hallway, her innards squirting the same chemicals that drives elk on opening day of the hunting season.

INT. SPENCER'S ROOM - DAY

CAROL

What? Please? Now? Tell me?!

DR. BETTES

Mrs. Connelly. I'm Martin Bettes
... Dr. Bettes.

CAROL

Not your name... what are you
telling me your name for!! Where
is he?

DR. BETTES

He's in the bathroom... He's fine.

CAROL

(overlapping)

Tell me how bad it is. I let him
go out last night when it was so
cool without an overshirt -- just
and underone with just the straps
and I know better... and I let him
talk me into it. He was whining
and... you don't need this. Give
me a second to catch hold.

And so she does. Wow does she... and gives us some
notion of the size of her fear demon and the strength it
takes to subdue it as Dr. Bettes keeps reassuring her and
she keeps nodding... finally a deep breath as Spencer
enters from the bathroom. All at hyper speed now.
Salvation as farce.

SPENCER

(to his mother)

Hi...

(they kiss)
Did you know there are doctors who
come to your house?

CAROL

No, I didn't.
(to Bettles)
So why are you h...

Beverly, Carol's mother, enters the room. She is ebullient
which, if life allowed, would be her natural state.

BEVERLY

I didn't know you had a secret
admire.

CAROL

Huh?

BEVERLY

You met the gift.

SPENCER

He's good... And I'm an expert on
doctors.

CAROL

(to Spencer)
Stay out of this... Doctor?

DR. BETTES

My wife is Melvin Udall's
publisher.
(as Carol reacts)
She says I have to take great care
of this guy because you're
urgently needed back at work.
What work do you do?

CAROL

I'm a waitress.

ON Dr. Bettles' reaction her mother adds a saving grace.

BEVERLY

In Manhattan.

VOICE (O.S.)

Dr. Bettes?

DR. BETTES

In here.

A NURSE enters.

NURSE

Sorry it took so long. I don't
know Brooklyn.

DR. BETTES

It's okay, Terry.

(hands her blood
vail)

Tell the lab I'd like the report
back today.

Carol and her mother exchange a look of incredulity.

CAROL

You're going to get the results
today?!

MOVING SHOT

As we approach the doctor and Carol seated across from
each other at a small table... soft voices... relaxation.
Bettes is examining medicine bottles.

DR. BETTES

How long has he been having
problems?

CAROL

Since forever.

DR. BETTES

Have they done blood tests on him?

CAROL

Yes.

DR. BETTES

Only in the emergency room or when he was well.

CAROL

Emergency room only.

DR. BETTES

Have they done skin testing for allergies?

CAROL

No.

DR. BETTES

They haven't done the standard scratch test. Where they make small injections into the skin?

CAROL

No. I asked. They said it's not covered under my plan. And it's not necessary anyway.

DR. BETTES

It's amazing these things weren't done.

CAROL

Fucking H.M.O. bastard piece of shit... I'm sorry... forgive me.

DR. BETTES

No. Actually, I think that's their technical name.

CAROL

Once the tests come back, is there someone I can reach in your office for the results?

DR. BETTES

Me. My home number is on this card.

CAROL

His home number.

Carol look at her mother -- they share a laugh. Beverly has a hard time stopping.

CAROL

(to doctor)

Do you want some juice or coffee
or two female slaves?

DR. BETTES

Water... Nobody told you it might
be a good idea to remove the
carpeting and drapes in Spencer's
room?

CAROL

No.

She starts towards Spencer's room.

DR. BETTES

You don't have to do it this
second... it's not dangerous or
anything. It's just something
that's advisable. Look, there's
a lot to be checked but... Hey,
your son is going to feel a
good deal better at the very
least...

She pats his head... Then embraces him with fierce
intimacy.

CAROL

Doc!!!

(then)

So listen, you gotta let me know
about the additional costs -- one
way or the other we'll...

DR. BETTES

They're considerable. But Mr.
Udall wants to be billed.

She takes this as a blow to the heart, stomach and groin.

INT. SIMON'S APARTMENT - DAY

Simon practices walking using his cane. A tearstained Nora hugs him good-bye.

NORA

You poor, poor man.

SIMON

Let's use just one poor, okay?
Anyway, dear, thanks for
everything. Forgive my recent
crankiness and as soon as things
are on track again I'll call.

She kisses him and starts for the door and suddenly a sharp intake of breath -- she's forgotten something.

SIMON

What's wrong?

NORA

Who's going to walk Verdell?

Simon hadn't thought of this either.

SIMON

No, no.

INT. APARTMENT BUILDING (NEW YORK) - HALLWAY - DAY

Nora holding her things, knocks on Melvin's door. Melvin opens the door. Nora is still sniffing. He misinterprets.

MELVIN

Is he dead yet?

NORA

No! Would there be any way for
you to be willing to walk his dog
for him?

MELVIN

Absolutely.

NORA

Not just today -- Uh, could you do it -- until, until he gets back on his feet?

MELVIN

Sure thing.

NORA

You're a wonderful man. Two o'clock is a good time. Here's the key in case he's asleep. Open the curtains for him, so he sees God's beautiful work and knows that even things like this happen for the best.

MELVIN

Where'd they teach you to talk like this -- some Panama City "Sailor want to hump-hump bar"? Or was today getaway day and your last shot at his whiskey. Sell crazy some place else -- we're all stocked up here.

He closes the door in her face. She stands there... thrown by the abruptness -- then lifts the two paper shopping bags holding her things -- walks back toward the elevator -- pausing briefly outside Simon's door -- then continues on her way.

INT. CAROL'S APARTMENT

The doctor gone, mother and daughter arguing.

CAROL

There is a seriously goofy man behind this. You are not allowed to block out that fact.

BEVERLY

Do you really want to go back to the runt doctors in Emergency who keep telling us they can't help?

CAROL

It lets a crazy man into our lives.

BEVERLY

Come on. Why fight when we know how it will come out. This isn't like stocking or a string of pearls. You don't send this one back.

EXT. NEW YORK APARTMENT - ESTABLISHING - DAY

INT. SIMON'S APARTMENT - DAY

Shades drawn. Simon is a wheelchair... the PHONE RINGS. He goes to answer... the phone across the bed so that reaching for the phone is a brief but difficult struggle... he grunts with pain, hope and anxiety as he answers.

SIMON

Hello?... yes... sure... finally, huh? Why, "finally"? Because I called you so many times. Maybe **20.**

(relief)

Oh, boy... I was hoping it was something like that. You didn't get one of them, huh? 'Cause I mean it wasn't only your office -- it was your home, hotel and the cigar club you like in San Francisco. No -- Sarcastic... Of course. I believe you. No, don't fire anyone... Please. Maybe I'm wrong about the 20 times. Take a breath...

(more)

So, you miss me a little? Hey, strike the question -- How's the case going? Really. Fantastic. I didn't hear. I haven't been watching. Great. Just great. I'm so happy. Whoopie! Me? Well, I'm mending. No, I look fine. Well, some of the damage

might still be noticeable if you
look closely...

He runs a hand across his scarred and still bloated and
beaten face...

SIMON

Carl, I need some help and you're
the logical one to turn to.

(aghast)

No! Not 'cause I blame you for
what happened. I hardly get how
you can ever think that. No, I'm
not being sarcastic.

(trying to figure it
out)

I guess because you hired the guy
who did this you think... No, I am
a sarcastic person. Well, if
you must know, the reason I said
you were the logical person is
because you always told me how you
thought I was this great person
who made you feel good about
humanity and everything. You do
remembering saying that? Well, whew.
Okay, so Carl. I hate asking but
this money thing is ridiculously
serious...

He picks up an index card from his night stand and takes
the leap -- reading the text he prepared in advance.

SIMON

"Will you please loan me money? I
will pay you back. I will give
you whatever percentage of my
income I don't absolutely need
until I do. It will take a while.
But I don't know what I'll do if
you say"... that.

(as he listens)

I understand... yes... No, I do.

(a bit of boldness)

But you know, you know -- you
didn't even ask how much, Carl?

Well, Frank has no right to
discuss how much I'm in hock...
no, you're right -- not the point.
So... what have you been up to???
Uh-huh... Oh, the group show...
how was it? Well, I'm not
surprised that there's that much
talent around... great... Look --
gotta go... no, you shouldn't feel
that way at all... take care, you,
too... you, too... Good-bye.
(as he hangs up)
Pal o' mine.

It's very quiet.

LONG SHOT - SIMON

A lonely figure -- who now holds his good hand up to his
face and appears on the verge of enormous emotional
release -- CAMERA MOVES TOWARD him as if to rendezvous
with the moment of catharsis...

... but Simon is denied even this small luxury as the
CAMERA ABRUPTLY ADJUSTS just as he begins sobbing to
focus on the door opening and Melvin and Verdell entering
the room.

MELVIN

Maybe I'll bring him some food by.

SIMON

Thank you for walking him.

Simon wheels away from Melvin.

SIMON

If you'll excuse me I'm not
feeling so well.

MELVIN

It smells like shit in here?

SIMON

Go away.

MELVIN

That cleaning woman doesn't...

SIMON

Please, just leave.

MELVIN

Where are all your queer party friends?

SIMON

(his first shout)

Get out.

Melvin pauses -- Simon weeping... Verdell looks at Simon with concern. Melvin is thrown. Moved?

SIMON

Nothing worse than having to feel this way in front of you?

MELVIN

Nellie, you're a disgrace to depression.

SIMON

Rot in hell, Melvin.

MELVIN

No need to stop being a lady... quit worrying -- you'll be back on your knees in no time.

Simon swings his arm and cast at Melvin -- the sudden attack jolts Melvin but not as much as what follows.

SIMON

Is this fun for you? Well, you lucky devil... It just gets better and better. I am losing my apartment and Frank wants me to promise to paint hotter subjects and to beg my parents, who haven't called, for help... and I won't. And I don't want to paint anymore.

Melvin has made for the door... Simon blocks him.

SIMON

So the life I was trying for is over. The life I had is gone and I am feeling so damn sorry for myself that it is difficult to breathe. Right times for you -- huh, Melvin. The gay neighbor is terrified...

(a sudden screamed word surprises them both)

Terrified... Lucky you, you're here for rock bottom... me wallowing in self-pity in front of you, you absolute horror of a human being...

As Simon works to stop crying, Melvin is weird with discomfort.

MELVIN

Well, I'll do one thing for you that might cheer you up.

SIMON

Get out.

MELVIN

Don't piss on a gift, tough guy. You want to know why the dog prefers me... it's not affection. It's a trick.

Simon looks up, his mood turning on a dime -- he's rapt... Melvin comes and stands by his wheelchair.

MELVIN

I carry bacon in my pocket.

SIMON

(pleased)
Oh, my gosh.

MELVIN

(hands him bacon)
Now we'll both call him.

SIMON
Come on, sweetheart...

MELVIN
Yo, yo, yo...

Verdell goes like a bullet to Melvin... who is totally surprised and staggered by the implications. True love and such.

SIMON
Would you leave now, please?

MELVIN
Stupid dog.
(to Simon)
I don't get it.

He exits... looking apologetically at Simon in stoic ruin.

INT. CAROL'S APARTMENT - LIVING ROOM - NIGHT

Carol in bed on the pullout sofa... She is in turmoil... there is THUNDER, but no rain. She walks to the kitchen. She is trembling as she drinks a glass of water and exits.

INT. BEVERLY BEDROOM - NIGHT

The room is on an air shaft and this is where Carol shares a closet with her mother, who is now asleep.

Carol quietly extracts a dress from the closet, leaving her nightgown on the floor. There is something sexy here, the woman in Carol churning. She plops on a summer dress -- no time for underwear.

EXT. BROOKLYN STREET - NIGHT

Carol seeing a bus and dashing after it.

EXT. MANHATTAN BRIDGE - TWO AM

Carol crossing to Manhattan. She looks as if she's on her way to some final exam where she has no notion of the subject.

EXT. NEW YORK CITY STREET - NEAR MELVIN'S BUILDING - NIGHT (RAIN)

Hot summer night as she gets off the bus and now the rains come... We are in a familiar neighborhood.

ANGLE ON MELVIN AND SIMON'S APARTMENT HOUSE

As Carol consults the slip of paper with the address on it.

INT. NEW YORK APARTMENT BUILDING - NIGHT (RAIN)

As she enters building and realizes it's not just that she's wet -- the thin summer dress is a winner in any wet T-shirt contest... the fabric clinging to her breasts, like the old movie poster of The Deep.

INT. NEW YORK APARTMENT BUILDING - HALLWAY - NIGHT

As Carol passes Simon's door... stands in front of Melvin's apartment -- twists herself to ease nervousness and knocks on the door... then RINGS the BELL. Finally Carol hears MUFFLED THROAT CLEARING on the other side of the door.

CAROL

Uh, Udall?

MELVIN (O.S.)

Carol the waitress?

CAROL

Yes.

As we hear him unlock the door, Carol looks at her breasts and gasps. She grasps the fabric and holds it straight out just as Melvin opens the door. His hair is static city, standing on end as he periodically gives it self-conscious pats.

CAROL

The doctors had your billing address. I'm sorry about the hour.

MELVIN

I was working... can't you just drop me a thank-you note?

CAROL

That's not why I'm here...
(tearing suddenly)
... though you have no idea what it's like to have a real conversation with a doctor about Spencer...

MELVIN

(very uncomfortable)
Note. Put it in the note.

CAROL

Why did yo do this for me?

MELVIN

To get you back at work so you can wait on me.

CAROL

But you do have some idea how strange that sounds??? I'm worried that you did this because...

She pauses -- the beginning of an extraordinarily long silence. Finally.

MELVIN

You waiting for me to say something?
(as she shakes her head)
What sort of thing do you want?
Look, I'll be at the restaurant tomorrow.

CAROL

I don't think I can wait until

tomorrow. This needs clearing up.

MELVIN

What needs clearing up?

CAROL

(strong and true)

I'm not going to sleep with you.

I will never, ever sleep with you.

Never. Not ever.

Melvin's reaction? Well, he'll never get credit for the brief but intense inner struggle -- the struggle not to scream --

-- not to cry -- to process the sudden and stunning hurt during his half turn away from her -- and then answer hoarsely.

MELVIN

I'm sorry. We don't open for the no-sex oaths until 9 a.m.

Carol is amused, surprised... maybe, in some small way ever taken by his style... but top priority is clarity.

CAROL

I'm not kidding.

MELVIN

Okay!!!! Anything else?!?

CAROL

Just how grateful I am.

Her mission completed -- she turns.

MELVIN

So you'll be at work?

CAROL

Yes.

INT. MELVIN'S APARTMENT - NIGHT

It's a 3:22 a.m. as the two digital clocks on Melvin's

night stand tell us... He gets up -- the first time we've seen his waking routine -- taps one foot on the floor twice -- then the other foot -- two more taps and his body angles from the bed in a deliberate way.

He is having anxiety. He sits at the piano and plays very briefly... Stops -- wipes some sweat from his forehead... Walks to his computer room -- turns the light on and then quickly off... Walks to his refrigerator...

INT. MELVIN'S APARTMENT, KITCHEN, INSIDE REFRIGERATOR - NIGHT

As he grabs a cardboard take-out box...

INT. NEW YORK APT. BUILDING - HALLWAY/SIMON'S APT.

He knocks of Simon's door... It opens quickly.

SIMON'S APARTMENT

MELVIN

I took a chance you were up.

Simon walks painfully back to a chair.

MELVIN

I brought you Chinese soup.

SIMON

Thanks.

MELVIN

I have never been so tired in my life. Okay, if I sit here?

SIMON

Got any easier questions?

Melvin sits and moans -- the dog sitting near him.

MELVIN

I haven't been sleeping. I haven't been clear or felt like myself. I'm in trouble. Some son of a bitch is burning my bridges

behind my back... But the tiredness -- boy... Not just sleepy.

SIMON

But sick -- nauseous -- where everything looks distorted and everything inside just aches -- when you can barely get up the will to complain.

MELVIN

(brightening)

Yeah...

He feels a touch of community and not knowing where to take it from here.

MELVIN

I'm glad we did this.

He rises and makes an awkward exit.

MELVIN

Good talking to you.

He exits -- Simon puzzled and concerned.

INT. CAROL'S APARTMENT - NIGHT

Carol seated working on a letter... She is trying to express her gratitude... An enormous sheaf of completed pages sit next to her... She is so involved she doesn't even look up as a young man, SEAN, knocks on the door and is let in by Beverly.

They exchange greetings and move inside where we faintly hear Spencer greeting him... We MOVE IN and read over Carol's shoulder -- "I'm sorry to have gotten sloppy and emotional in this letter, but it would have been on my conscience (sic) forever if I didn't tell you how gratefull (sic)... "

BEVERLY

You're not still writing that thank-you note?

CAROL

I'm on the last page. How do you spell conscience?

BEVERLY

C-o-n-s-c-i-e-n-c-e. I got Sean from the bakery to baby-sit so let's go out.

CAROL

I still don't feel safe leaving Spencer with someone. How do you spell it again?

BEVERLY

Spencer is okay. You'd better start finding something else to do with your free time. If you can't feel good about this break and step out a little...

(struts and pumps
her arms)

You ought to get Mr. Udall to send you over a psychiatrist.

CAROL

(more emotionally
than she intended)

I don't need one 'cause I know what's really going on here. I have to finish this letter or I'll go nuts.

(looking at paper;
weepy)

This can't be right -- conscience.

Carol breathes heavily -- gets control, stopping herself on the brink of crying.

BEVERLY

Carol. What?

Carol is amazed at herself... that she might not be able to stem the flow... wide-eyed with apprehension, she

looks at her mother, who, in return, only nods permission for Carol to let it go. A last defiant snort from Carol -- and then she is overwhelmed. The headline comes first.

CAROL

I don't know... It's very strange not feeling that stupid panic thing inside you all the time. Without that you just start thinking about yourself -- and what does that ever get anybody. Today, on the bus there was this adorable couple and I felt myself giving them a dirty look -- I had no idea everything was...

BEVERLY

Go ahead.

CAROL

(great, forceful hand gestures)

... moving in the wrong direction... Away from when I even remembered what it was like to have a man to... anything... hold fucking -- sorry -- hands with, for Christ's sake. I was feeling like really bad that Dr. Bettles is married.

(this next one's tough)

Which is probably why I make poor Spencer hug me more than he wants to... Like the poor kid doesn't have enough problems. He has to make up for his mom not getting any.

(weeps at her insight)

Oh, boy. Who needs these thoughts?

BEVERLY

Spencer's doing fine. So what are you saying, that you're frustr...

CAROL

Leave me be! Why are you doing this? Why are you picking at my sores... What is it that you want?... You want what? What's with you? I hope getting me thinking of everything that's wrong when all I want is to not do this has some purpose.

(puffy; red;
furious)

What is it, Mom? No kidding.

Slumped, fought out -- Carol gets out one last, naked husky voiced question.

CAROL

What is it you want? What?

BEVERLY

I want us to go out.

A beat, then.

CAROL

(simply)

Okay.

INT. CAROL'S APT, SPENCER'S ROOM, HALLWAY - NIGHT

As they enter, still wiping away the effects of their cry.

CAROL

(to Sean)

We're going out.

SEAN

(looking at their
red eyes)

Looks like fun.

She kisses Spencer -- almost getting involved in what he's doing -- then sees her mother waiting.

CAROL

Okay -- we're out of here. I love you.

Spencer nods -- involved with Sean. CAMERA FOLLOWS Carol as she exits the apartment -- her mother leading. Halfway down the stairs, she stops and reverses herself, going back to the apartment which she re-enters -- then to her son to ask:

CAROL

Do you love me?

SPENCER

Uh-huh.

Carol exits.

EXT. STREET - NEAR CAROL'S BLDG. (MOVING) - DAY

Beverly and Carol walking past the store windows. A simple and unprecedented experience in their recent lives.

BEVERLY

Nice to get out, isn't it?

Carol nods tightly... then they wrap arms around each other and continue walking, turning into a corner bar.

INT. CAROL'S RESTAURANT - CLOSE ON CAROL - DAY

As Carol stands nervously while Lisa finishes reading her 14-page letter. In the b.g. Melvin and Frank are seated at the same table and in earnest conversation. Lisa keeps flicking away tears -- a few drops on the pages.

CAROL

Don't get it wet.

Lisa brushes the paper -- finishes and embraces Carol.

CAROL

So it's okay?

LISA

You almost have me liking him.
You sure come from the heart. I
never knew what you went through
with everything.

CAROL

I wanted him to know how much he'd
done.

(looking over)

Can you believe he's eating with
someone.

ON MELVIN & FRANK

MELVIN

It's not my dog and this Simon
seems to have enough on his mind
-- but he did throw up twice and
his spark is off.

FRANK

Sure -- take him to the vet.

MELVIN

I did. And his stomach is out of
whack. So they need him for a
couple of days.

FRANK

Do it.

CAROL

Melvin.

She self-consciously hands him with the thick envelope.

MELVIN

What's this?

CAROL

(sotto)

A thank-you note for what you did
for me.

He hands it back to her deliberately. She takes it and
walks back to the service area where, embarrassed,

confused, and messed with -- she tosses the note.

After Carol leaves...

FRANK

She's nice.

MELVIN

(to Frank)

Really nice. Shouldn't that be a good thing... telling someone, 'no thanks required.'

FRANK

It looks like it really went over. You're sure making the rounds. Simon says you brought him soup last night. I hope he doesn't write you a note.

Melvin looks up -- wary -- his brain sends a disturbing message.

FRANK

What?

MELVIN

"What?" Look at you... You sense a mark.

FRANK

Hey -- you called me... I...

MELVIN

About a dog.

FRANK

Yeah, but it's all about Simon now... you helped with the dog... And now there are other things. I'm just as concerned as you are about Simon.

MELVIN

Concerned. I'm just the hall monitor here.

FRANK

It's not only financial assistance. What he's got to do is go to Baltimore tomorrow and ask his parents for money. It's not going to happen on the phone.

MELVIN

Yeah. If his parents are alive they've got to help -- those are the rules. Good.

FRANK

Yes. And tomorrow? I have a high maintenance selling painter coming through... So I'm out. Can you take him?

MELVIN

Think white and get serious.

Carol enters scene.

FRANK

Take my car -- a convertible. Do you drive?

MELVIN

(loudly)

Like the wind but I'm not doing it.

CAROL

Getting loud, getting loud.

MELVIN

He wants me to take his car and his client to Baltimore.

CAROL

I want your life for a minute where my big problem is someone offers me a free convertible so I can get out of this city.

She exits. Frank prepares to depart.

MELVIN

Okay. I'll take him. Get him packed -- ready -- tomorrow morning.

Frank stumbles back... self-satisfied, he relaxes.

MELVIN

(excited)

Okay... so I'll see you tomorrow. Let's not drag this out. We don't enjoy another that much.

FRANK

If there's some mental health foundation that raises money to help people like you be sure to let me know.

MELVIN

Last word freak.

Frank adjusts and exits... Carol approaches calling a "good-bye" to him.

CAROL

So. Anything else?

MELVIN

Yes. I'm going to give my queer neighbor a lift to Baltimore.

CAROL

Okay.

MELVIN

Hey, what I did for you is working out?

CAROL

(a breath; then)

What you did changed my life.

She offers him the note.

MELVIN

No... no thank you notes.

CAROL

Well, part of what I said in this entire history of my life which you won't read is that somehow you've done more for my mother, my son and me, than anyone else ever has... And that makes you the most important, surprising, generous person I've ever met and that you be in our daily prayers forever.

MELVIN

Lovely.

CAROL

I also wrote one part... I wrote I'm sorry... I was talking about I was sorry when I got mad at you when you came over and you told my son that he ought to answer back so I wrote that.

(reading from the letter, Melvin wildly uncomfortable)

I was sorry for busting you on that... and I'm sorry for busting in on you that night... when I said I was never... I was sorry and I'm sorry every time your food was cold and that you had to wait two seconds for a coffee filler...

Melvin wants to disappear but Carol is getting into it -- emotionally moved by her own words.

CAROL

... and I'm sorry for never spotting, right there at the table in the restaurant, the human being that had it in him to do this thing for us... You know what, I'm just going to start from the

beginning... I have not been able to express my gratefulness to you... even as I look at the word "grateful" now it doesn't begin to tell you what I feel for you...

And finally Carol notes Melvin's mood and pauses.

MELVIN

Nice of you... thank you.

CAROL

Thank you.

MELVIN

Now I want you to do something for me.

She looks at him for a very strange, long beat.

CAROL

Oh, I'm sorry... Didn't I say, "what?" I thought I said, "what?"... What?

MELVIN

I want you to go on this trip.

CAROL

No, sir...

MELVIN

I can't do this alone. I'm afraid he'll pull the stiff one eye on me. I need you to chaperon. Separate everything but cars. You said you liked convertibles. Now I'm on the hook.

CAROL

The stiff one eye?

MELVIN

Two days.

CAROL

I can't. I work.

MELVIN

You take off when you have to.

CAROL

My son.

MELVIN

Bettes tells me he's doing fine.

CAROL

(no other way)

Melvin, I'd rather not.

MELVIN

What's that got to do with it?

CAROL

Funny, I thought it was a strong point.

MELVIN

Write me a note and ain't she sweet. I need a hand and where'd she go.

CAROL

Are you saying accepting your help obligates me!?

MELVIN

Is there another way to see it?

CAROL

No.

INT. CAROL'S APARTMENT - BEVERLY'S BEDROOM - NIGHT

Carol takes an old weekend case down from the top shelf of the closet.

CAROL

Well, here's a little suitcase shocked that it's been used.

She holds up a dress -- a pretty one... then decides it's

too pretty and puts it back... Now she looks in another drawer and pauses as if she ponders one of the mysteries of the ages. She hesitates then talks to herself.

INSERT -- UNDERWEAR DRAWER

Her best underwear neatly stacked alongside her everyday "girl Jockies." She fingers the good stuff -- puts it back -- then the everyday -- hesitates.

CAROL

(furiously exasperated)

There's not way to pack for this trip... well, I'll tell you -- I'm not packing the camera.

As she exits the room --

INT. CAROL'S APARTMENT - KITCHEN - NIGHT

As she picks up the phone.

INT. MELVIN'S APARTMENT - BEDROOM - NIGHT

Melvin is in his bedroom -- everything he's taking neatly stacked on the bed waiting to be packed (he is taking a camera). He has a list of what he needs. All items -- underwear, socks, etc... with four checks next to each one and still he -- checks each stack on the bed and adds another check. The PHONE RINGS. This is an amazing development. He has almost no recent experience with receiving a nighttime phone call. He makes a little comment to himself as he moves.

MELVIN

Woo-woo.

He stops -- briefly trying to remember where the phone is -- and then, remembering, crosses and picks it up but before bringing it to his mouth nervously clears his throat.

ON CAROL

As she hears his throat being cleared. It is not a pretty sound. (The following conversation is INTERCUT.)

CAROL

Hello?

MELVIN

Are you still coming?

CAROL

Yes.

Melvin visibly relaxes.

CAROL

Melvin... I'd like to know exactly where we are going.

MELVIN

Just south to Baltimore, Maryland. So I know what you're going to ask next.

(correcting himself)

That you might ask -- I'm not certain.

CAROL

There's... there's no need to bring anything dressy... or... I mean -- I didn't know if we'd be eating at any restaurant that have dress codes.

MELVIN

Oh.

(a beat)

We might. Yes. We can. Let's.

CAROL

Okay, gotcha. What did you think I was going to ask?

MELVIN

Whether crabs are in season there now...

CAROL

Oh. Okay, then -- Melvin. Good

night.

INT. CAROL'S APARTMENT - BEVERLY'S BEDROOM - NIGHT

Beverly looks up expectantly as her daughter enters.

BEVERLY

How was it talking to him?

CAROL

Stop treating this like I'm going away with a man. He's just going to say those crappy, sick, complaining, angry things to me. I hate this, Mom -- I hate this. He's a freak show -- the worst person I ever met.

BEVERLY

Well, maybe he has nice friends.

EXT. CAROL'S APARTMENT BUILDING - DAY

Beverly and Spencer wait with her. The bus approaches. She kisses them.

CAROL

(to Spencer)

You stand there and I'll wave to you from the back window.

As she boards the bus.

BEVERLY

Call me as soon as you're settled.

CAROL

(to Spencer)

I love you.

The bus driver closes the doors on her -- she shoves them open.

CAROL

(to bus driver)

Sensitive, huh?!

The bus pulls out. He runs after the bus -- waving at his mother who grows concerned that he might be taxing himself.

INT. VETERINARIAN'S WAITING ROOM - DAY

A female VETERINARIAN in surgical scrubs holds Verdell as Melvin finishes filling out some forms.

On opposite sides of the waiting room, a very large black dog and a tiny Chihuahua sit patiently with their owners.

VETERINARIAN

Anything unusual in the dog's diet?

MELVIN

No. Everybody gets their own cage?

VETERINARIAN

Certainly.

MELVIN

(pointing to
Chihuahua)

Put him in with that one, not that one...

(pointing to large
dog)

... Builds his confidence.

EXT. BUS STOP NEAR APARTMENT BUILDING (NEW YORK) - DAY

Carol disembarks.

EXT. APARTMENT BUILDING (NEW YORK) - DAY

As she walks and turns a corner.

CLOSE ON CAROL

The shot of the prisoner taking the walk toward the death chamber. But the prisoner -- has grit -- her knees do not buckle. She does not whimper. No prison "screws"

will have to support her weight. Still, the prospect couldn't be grimmer.

CAROL'S POV

Melvin next to a spiffy convertible. Top down. Trunk open.

CLOSER ON MELVIN

He is wearing driving gloves and turns to witness the tussle Frank and Simon are having just inside the building.

FRANK

I'm sorry that I'm not taking you.

SIMON

(upset)
So am I, Frank.

Frank starts to leave -- Simon stops him. They embrace.

MELVIN

Soak it up -- it's your last chance at a hug for a few days.

As Frank moves off Melvin sees Carol and his demeanor changes... that quickly there is a shyness.

CAROL

Hi.

MELVIN

Thanks for being on time... Carol, the waitress, this is Simon, the fag.

CAROL

Hello... Oh, my God, who did that to you?

SIMON

I, uh... I was... attacked.
Walked in on people robbing me. I was hospitalized. I almost died.

MELVIN

Let's do the small talk in the car. Load up.

Carol puts her bag in the car.

MELVIN

I was going to do that for you.

CAROL

(taken aback)

It's okay. No problem. Where should we sit?

MELVIN

(totally non-plussed)

I -- uh, I... Well, there is no place cards or anything.

CAROL

(to Simon)

Let me go in back. You look like you need all the room you can manage.

SIMON

That's very thoughtful.

MELVIN

Never a break. Never.

Carol steps into the back. Melvin disappointed that he's not sitting next to Carol... Carol is wedged in the small back seat. She struggles to get her feet in.

MELVIN

You're really jammed back there.

He reaches for the latch between his legs and slides his seat and, with some effort, wrenches it forward giving Carol more room and putting his right against the wheel. She is startled by the gesture.

CAROL

Thanks, Melvin.

MELVIN

Welcome.

And off they go. Simon and Carol stunned by the manners.

EXT. 12TH STREET

Turning onto Fifth.

MELVIN

I got the whole ride programmed.

CAMERA FOLLOWS as Melvin goes to a rack of CDs -- all carefully labelled. He selects and begins to play the one marked "ICEBREAKER." It is a song which we clearly and quickly judge as off the circumstances -- a quick burst of "Y.M.C.A." Melvin STOPS the MUSIC and chuckles.

MELVIN

Just wanted to see what you'd do.
No, we have greatness here.

He goes for another CD labelled "FOR USE TO REP THINGS UP."

The car turns onto Seventh as we hear BEAUTIFULLY
SELECTED MUSIC.

CAROL (O.S.)

Hey, I like this music.

And, as the MUSIC PLAYS, Simon looks out.

EXT. ROAD - DAY

The three of them... Carol chattering away.

CAROL

I don't know the last time I've
been out of the city... Hey, my
arms are tanning. I used to tan
great. We gotta stop soon so'se
I can check on Spencer.

SIMON

(during the above)
I'm sorry... I can't hear you. I
can't turn my head all the way
yet... tell her we can't hear her.

MELVIN

Doesn't matter. She's enjoying
herself. Consider it part of the
music.

EXT. ROAD - DAY

A short time later. Carol is now driving.

CAROL

I'm sure, Simon, they did
something real off for you to feel
this way... But when it comes to
your partners -- or your kid --
things will always be off for you
unless you set it straight. Maybe
this thing happened to you just to
give you that chance.

MELVIN

Nonsense!

CAROL

Anybody here who's interested in
what Melvin has to say raise their
hands.

Simon does not raise his hand. Simon and Carol have thus
declared their majority.

SIMON

Do you want to know what happened
with my parents?

CAROL

Yes. I really would.

SIMON

Well...

CAROL

No, let me pull over so I can pay full attention.

Car pulling over toward parking spot.

EXT. HIGHWAY - CURBSIDE - CONVERTIBLE - DAY

She takes the car curbside and parks.

CAROL

Now go ahead.

Simon looks back at Melvin as does Carol. He looks innocent. Several beats -- Melvin almost says something -- a hidden hand gesture from Carol stops him. Finally.

SIMON

Well, I always painted. Always. And my mother always encouraged it. She was sort of fabulous about it actually... and she used to... I was too young to think there was anything at all wrong with it... and she was very natural. She used to pose nude for me... and I thought or assumed my father was aware of it.

MELVIN

This stuff is pointless.

CAROL

Hey -- you let him...

MELVIN

You like sad stories -- you want mine.

CARL

. Go ahead, Simon. Really. Please. Don't let him stop you. Ignore him.

SIMON

Okay. Well, one day my father came in on one of those painting sessions when I was nine -- and he

just started screaming at her --
at us -- at evil. And...

MELVIN

(very quickly)

... my father didn't leave his
room for 11 years -- he hit my
hand with a yardstick if I made a
mistake on the piano.

CAROL

Go ahead, Simon. Your father
walked in on you and was yelling
and... really, come on.

SIMON

I was trying to defend my mother
and make peace, in the lamest way.
I said, "she's not naked -- it's
art." And then he started hitting
me. And he beat me unconscious.
After that he talked to me less
and less -- he knew before I left
for college, my dad came into my
room. He held out his hand. It
was filled with money. A big wad
of sweaty money.

(gathers himself)

And he said to me, "I don't want
you to ever come back." I grabbed
him and I hugged him... He turns
and walked out.

Carol, whose life has been rugged but basic, feels as
strange as she does moved by Simon's trauma which is so
much more complicated than her meat and potatoes
troubles. She looks out her window -- then kisses her
fingers and touches them to Simon's cheek. A nice,
understated, gesture of friendship.

CAROL

Well, you know -- I still stay
what I said. You've got to get
past it all when it comes to your
parents. We all have these horror
stories to get over.

Melvin shifts INTO the FRAME.

MELVIN

That's not true. Some of us have great stories... pretty stories that take place at lakes with boats and friends and noodle salad. Just not anybody in this car. But lots of people -- that's their story -- good times and noodle salad... and that's what makes it hard. Not that you had it bad but being that pissed that so many had it good.

CAROL

No.

SIMON

Not it at all, really.

MELVIN

(a veteran's irony)

Not at all, huh?!... Let's go to the hotel. And if you're lucky tomorrow Dad will give you another wad of sweaty money.

INT. HOTEL SUITE - LIVING ROOM/CARL'S ROOM - DAY

MELVIN

Two bedrooms and the sofa opens...

Carol is on the phone in the living room -- she hangs up.

CAROL

(to Simon)

No answer... Maybe we should just drive there tomorrow. Can I have that one?

MELVIN

Yes... sure.

(to Simon)

I'll take the sofa.

Carol walks into her room -- the nicest room she'll ever have slept in... She goes to the phone and dials...

CAROL

(into phone)

Hello... Hi, Spencer... Why are you out of breath? You did?!?
That is great... So great... So --
no, wait a second, Spence...

INT. HOTEL SUITE - MELVIN AND SIMON'S HOTEL ROOM - DAY

Melvin watches Simon struggle to unpack his especially neat suitcase. Melvin is uncomfortable.

MELVIN

Can I ask you a personal question?

Simon laughs loudly in apprehension squared.

MELVIN

Do you ever get an erection for a woman?

SIMON

Melvin...

MELVIN

Wouldn't your lie be a lot easier if you were not...

SIMON

You consider your life easy.

MELVIN

I give you that one...
(eyes suitcase)
Nice packing.

INT. HOTEL SUITE - LIVING ROOM - DAY

Carol enters the common living room... Melvin is sitting there. Carol is dealing with a number of unsettling new factors in her life.

CAROL

My son was outside playing soccer. I never saw him playing ball. Come on, you guys -- take me out for a good time... Take me out dancing.

MELVIN

Dancing?

SIMON

I can't, I'm exhausted.

Carol walks to Simon and puts an arm on him. Melvin is visibly disturbed by her gesture.

CAROL

(to Simon)

I don't blame you... This is a monumental first day out... You sad or anything?

SIMON

No... Nervous. It would be very rough, Carol, if you weren't along.

CAROL

What a nice compliment.

She gives Simon a kiss... Melvin deals with jealousy. She turns to him.

CAROL

I'm happy. And you're my date. Let's get dressed.

She exits the room. Melvin unnerved.

MELVIN

I'm going to jump in the shower. I'll be right with you.

INT. HOTEL SUITE - NIGHT

As Carol, dressed in a thrift shop find, enters the main room of the suite and hears the SHOWER running -- she

sits down to wait -- through...

SERIES OF DISSOLVES

Showing the enormous length of time which transpires until finally a seriously clean Melvin emerges from the bathroom through a cloud of steam. They exit.

EXT. FIRST RATE RESTAURANT - NIGHT

As they drive up.

VALET

Good evening, sir.

MELVIN

They sell hard shell crabs here?

VALET

Yes.

INT. FIRST RATE RESTAURANT - NIGHT

As they enters...

HEAD WAITER

Good evening.

MELVIN

Hi. You have hard shells, right?

CAROL

Stop asking everyone.

MELVIN

Just him and that's it. Okay, you can answer -- we've worked it out.

HEAD WAITER

Yes, we do... And I can give you a tie and jacket.

MELVIN

What?

HEAD WAITER

They require a tie and jacket but we have some available.

He reaches into the coat and check room and withdraws them.

MELVIN

No... I'm not wearing that -- and just in case you were going to ask I'm not going to let you inject me with plaque either.

CAROL

You promised a nice place -- can't you just...

(to Head Waiter)

You have these dry cleaned all the time, don't you?

HEAD WAITER

Actually, I don't think so.

MELVIN

(to Carol)

Wait here.

EXT. FIRST RATE RESTAURANT - NIGHT

As Melvin takes his car back from the valet.

EXT. STREET - SHOPPING MALL - NIGHT

As the car goes right across the street to a shopping mall.

INT. SHOPPING MALL - MEN'S STORE - NIGHT

Melvin walks to the doorway and stops suddenly.

SALESMAN

Good evening.

MELVIN

I need a coat and tie.

OTHER ANGLE

CAMERA REVEALS that the floor is intricately patterned so that passage for Melvin is impossible.

SALESMAN

Come on in.

MELVIN

No.

SALESMAN

No?

MELVIN

(pointing)

That jacket and give me a tie.

EXT. FIRST RATE RESTAURANT - NIGHT

As he pulls up - a new VALET taking his car.

VALET #2

Good evening.

MELVIN

You have hard shells?

VALET #2

I'm not sure.

MELVIN

Everyone else says you do.

VALET #2

Then I guess we do.

INT. FIRST RATE RESTAURANT

As he enters, looks for and then spot Carol. She is having a martini at the bar... Sitting on a stool -- watching COUPLES dance... Happy by herself... Turning down a MAN who wants to buy her another... And Melvin watches... Watches his date.

HEAD WAITER

Shall I get her for you?

MELVIN

No, it's all right. I'll just watch.

He enjoys watching her for a few more beats... She turns -- Melvin makes a "Haul your ass over here" gesture... and she smiles and walks toward him... A WAITER has lifted her drink -- placed it on a tray and follows her. She takes a bit of a slalom course through the tables, giddy as the MUSIC PLAYS and couples dance in the b.g. She notices the waiter in her trail.

CAROL

(mouthing the words to Melvin)

My drink is following me.

Melvin watches her approach. It is all too exquisite. He takes a breath -- it doesn't come easily.

CAROL

You look s...

She stops herself from saying "sexy," regathers, then...

CAROL

You look great.

They arrives at the table. He holds out her chair for her.

CAROL

You wanna dance?

MELVIN

I've been thinking about that since you brought it up before.

CAROL

(rising)

And?

MELVIN

No...

(and before she can digest that)

... I don't get this place. They

make me buy an outfit but they let
you wear a house dress. I don't
get it.

ON CAROL

Melvin has no idea he has insulted her. Sandbagged in
extreme, she gets up -- actually ready to leave.

MELVIN

No. Wait. What? Why? I didn't
mean it. You gotta sit down. You
can still give me the dirty
look... just sit down and give it
to me.

CAROL

Melvin, pay me a compliment... I
need one and quick... You have no
idea how much what you said just
hurt my feelings.

MELVIN

(really pissed,
mutters)

That monominute somebody gets that
you need them they threaten to go
away. Never fails.

CAROL

That's not compliment, Melvin...
That's just trying to sound smart
so I feel stupid... A compliment
is something nice about somebody
else... Now or never.

MELVIN

Okay.

He waves her down.

CAROL

(sitting)
And mean it...

MELVIN

Can we order first?

She thinks and then nods. The waiter is across the room.
This does not stop Melvin.

MELVIN

(calling)

Two crab dinners and pitcher of
cold beer.

(to Carol)

Baked or fries?

CAROL

Fries.

MELVIN

(calling)

One baked -- one fries.

STARTLED WAITER

(shouting back)

I'll tell your waiter.

MELVIN

(to Carol)

Okay, I got a real great
compliment for you and it's true.

CAROL

I am so afraid you're about to say
something awful...

MELVIN

Don't be pessimistic. It's not
your style. Okay... Here I
goes... Clearly a mistake.

(this is hell
for him)

I have this -- what? Ailment...
And my doctor -- a shrink... who
I used to see all the time... he
says 50 or 60 percent of the time
a pill can really help. I hate
pills. Very dangerous things,
pills. "Hate," I am using the
word "hate" about pills. My

compliment is that when you came to my house that time and told me how you'd never -- well, you were there, you know... The next morning I started taking these pills.

CAROL

(a little confused)

I don't quite get how that's a compliment for me.

Amazing that something in Melvin rises to the occasion -- so that he uncharacteristically looks at her directly -- then:

MELVIN

You make me want to be a better man.

Carol never expected the kind of praise which would so slip under her guard. She stumbles a bit -- flattered, momentarily moved and his for the taking.

CAROL

That's maybe the best compliment of my life.

MELVIN

Then I've really overshot here 'cause I was aiming at just enough to keep you from walking out.

Carol laughs.

CAROL

So how are you doing with those pills? Well, I hopahopahopa.

MELVIN

Takes months to know... They work little by little.

(holds his head;
then)

Talking like this is exhausting.

Carol moves to the chair next to him... She sits very close -- he tenses.

CAROL

Have you ever let a romantic moment make you do something you know is stupid?

MELVIN

Never.

CAROL

Here's the trouble with never.

TIGHT SHOT

for the kiss. Their faces are close -- she looks at him... She closes her eyes -- her face moving toward him -- he is wide-eyed and afraid... His face almost moves away -- in a shot this close it's almost flight... But now his head moves back and he receives her kiss. It is brief. Carol smiles encouragement to him and herself. Melvin can't bear the pleasure.

MELVIN

You don't owe me that.

CAROL

That wasn't payment. When you first came into breakfast, when I saw you -- I thought you were handsome... Then, of course, you spoke... So now that your soft li'l underbelly is all exposed. Tell me, why did you bring me?

Melvin's voice is soft -- hesitant, okay, vulnerable... as he holds up his hands in a "stop" signal.

MELVIN

Well, ah... that's a personal question.

CAROL

Tell me even if you're scared. Tell me why you wanted me here.

It's okay.

She kisses him again.

CAROL

If you ask me... I'll say, "yes."

MELVIN

(dissembling)

There are lots of reason... I had a thought that if you had sex with Simon it might...

CAROL

(humiliated)

Sex with Simon?

MELVIN

It's one idea...

CAROL

That's why you brought me? Look at me! Is that really why you brought me... Like I'm a what and I owe you what?!

MELVIN

I don't know why I brought you -- that idea occurred to me is all... It came out first... Hey, you kiss him -- me... He says he loves you. You two hit it off. But you don't want to... fine... Forget what I said about sex with Simon. It was a mistake.

CAROL

(wiping away tears)

I'll never forget you said it.

MELVIN

It was a mistake.

But she has already turned away and exits the restaurant... Melvin alone and miserable.

INT. SIMON'S HOTEL ROOM - NIGHT

He finishes dialing. He is extremely tense -- not breathing -- a lump in his throat -- trying not to let the anxiety immobilize him... the NUMBER RINGS twice, then a humorless male voice:

PARENTS' VOICE

(humorless male
voice)

Hi. This is Fred Bishop...

(perky woman's
voice)

... and Betty.

(Fred again)

We are sorry to be unable to take your call right now. Please leave a message and we'd appreciate your including the time/date and purpose of your call.

(Simon mouths the
word "date," then
Betty speaks before
the beep Bye-bye.

SIMON

Ah, this is Simon... I'm here in town...

(he waits)

... and, folks, you haven't come home later than 10 in your lives.

Please pick up -- really...

Okay... I'm going to call again in the morning. I need to see you.

Or, at least get you to answer the phone.

He hangs up. His parents want no part of him and he needs help.

INT. HOTEL SUITE - CAROL'S ROOM - NIGHT

As Carol enters with some energy. We FOLLOW her as she goes into her room -- takes her suitcase, begins throwing things in.

INT. HOTEL SUITE - SIMON'S ROOM - NIGHT

SIMON

Hello... Hello???

Carol thrusts open the door and enters...

SIMON

Was this supposed to be your room?

CAROL

Our room. I don't want to see him
and he's not going to come
knocking on your door.

Simon struggles with his shirt -- she helps him,
inadvertently venting some anger as she does so.

SIMON

Can you not be violent?

CAROL

I don't think so. You need help
with the pants?

SIMON

(emphatically)

No!!!

CAROL

I'm going to take a big bath and
order a big meal.

SIMON

Uh-huh...

CAROL

I'm sorry... are you okay?

SIMON

Well, considering everything's
horrible and tomorrow I have to
face my parents... Don't ask me
... I'm sick of my own complaints
... got to get me a new set of
thoughts.

CAROL

Why? What have you been thinking about?

SIMON

How to die, mostly.

CAROL

Can you believe in our little mix you're the good roommate.

Simon laughs -- as she crosses to the bathroom and begins to prepare a bath.

SIMON

(turning off the light)

Good night.

CAROL

Good night.

We are ON Simon settling in for sleep, when instinct or sounds or the faint glow of hope turns him so that he faces the bathroom and we have...

SIMON'S POV

Carol sitting at tub's edge -- a towel around her and now as Simon looks at the bathing beauty she adjusts her hair -- the towel falls -- a better than perfect breast exposed...

BACK TO SCENE

SIMON

(a whisper)

Hold it.

He leaves the bed.

ANGLES ON HOTEL DESK

What's he up to... he takes the blotter from the desk set and a pen from his jacket pocket which hangs on the chair and with vigor and faint pain moves to the other side of

the bed where he turns on the light and stares at Carol.

SIMON

I've got to sketch you.

CAROL

No... Absolutely not. I'm shyer than you think. I give the wrong impression sometimes and...

SIMON

I haven't even been thinking about sketching for weeks.

CAROL

Stop staring. Do a vase.

SIMON

But you're beautiful... your skin glows.

CAROL

Thanks. But I just want to take a bath and...

SIMON

That long neck -- the line of you... you're porcelain... your back goes on forever. You're classic... you're why cavemen chiseled on walls...

CAROL

All right, cut me a break.

Simon's pen moves across the blotter -- Carol sees him earnestly engrossed, a beat of indecision and then shyly but deliberately she lowers the towel. He's right. She's breathtaking.

INT. BAR - NIGHT

Melvin sits alone, nursing a drink. He's been talking to the bartender.

MELVIN

So then, the next thing I know,
she's sitting right next to me,
and then, well, it's not right to
go into the details, but I screwed
up. I got nervous. I said the
wrong thing and if I hadn't, I
could be in bed now with a woman
who if you could make her smile
you got a life. Instead, I'm here
with you, no offense, a moron
pushing the last legal drug.

He sits there, just another Joe on a bar stool with his
heart breaking.

INT. HOTEL SUITE - SIMON'S ROOM - CLOSE ON SIMON - NIGHT

He's excited -- smiling... We hear Carol -- also revved.

CAROL (O.S.)

I don't care how you put it --
We're being naughty here, pal.

FULL SHOT

Carol holding a pose for Simon... He is holding a
ballpoint over the back of a hotel desk blotter. His
style cramped by his cast.

SIMON

No. No. This is great, this is
so great. I can't get the angle
with this cast.

He struggles with the cast, and then decides to struggle
no more. Summoning remarkable strength, he rips a piece
from the cast, freeing his hand -- he roars ironically --
a lion's roar of liberation. He is back at his center.

INT. HOTEL SUITE - LIVING ROOM - DAY

Melvin is having a room service breakfast.

The door opens... Simon enters. A new Simon -- better
than ever, clearly happy -- a morning-after glow.

MELVIN

Did you have sex with her?

Carol follows his out. Her arms are filled with the hotel soaps, shampoos, etc.

MELVIN

Sorry, didn't realize she was right there.

(a beat)

Did you have sex with her?

CAROL

To hell with sex.

Carol looks at Melvin -- he can't meet her gaze.

CAROL

We held each other. It was better than sex. What I need he gave me great.

SIMON

I just love her.

(beat)

How're you doing?

Melvin reacts.

INT. HOTEL SUITE - DAY

Simon finishes dialing the phone... a brief wait, then:

SIMON

Hello, hi, Mom -- I can barely hear you. Do you have to whisper? No -- don't apologize -- it was the luckiest thing for all of us that you didn't answer last night... I can't hear you... okay, dear, just listen to me then.

ON MELVIN AND CAROL

Melvin has been reduced to straight talk as Carol brings the bathroom bounty into the room and begins to put it in

her suitcase.

MELVIN

I get why you're angry. It's no snap to explain why I was like that, but let's not try to do it on the run...

SIMON

... so Mom. Truly no grudges -- truly. A little odd that you didn't come to see me when you heard I was hurt, but the important thing I want you to know is your son is happy. I'm working again. I'll make do -- I don't want a thing. Wouldn't take it if it was offered. I'll drop you a note from wherever I land and then it's up to you. I hope we patch things up but know that if we don't, I wish you both the very best... I can't hear you. You heard me, though, right? Good -- take good care. 'Bye.

He hangs up, totally satisfied with himself and rips over to Carol and Melvin.

MELVIN

... Now he's going to want to stay. And they'll want to take a ride to the lake or whatever. So it's a good five hours back. It gives us a chance to take it easy and...

SIMON

I'm going back with you.

CAROL

But what about...

SIMON

I'll take care of myself --

MELVIN

What are you talking about? You got real problems.

SIMON

I know. I'm a little bit nervous. Suddenly everything seems so easy. Carol, a load has been lifted.

CAROL

One night with me!

SIMON

You think you're kidding.

Melvin stalks out.

EXT. HIGHWAY - DAY

The car parked near a phone booth --

MELVIN

(to Frank over
the phone)

Aww Jesus! No choice.

Carol walks up to Simon in the car.

CAROL

I got a gift for you.

She hands him a base ball cap.

MELVIN

(on phone)

Nothing like no choice to make you feel at home.

CAROL

(to Simon)

Let me see... Ahh, gorgeous!

MELVIN

Do it then. Get the dog picked up. I can't believe you let it stay there.

Melvin hangs up the phone.

MELVIN

Good-bye.

(to Simon)

Well, your luck is holding. They
sublet your place. You're
homeless. Frank's got a line on
another place you can use for now.

SIMON

Another place where?

MELVIN

Does it matter?

Melvin gets in -- goes to the glove compartment for a
special CD labelled "For Emergency Use Only." As it
PLAYS a confessional love SONGS:

CAROL

I don't want to hear that music
right now.

MELVIN

What do you mean? You said you
liked it.

CAROL

I don't.

MELVIN

This one has a special meaning.

CAROL

It's your car but I don't want to
hear it. If that means anything.

Melvin hesitates and then turns OFF the SONG in mid-
proclamation of love.

EXT. APARTMENT BUILDING (NEW YORK) - NIGHT

As the car arrives... They get out...

MELVIN

Here are the keys to my apartment.
I'm going to park you in my place
while I take Carol home.

CAROL

(hefting bag)
I'll take a bus.

MELVIN

I'll take you... why not?

CAROL

I don't care what you did for me.
I don't think I want to know you
anymore -- all you do is make me
feel badly about myself.
(turning to Simon)
You have my number.

SIMON

(hugging her)
I love you...
(sotto)
Let him take you home.

CAROL

Don't want to. I love you.

She shakes her head and walks off. Simon looking at
Melvin with some sympathy.

MELVIN

Don't say anything.

INT. MELVIN'S APARTMENT KITCHEN - NIGHT

Where Verdell's ears prick.

INT. APARTMENT - NIGHT

As they enter.

MELVIN (O.S.)

I told you to go on in.

SIMON (O.S.)

Look, I've got to get a hold of
Frank and see where I'm hanging my
hat 'cause...

The door opens, revealing them:

MELVIN

I think you gotta camp it here...

SIMON

What are you talking about?

The dog vaults toward them -- all else forgotten as the
dog greets his two favorite people and they talk to him.

SIMON

(to Verdell)

I know the feeling -- you feel
like your ol' self again, huh? --
Mommy and Daddy are home.

Melvin reacts.

SIMON

Sorry... You're fun to mess with.

Melvin gets up... Simon notices some of his paintings.

MELVIN

They took your place furnished.
Jackie said she grabbed your
personal stuff -- they were
supposed to set you up here.

(leading the way)

There's this extra room -- I
never use. It gets good light.
No other answer really.

Simon follows.

INT. SIMON'S NEW ROOM - NIGHT

As they enter... the room clean and organized -- a small
but lovely garret.

SIMON

Thank you, Melvin. You overwhelm me.

MELVIN

They did a nice job... Cozy, huh?

SIMON

I love you.

Melvin looks at him finally -- pretensions fall.

MELVIN

I'll tell you, buddy, I'd be the luckiest guy alive if that did it for me.

INT. CAROL'S APARTMENT - NIGHT

As Carol unpacks, she gives gifts to her mother and Spencer. But clearly something gnaws at her psyche.

INT. MELVIN'S APARTMENT - BEDROOM - NIGHT

Melvin's two digital clocks are two minutes apart... each around 1:55 a.m... He sits in a chair still fully dressed... forlorn... Verdell in his lap. A beat then we hear Simon's whispered voice.

SIMON (O.S.)

Where is my big hairy boy?

Melvin is alarmed. He stops breathing as his gay houseguest approaches.

SIMON (O.S.)

Verdell, sweeties?

Melvin breathes again. Simon enters the room.

SIMON

Sorry, didn't know you were awake. I just thought Verdell shouldn't get too used to sleeping in here 'cause then...

MELVIN

Look, we both want the dog --
and...

The PHONE RINGS... they look at each other. Melvin
doesn't move.

SIMON

Should I get it?

Melvin nods. Simon walks into the next room... several
beats as he finds the phone. We hear him pick it up and:

SIMON (O.S.)

Hello.

ON SIMON

SIMON

(into phone)

Hello. It's me. He took me in.
Did you know? Hold on, I'll get
him for you.

He walks back to Melvin's room.

INT. MELVIN'S ROOM - NIGHT

As he enters.

SIMON

It's Carol.

Melvin is quickly out of his chair -- the dog in one
mitt... he thrusts it at Simon.

MELVIN

Here. Take the dog.

As he speeds him out...

SIMON

Good luck.

INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT

As Melvin picks up the phone... He clears his throat loudly. Following is INTERCUT between Carol and Melvin -- the first such CUT showing Carol blasted by the throat clearing.

MELVIN

Hello.

CAROL

Yeah... Well...

MELVIN

(very concerned)

How you doing?

CAROL

I can trust my brain.

MELVIN

That seems like a good choice.

CAROL

I don't know whether I'm being sensible or hard on you.

MELVIN

The two might go together.

CAROL

See. There's an example. I don't know whether you're being cute or crazy now.

MELVIN

(what the hell)

Cute.

CAROL

You don't have to answer everything I say. Just listen to me. Okay?

He nods his head, "yes."

CAROL

It's really something that you're

looking after Simon. And what I said on the street. That was a bad thing to say. And it made me sick to my stomach. It was a bad thing to say. And I'd be lying if I didn't say that I enjoyed your company... but the truth is you do bother me enormously and I know -- think -- that it's best for me to not have contact with you because you're just not ready and you're a pretty old guy to not be ready... and I'm too old to ignore that. But there were extraordinary kindnesses that did take place. So thanks for the trips...

She's just broken up with him but she's being nicer than ever. It's hard to know whether to die or not.

MELVIN

Okay to say something now?

CAROL

Go ahead.

MELVIN

I should've danced with you.

CAROL

Okay. Good-bye.

MELVIN

So long.

Carol hangs up. She feels strange. A shoe hasn't dropped. Oh, hell... she missed him.

INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT

Melvin walks in anxious circles in the living room. He is impatient.

MELVIN

You going to come talk to me or not?

SIMON

I'm coming.

We enters the room carrying Verdell who strains to be allowed closer to Melvin. Simon releases him.

SIMON

What did she say?

MELVIN

I'm a great guy --
"extraordinary"...
(before Simon can
celebrate)
... and she doesn't want contact
with me.
(a beat)
I'm dying here.

SIMON

Because...
(gently)
... you love her?

MELVIN

(sharply)
No... and you're supposed to be
sensitive and sharp.

SIMON

Okay... you tell me why --
(mimics him)
"You're dying here."

MELVIN

I don't know... Let me sleep on it
and figure it out.
(then)
Because I'm stuck! Can't go back
to what I had... She's evicted me
from my life.

SIMON

Did you like it that much?

MELVIN

(furiously)

It was better than this... Look, you, I'm very intelligent. If you're going to give me advice or conversation or consolation or hope, you got to be better than you're doing. If you can't be at least momentarily interesting than shut the hell up. I'm drowning and you're describing water.

SIMON

(getting pissed)

Picking on me won't help.

MELVIN

Well, if that's true then I'm really in trouble.

SIMON

But you know where you're lucky?

MELVIN

Absolutely not.

SIMON

You know who you want. I'll take your seat any day. So do something... don't sleep on it... go over there. I don't think anybody should ever sleep on anything -- it's not always good to let things calm down.

MELVIN

Hey... I'm charged here. But she might kill me for showing up this late.

SIMON

Then get in your jammies and I'll read you a story... I think you've got a chance. The only real enemy you have is her ability to think logically -- the best thing you

have going for you is your willingness to humiliate yourself if it gives you one chance in whatever -- so go catch her off-guard.

MELVIN

Okay. Thanks a lot. Here I go.

He moves for the door... stops suddenly, jolted.

SIMON

What's wrong?

MELVIN

I forgot to lock the door.

EXT. CAROL'S APARTMENT BUILDING (CAROL'S NEIGHBORHOOD) - NIGHT

As he parks. He exits the car -- now wary... looks at his watch... hesitates... walks reluctantly into the apartment house.

INT. CAROL'S APARTMENT BUILDING - VESTIBULE - NIGHT

As Melvin looks at Carol's doorbell with great uncertainty.

INT. CAROL'S APARTMENT - NIGHT

Carol in a cotton wrap-around dress/bathrobe... sitting directly in front of a fan... the windows open, reading one of Melvin's books...

There is the briefest possible sound of a DOORBELL... someone has jabbed her downstairs button ever so briefly -- so briefly that she's not certain it's her DOORBELL -- until the same brief sound REPEATED... She walks to her wide open window and looks over.

HER POV

The convertible at the curb.

BACK TO SCENE

She hesitates --

INT. CAROL'S APARTMENT BUILDING - VESTIBULE - NIGHT

As Melvin gives up and starts out... turning as the sudden blast of being BUZZED into Carol's life sounds. He bolts for the door and enters.

INT. CAROL'S APARTMENT - NIGHT

She opens the door... she hears the sound of MELVIN SOUNDING HEAVILY up the stairs... He reaches her side.

CAROL

What do you want, Melvin?

MELVIN

Were you asleep?

CAROL

What do you want?

MELVIN

'Cause if you were asleep -- I'm sorry. And you could be grouchy.

CAROL

Grouchy?

MELVIN

... 'Cause of being woken up, and it would make my job impossible. So then I wouldn't even try.

CAROL

What job?

MELVIN

Were you asleep?

CAROL

What are you doing here?

ANOTHER ANGLE

Beverly in the hallway looking on --

BACK TO SCENE

MELVIN

I'm sorry I woke you -- some other time.

He half turns to leave.

CAROL

I wasn't asleep!!

MELVIN

What a break...

CAROL

(losing it a bit)

Is it a secret what you're doing here?

MELVIN

I had to see you...

CAROL

Because...

MELVIN

It relaxes me... I'd feel better just sitting on the curb in front of your house than anyplace else I can think of or imagine.

Carol has not ever heard anything like that before... it's sort of sexy in its sincerity.

ANOTHER ANGLE

As we see in the b.g. that Beverly, standing near her door down the hallway, has heard at least this last part...

Melvin, of course, cannot leave well enough alone...

MELVIN

(serious)

Wait a minute, I'm overstating here, maybe the inside stairs. I don't want to sit with my feet in the gutter. What does that serve? It only...

But suddenly Carl is shouting to the heavens.

CAROL

Stop it!! Why can't I have a normal boyfriend??? Why? Get out of here. Just a regular boyfriend who doesn't go nuts on me...

BEVERLY

(butting in)

Everybody wants that, dear -- it doesn't exit...

(as Carol turns to her)

Sorry... didn't mean to interrupt.

She disappears into her room. Carol snorts a laugh -- gathers herself. A beat.

MELVIN

(hopefully)

Boyfriend?

CAROL

Oh, come on in and try not to ruin everything by being you.

MELVIN

Maybe we could live without the wise cracks.

She looks at him -- then:

CAROL

Maybe we could...

Melvin glances at the cracked pattern of Carol's kitchen linoleum and stalls at the door.

MELVIN

It feels a little confined here.
Let's take a walk.

CAROL

See. It's four in the morning. A walk sounds a little screwy to me, if you don't mind.

MELVIN

If you need an excuse, there's a bakery on the corner. There's a shot it'll open soon -- that way we're not screwy -- we're just two people who like warm rolls.

CAROL

Okay.

EXT. STREET - NEAR BAKERY - NIGHT

They walk quietly -- Melvin still walking with his usual attention to where he steps.

CAROL'S POV

Melvin walking -- and though we can see an improvement -- it is still decidedly strange as he conspicuously avoids stepping on the lines.

BACK TO SCENE

Carol sighs. It is the sound of possibilities crashing down. Melvin looks at her -- embarrassed, self-conscious -- his habits making him appear unworthy.

CAROL

(gently; almost
lovingly)

I'm sorry, Melvin -- but whatever this is -- is not going to work.

ON MELVIN

He takes this hard. It forces him to half-whisper something he hasn't at all said to himself... given his history... this is an extraordinary intimacy.

MELVIN

I'm feeling... I've been feeling better.

CAROL

Melvin, even though it may seem that way now -- you don't know me all that well...

(as he scoffs)

I'm not the answer for you.

She starts to turn. He tugs at her arm. As she turns back to him.

MELVIN

Hey, I've got a great compliment for you.

CAROL

You know what? I...

MELVIN

Just let me talk.

(gathers himself
with uncertainty,
then:)

I'm the only one on the face of the earth who realizes that you're the greatest woman on earth. I'm the only one who appreciates how amazing you are in every single thing you do -- in every single thought you have... in how you are with Spencer -- Spence...

(he has reached
her)

... in how you say what you mean and how you almost always mean something that's all about being straight and good...

ON CAROL

She stands on the precipice of being transported away from the logic which has been her lifeline.

MELVIN

I think most people miss that
about you and I watch wondering
how they can watch you bring them
food and clear their dishes and
never get that they have just met
the greatest woman alive... And
the fact that I get it makes me
feel great... about me!

(a real question
filled with
concern for her)

You got a real good reason to walk
out on that?

That last question clearly a true question, not the least
rhetorical -- she considers her answer, then:

CAROL

No! It's certainly not. No -- I
don't think so. No.

MELVIN

(tentatively)
I'm gonna grab you.
(with conviction)
I didn't mean it to be a question.
I'm gonna grab you.

He kisses her. An awkward bomb of a kiss. They separate.
A tense beat. Then:

MELVIN

I know I can do better.

They embrace again. He does indeed do much better. A
first-class smooch. CAMERA MOVES DOWN to see his foot
land squarely on a crack in the sidewalk without his
knowledge. They break -- look at each other without a
notion of where to take it from here, and the ALMOST in
unison begin to walk away FROM CAMERA, Melvin following a
path that avoids cracks. Suddenly the lights of the
bakery turn on as it opens for business.

CAROL

Warm rolls...

They walk to the bakery, Melvin avoiding the cracks. As they enter the bakery, a WORKER moves toward them to clean the entranceway. Melvin, forced to step back onto a crack, this time notices -- registers the momentous fact and joins Carol inside as we:

FADE OUT

THE END