

The Pimp of Park Avenue

By

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an original screenplay

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INT. UPSCALE SUPERMARKET - DAY

Whole Foods-type supermarket on the Upper East Side of Manhattan. Organic foods fight for shelf space with gluten-free products. The staff is friendly and attentive. Shoppers consist mainly of older customers and young successful executive types.

Coming around the corner are JAKE KELMER and NEIL HOLSOM. Kelmer is 33, tall, trim, dressed in designer jeans, a casual white button-down shirt and a tailor-made blazer. In contrast to other shoppers of his age he projects a self-assured creative vibe, rather than pure business.

Neil is in his early 20s and his movements and body language suggest a lack of confidence. He is dressed in typical young adult garb, ripped jeans and a wrinkled button down shirt. He wears a digital tape recorder around his neck.

Kelmer keeps handing food items to Neil who puts them in the cart. Kelmer seems to have no method to his shopping; he grabs whatever strikes his fancy.

KELMER

Okay, back to work. What did I give you for homework?

Neil rifles through a tattered notebook.

NEIL

Advertising slogans.

KELMER

An often overlooked source of comedic material. Let 'em rip.

Neil reads from his notebook. His delivery is nervous, he is clearly looking for Kelmer's approval.

NEIL

The first one is for a prosthetic company. At Scagnati's Prosthetic, you won't pay an arm and a leg...for an arm and a leg.

Kelmer laughs.

KELMER

Good one.

NEIL

Manny's Toilet Cleaning Service. With Manny, you're always holding a royal flush.

(CONTINUED)

KELMER

Not as good as the first one, but still usable provided you have the right delivery.

NEIL

(scribbling notes)

There's so much to remember.

PRODUCE SECTION

Kelmer fondles the cantaloupes, looking for a ripe one.

KELMER

Let it come to you naturally. You have a couple of things working against you. For one, you are very young. You're not Jewish and that's a major handicap. You're not even Catholic, which is second best because of the guilt. You're a well adjusted yuppie from a Methodist family. That's corporate executive material, not comedian.

Kelmer keeps moving. Rounding a corner, his eye catches a young woman who is half-turned away from him.

She is ANNETTE DEVEREUX, 26 with dark flowing hair. She is stunning in a wholesome, Midwestern way. She wears a low-cut summer dress and is oblivious to the stares from the (mostly) older men. She has a basket instead of a cart.

KELMER

Damn.

He attempts a hasty retreat. Neil follows suit and turns the cart around. The maneuver is successful until Kelmer's cell phone RINGS. It's the theme from the PINK PANTHER cartoons/movies. Kelmer hands the phone to Neil.

Annette looks up and recognizes Kelmer. Neil looks at the caller ID.

NEIL

It's your agent.

Kelmer makes a slicing motion across his throat. Neil lets the call go into voice mail.

Annette walks up to Kelmer.

(CONTINUED)

ANNETTE

I didn't know you shopped here,  
Kelmer!

KELMER

I didn't know you lived in this  
neighborhood.

She kisses him on the cheeks, European style.

ANNETTE

I don't. I'm apartment sitting on  
the East End.

Neil can't help but gawk at her lovely body. He is clearly  
ill at ease around beautiful women.

KELMER

This is Neil, my protégé. He's  
doing an internship with me.

ANNETTE

What school do you go to?

NEIL

Columbia Film. I have a  
concentration in physical comedy.

Annette looks Neil up and down.

ANNETTE

Let me give you some advice. Get  
out of show business. Quit while  
you're behind.

KELMER

Don't listen to her, Neil. Annette  
is a little jaded.

ANNETTE

Jaded? Why would I be jaded? Maybe  
because of all the false  
promises...

KELMER

Where on the East End are you?

ANNETTE

You promised me a part on your  
show, Kelmer. Or was that just  
pillow talk?

KELMER

We'd love to stay and chat, but Neil has to practice his one-liners.

He starts pushing the cart away from Annette, but she keeps following them.

ANNETTE

I've been in the city for almost five years. And other than a sitcom pilot that wasn't picked up, I haven't done anything worthwhile.

KELMER

What about the educational film about the dangers of driving while texting?

On the other side of a low shelf, ABE FRANKEL is putting a box of Ovaltine in his cart. He is in his mid-seventies, trim, almost gaunt. He follows Annette with his gaze and can't help but listen in on the conversation.

ANNETTE

You have to get me a part. It's either that, or back to Kansas.

KELMER

I'll talk to my agent.

ANNETTE

Jeez. Selling my body wouldn't be this difficult.

Frankel picks up his ears. He puts his Ovaltine in the cart and starts pushing it toward Annette and Kelmer, who are moving toward the checkout line.

His cart speaks of a bachelor life, TV dinners, cans of vegetables and a prepared, grilled chicken.

Neil is putting the groceries on the line. After the cashier swipes them, he bags them.

Frankel is checking out, one lane over.

Annette stands behind Kelmer. She only has a few items in her basket.

KELMER

We all had to struggle.

(CONTINUED)

ANNETTE

You didn't.

Kelmer shrugs his shoulders, hands his wallet to Neil who takes out a credit card and pays.

FRANKEL

Kelmer! What a surprise!

Kelmer is pleased for the distraction.

KELMER

Mr. Frankel. How nice to see you!

Annette has finished checking out and joins Kelmer and Frankel. The old man fawns over her, which amuses Kelmer to no end.

KELMER

Mr. Frankel, allow me to introduce an actress friend of mine. Annette Devereux. Mr. Frankel from 5C.

Annette holds out her hand. Frankel kisses it, old-school style.

FRANKEL

(in French)

Enchante.

ANNETTE

Likewise.

KELMER

Do you need help carrying your bags, Mr. Frankel?

FRANKEL

Well, if it's not too much trouble.

KELMER

No trouble at all.

He gives Frankel's bag to Neil, who is already loaded up like a mule. In contrast, Kelmer and Annette have one small bag each.

INT. KELMER'S park avenue condo - NIGHT

The door opens and in walk Kelmer, Neil and Annette. The lights turn on automatically and a CHIME is heard, which indicates that the apartment's computer has turned on.

Neil puts Kelmer's bag on the counter and rubs his arms.

(CONTINUED)

PLEASANT FEMALE VOICE  
Good evening, Kelmer and guests.

KELMER  
Hi, Jane.

Kelmer watches as Neil puts his groceries away.

JANE  
The temperature is 72 degrees. The  
tuna fish salad is four days old  
and you have two messages, one from  
your agent and one from your  
mother.

KELMER  
Toss the one from Mom.

JANE  
Already done.

KELMER  
(to Annette)  
It's a learning computer.

He speaks this line the way Arnold Schwarzenegger delivered  
it in Terminator 2.

NEIL  
Okay, I've put everything away. Is  
there anything else I should do?

KELMER  
You can make us two martinis.

ANNETTE  
(to Neil)  
Looks like you're learning a lot at  
this internship.

KELMER  
Humility is lesson number 1.

They follow Neil into the living room. The lights turn on  
incrementally. The apartment is gorgeous, decorated in a  
tastefully modern way, clearly by a professional decorator.  
Lots of brushed steel and 90 degree angles.

On one side, an impressive, backlit bar. Neil starts mixing  
drinks.

(CONTINUED)

ANNETTE

I'll have a Sex on the Beach.

NEIL

Regular?

ANNETTE

Anal.

Neil nods, mixes vodka and orange juice and adds a brown liquid.

ANNETTE

Promise you'll put in a good word for me.

Neil hands them their drinks.

NEIL

I have to go. Last ferry leaves in less than an hour.

KELMER

Last lesson of the day, Neil. Comics do not live in New Jersey.

NEIL

Yes, sir.

Neil leaves.

JANE

Good bye, Neil.

ANNETTE

Cute kid.

They sip their drinks. Kelmer puts his arm around Annette's shoulder.

KELMER

Let me see if I can talk to someone at the network about you. I'm always glad to help old friends.

Annette removes his arm.

ANNETTE

Please. I'm not going to fall for the same line twice.

KELMER

Don't you ever just do something because you feel like it?

ANNETTE

No. And neither do you.

KELMER

Yes, I do. I helped out Mr. Frankel, didn't I?

ANNETTE

You let Neil help him out. That's not the same thing.

KELMER

I've never seen the old man so excited. The way he kissed your hand, like he's some sort of European royalty instead of a widower from Red Hook.

Annette takes one last sip and puts her drink down.

ANNETTE

He has class.

(beat)

I'll be along, too. See you around.

She takes her purse and leaves.

KELMER

Ciao.

He looks after her with longing. He walks to the work station, which is a large desk in the corner of the living room. It has a leather armchair and a red IBM Selectric typewriter on it.

He throws himself into the chair in a manner, which suggests it is his usual way of taking a seat.

EXT. MIDTOWN MANHATTAN - ROCKEFELLER CENTER - DAY

A gorgeous spring late morning. A black stretch limousine pulls up to the curb. The driver gets out and opens the door for Kelmer.

Kelmer is dressed in a white suit with a red handkerchief in the breast pocket. His attire, down to the sunglasses recalls Marcello Mastroianni in "La Dolce Vita". He walks through the revolving doors with confident steps.

INT. ROCKEFELLER CENTER - ELITE TALENTS AGENCY - DAY

Kelmer walks out of the elevator. He waves to the receptionist, who pretends not to see him. She staples a document with a loud BANG. Kelmer does not notice. As he makes his way down the tastefully decorated hallway, he passes young pretty women who have their ID cards around their necks, or clipped to their belts.

He greets them by their names and they give him thin smiles. Clearly, his presence makes them feel uncomfortable.

Kelmer walks into the largest corner office.

INT. CORNER OFFICE - DAY

The office is huge, with a two-sided commanding view of Manhattan. There is an elliptical trainer in the corner. Behind the desk roughly the size of a pool table sits JORDAN HINKLEY, one of the top agents. He is a rail-thin yuppie in his late 40s. The part in his hair is sharp enough to slice cheese. A bottle of Perrier sits by his elbow. The papers on his desk are arranged in neat stacks.

Pictures of him in various triathlons and with his wife and two kids are around him.

The office is adorned with posters for movies for which the agency provided talent. SCHINDLER'S LIST 2, with the tag-line, "Are you on it?". WEEKEND GETAWAY starring Jack Nicholson, to name a few.

Kelmer plops into the black leather guest chair.

JORDAN

You're an hour late.

KELMER

What's so important you have to get me out of bed at the ass crack of noon?

JORDAN

I've been trying to reach you for days.

KELMER

I keep telling you. I don't do rewrites for prequels, especially not when it's a second remake of "Death at a Funeral".

(CONTINUED)

JORDAN

That's not it. Everyone in Hollywood knows you only do originals.

KELMER

Then what is it?

Jordan clearly does not know how to begin.

JORDAN

Here's the thing. "Whitewashed" will not be picked up for the next season.

KELMER

Which network is it going to?

JORDAN

Which network?

KELMER

Don't tell me it's going to cable. It's not meant for cable. It's popular enter--

JORDAN

It's not going to cable.

KELMER

Good.

JORDAN

It's canceled.

KELMER

Canceled?

JORDAN

As in the network is pulling the plug.

KELMER

The network is canceling the highest-rated sit-com on the air?

JORDAN

It was the highest rated sit-com on the air. Until that reality makeover show took the top spot. "Romancing the Stoner". Then it slipped behind "The Apprentice" with Karl Rove and is now ranked fifth and fading fast.

(CONTINUED)

KELMER

Those shows are not funny.

JORDAN

But they're cheap to make. Whitewashed is costing a bundle with an all-star cast and location shooting. It's not worth it, with what the advertising is bringing in.

Kelmer is at a loss for words.

JORDAN

Look, Kelmer, it's just a paradigm shift. Networks want to see reality shows right now, not scripted comedies. Also, they are cutting down on comedies in general. For some reason, people are dying for drama. Maybe it's the recession. People are wondering about the meaning of life and all that good stuff.

Kelmer stares into space. Jordan walks around from behind his desk and sits at the edge of it.

JORDAN

It's not the end of the world. You saved your money like I told you to, you should be fine until the market turns around.

(beat)

You have been saving your money, haven't you, Kelmer?

Kelmer comes out of his daze.

KELMER

No, Jordan, I haven't been saving my money. I just bought a weekend house in Vermont where I was planning on writing my next great comedy series. I have nothing in the bank.

JORDAN

Kelmer...

KELMER

Being successful is very expensive.

(CONTINUED)

JORDAN

Maybe it's just as well. About the show, I mean. You need to clear your head. Your judgment has been slipping.

He reaches behind him and picks up a script.

JORDAN

A new type of action film with a Jewish action hero called "The Last Action Hebrew".

KELMER

Bound to be an instant classic. Our people never had a kickass hero until now.

(pointing to the Schindler's List 2 poster)

We always had to rely on others to save us.

Jordan flips through the script.

JORDAN

His yarmulke turns into a deadly Frisbee with metal spikes. And the tag line, "Moses gave his people the Ten Commandments but he follows no rules". It's offensive, Kelmer.

KELMER

Maybe to your delicate Methodist sensibilities.

JORDAN

I'm talking about the viewers.

KELMER

Grow a pair. You want tame comedy, call Bill Cosby.

Jordan walks behind his desk. His PHONE comes alive.

SECRETARY

(through loud speaker)

Jordan, Mr. Anderson is on Line 2.

Kelmer gets up, picks up the phone and hangs up the receiver, killing the call.

(CONTINUED)

KELMER

I think there's a reason for all of this.

JORDAN

I hope it's worth hanging up on Wes Anderson for it.

KELMER

I'm being guided by Providence.

Jordan gives him a blank look.

KELMER

Remember when I told you a while back that once I get established as a comic, I will try my hand at more serious stuff?

JORDAN

I do. I thought it was a joke.

KELMER

Don't you get it? Here's my chance. Fate is forcing my hand. The networks want dramas, I'll give them dramas.

JORDAN

You have to play to your strength. And drama isn't it.

KELMER

You're my agent, Jordan. You're supposed to be supportive.

JORDAN

I am. By selling your strength. That's what I do. When I pitched Paramount your story about the son of the circus performer who runs away to join corporate America, the whole room was in stitches. They had no idea that you were making a deep statement about the shallowness of dreams in modern society.

KELMER

What do they know? They're a bunch of Philistines.

Jordan picks up the phone and dials.

(CONTINUED)

JORDAN

Take a few weeks off, then call me.

INT. ROCKEFELLER CENTER - ELITE TALENTS AGENCY - DAY

Kelmer is walking slowly down the hallway, back toward the elevators. The receptionist gives him a pitying glance.

Two WORKERS are in the process of taking down the largest poster in the lobby. It is an ad/publicity photo for "Whitewashed". It's a close-up of a washing machine's window, with the faces of the characters pressed against the glass, as if they are inside the washing machine, with various comic expressions.

Worker 1 drops the frame as he is taking it down. The frame breaks and the glass shatters.

WORKER 1

Shiiiiit.

(to Worker 2)

Yo, my man, bring the recycling bin over here.

Worker 2 shakes his head, pulls a large recycling bin over.

WORKER 1

Nah, that's too small. Bring the Big Mama from the Maintenance closet.

Kelmer looks sadly at the broken pieces of his life.

EXT. SUBURBAN STREET - DAY

A black Cadillac STS pulls up behind a white Cadillac CTS in front of nondescript suburban house.

Kelmer gets out and surveys the white Caddy.

INSERT - WHITE CADILLAC LICENSE PLATE - "WISDOM2TH"

Kelmer rolls his eyes. He walks up to the front door. The mailbox says "Kelmer".

INT. KELMERS' PARENTS' HOUSE - DAY

Kelmer opens the door and enters. The living room is of a typical Bob's Discount Furniture variety, nothing distinct or stylish about it. Kelmer walks through the living room toward the kitchen.

EXT. HOUSE - PATIO - DAY

Kelmer pulls the patio door open, steps out onto the patio. It is a spacious wooden deck extending over the backyard. Sitting around the Crate & Barrel patio furniture are KELMER'S FATHER, a bald man in his early 60s with a considerable paunch, and KELMER'S MOTHER, a sprawling woman in her late 50s with expansive red hair.

BEN KELMER, Kelmer's younger brother is two years younger than Kelmer, but not as lean or good-looking as Kelmer. Next to Ben sits CATHERINE, Ben's ruddy-cheeked Irish Catholic fiancée.

Kelmer's father is absorbed in his Consumer Reports magazine. Kelmer's mother puts down her crossword puzzle. Ben and Catherine are absorbed in a bridal magazine.

As Kelmer slides the patio closed, his mother calls out.

MOTHER

Close the patio door...

KELMER AND MOTHER

or the ants will crawl inside.

KELMER

And how's everyone doing today?

Perfunctory greetings. Kelmer's father barely looks up from his magazine. Kelmer kisses his mother on her cheek and sits down.

KELMER

(to Ben)

Nice car. Very original.

BEN

It's not like yours. It's the CTS, which is bigger. And more expensive.

KELMER

Mine's funnier. Are you sure you can afford the lease, Ben?

BEN

I bought it.

Kelmer whistles.

(CONTINUED)

MOTHER

Ben's practice is booming, Jacob.  
He is thinking about opening an  
office in Scarsdale.

KELMER

Awesome.

MOTHER

Why don't you go to your brother  
instead of that thief in Manhattan?

KELMER

The man is an artist. He spent a  
week on my molars alone. He's worth  
every penny.

Kelmer scrutinizes Catherine and the bridal magazine.

KELMER

How's the conversion going?

CATHERINE

Great. Rabbi Moskowitz is my new  
mentor.

KELMER

Is he the one with the ear locks?  
Wears a lot of black?

No one laughs.

KELMER

That was a joke.

MOTHER

Hahaha. I bet you didn't laugh when  
you found out your show was  
canceled.

She points at the cannibalized sections of the Saturday's  
New York Times Arts & Leisure section.

Kelmer looks at the cover story.

INSERT - ARTS & LEISURE COVER STORY HEADLINE "ARE COMEDY  
TASTES CHANGING?"

Accompanying the story is a picture of a laundromat with a  
CLOSED sign on it. Instead of the name above the door, the  
sign spells WHITEWASHED.

(CONTINUED)

KELMER

You never read the Arts & Leisure section.

MOTHER

Everyone at the book club is talking about it. I knew this would happen sooner or later.

KELMER

Easy now--

MOTHER

When I think of your accounting degree from Columbia going to waste, my blood pressure goes up.

KELMER

You don't need me to give you high blood pressure, Mom.

FATHER

(without looking up)

Watch it!

KELMER

I'll be just fine. I have a good reputation. I'll be on another show in no time.

MOTHER

Cousin Millie gives you a great job as a book keeper at her laundry chain, which is growing by the way, they're expanding all the way to South Jersey, and you repay her kindness by writing a comedy show about it.

KELMER

It was loosely based on her place.

MOTHER

Look at your brother, he's younger than you and he's getting married. You're always dating women from weird places, like that Asian girl, I don't even know where she was from--

KELMER

Queens. She was from Queens, Mom.

(CONTINUED)

MOTHER

Like I said. I can't stand this any longer. I'm setting you up with Cloe's daughter, she just moved back from the Midwest.

BEN

What are you going to do?

KELMER

I'm touched by everyone's concern. Really. However, I'll be fine. I already have back-to-back meetings set up to pitch my next project.

Father gives a disapproving grunt without looking up from his Consumer Reports.

INT. PRODUCER'S OFFICE - DAY

Nondescript office, definitely not in the style of Kelmer's agent. Has a throwback, 40s feel to it.

Kelmer sits facing a FAT MAN who sits behind a cluttered desk. The Fat Man is smoking a huge cigar, smoke wafts past the "No Smoking" sign that's posted on the wall behind him.

Kelmer is dressed in a conservative suit.

KELMER

This is the story in a nutshell, Mr. Grabowski. A former snowmobile racer's wife is dying from cancer and he's been laid off from his job, so no health insurance. What does he do? He rides his snowmobile across the border to load up on medicine in Canada and brings them back home. Soon, he does it for others in the village who are in similar situations. It's a modern-day Robin Hood tale.

Grabowski crushes out his cigar in the huge crystal ashtray.

GRABOWSKI

Where are the broads? Where're the laughs?

Unphased, Kelmer pulls out a Monte Cristo No.10 and cuts the end off with a cigar cutter, which he pulls from his suit pocket.

(CONTINUED)

He stands up, hands the cigar to Grabowski and lights it for him.

KELMER

I think you will appreciate the serious social theme of this script. The way pharmaceutical companies are exploiting decent, hard-working--

Grabowski puffs on his cigar and nods in appreciation.

GRABOWSKI

I see you did research on me. I wish you had done research on my network. Then you would know that most of our advertisers are pharmaceutical companies.

Grabowski throws a pen to Kelmer. He lets loose a hacker cough.

Kelmer studies the pen. It's a marketing piece, with a brand-name of a drug stamped on it.

INSERT - "Heteropro" - It Sets You Straight

INT. LIFESTYLE CHANNEL'S OFFICE - DAY

Kelmer is pitching a POWER WOMAN, whose salon-bought blonde hair is styled and sprayed into submission. Her pantsuit is as stiff as her demeanor.

Movie posters behind her extol of woman-oriented programming. "A Womb Apart" based on the international bestseller by Danielle Steele.

POWER WOMAN

This is a network for women, Mr. Kelmer. We're not interested in philandering husbands and wives who have no choice but to forgive them in order to save the marriage. We want strong female characters.

KELMER

What about the lesbian daughter? She's a fashion designer, but I could make her a weightlifter.

INT. AAET CHANNEL OFFICE - DAY

Kelmer sits in the office of the Head of Programming for African American Entertainment Television.

The executive is handsome black man in a striped suit.

KELMER

A black, I mean African-American ex-con is looking to go straight. He exchanges phones by accident with an assassin on the way to a hit. Sort of a Hitchcock meets Boyz in the Hood, if you get my vibe. He has to make some hard choices. Join a criminal organization, or go straight?

EXECUTIVE

Mr. Kelmer, we make programming that serves as an example to the African American and Latino communities. An ex-con whose choice is between taking a minimum wage job, or joining a crime syndicate is hardly the image we want to propagate.

Kelmer scrutinizes the poster behind the executive. It shows a hip-hop artist type holding a gun. The caption says "War and Piece".

INT. INDEPENDENT PRODUCER'S OFFICE - DAY

Kelmer sits in an office that has not seen a decorator since the mid 1970s. Behind the ancient desk sits THE ANCIENT PRODUCER, a battle-ax of an old man in his 80s.

KELMER

So when the family sends his grandson to pick him up and bring him to a wedding, the old warrior sees an opportunity.

As Kelmer gets deeper into the story, he keeps inching his chair closer to the old man, who maintains a stone-cold unreadable face.

KELMER

He decides to slip away and seek out the first love of his life, the woman he always regretted not marrying. But when he gets to her house--

(CONTINUED)

HOLLINGSWORTH  
Let me guess. She's already dead.

KELMER  
Yes. How did you know?

HOLLINGSWORTH  
Don't give me this Sundance  
Channel, Merchant-Ivory circle  
jerk, son.

He rises from behind his desk, a looming and disturbing presence.

HOLLINGSWORTH  
(cont'd)  
I didn't last sixty years in this  
business by pulling punches. Get  
the hell out of my office!

He yells the last sentence and points to the door. Kelmer has no choice but to head for the door. He turns back one last time.

KELMER  
I know it's a lot to take in all at  
once. I'll call you in a couple of  
days.

He closes the door.

MIDTOWN MANHATTAN - TIMES SQUARE - NIGHT

Side street in the vicinity of 8th Avenue and 42nd street, near the heart of New York's tourist section.

A WOMAN is walking down the street. The fish net stockings, short skirt and platinum blonde hair leave little doubt as to her profession...

...or his profession. Upon closer inspection, the muscular thighs and manly face point to a TRANSVESTITE PROSTITUTE.

A TOURIST is walking toward him, approaching from the opposite direction. He is a FRENCHMAN, dressed in prototypical Euro-garb, expensive dress pants and, blazer and stylish metal-rimmed glasses.

PROSTITUTE  
You need some company, baby?

(CONTINUED)

FRENCHMAN

Mon Dieu!

He walks away with quick steps.

A nondescript-looking black car pulls up to the curb. LIGHTS go on, then the SIREN gives a short burst.

A PLAINCLOTHES COP jumps out of the car.

COP

Freeze!

The prostitute curses like a man.

INT. POLICE PRECINCT - NIGHT

Typical police precinct with a large open space lined with desks. Being late, the precinct is relatively quiet. The cop from the previous scene is one of the few sitting at his desk. Sitting in a chair before him, hands handcuffed behind his hands, is the prostitute.

The cop is making his report, typing answers into a computer.

COP

Name?

PROSTITUTE

Jasmine.

COP

Your real name.

JASMINE

Benjamin Harris. But you can call me Jasmine. All my friends do.

The cop ignores this comment.

The door to the corner office opens and the LIEUTENANT walks out. He is in his fifties. His tie is open and draped around his neck. He is about to walk out of the precinct, when he notices Jasmine.

He walks over and without a word, looks over the cop's shoulder at the arrest report.

LIEUTENANT

9th and 42nd? I told you the last time, stay away from Times Square. That's where all the tourists are. Stick to the West Side.

(CONTINUED)

COP

Times Square is part of my beat,  
Lieutenant.

LIEUTENANT

I'm talking to Jasmine. I will deal  
with you later, Malley.

The lieutenant uncuffs Jasmine.

JASMINE

The West Side is bad for business.  
How's a girl supposed to make a  
living in this city?

MALLEY

You could try getting a job.

JASMINE

I'd rather get laid than get laid  
off.

LIEUTENANT

Hit the road. I don't want to have  
to tell you again.

Jasmine gets up and rubs his wrists. He slings his purse  
over his shoulder and walks away.

JASMINE

Keep this puppy on a leash.

MALLEY

With all due respect, you're out of  
line, Lieutenant.

LIEUTENANT

No, you're way out of line, Malley.  
I'm tired of dealing with your  
penny-ant bullshit. You heard the  
mayor. Primary concern is keeping  
the streets safe to bring in  
tourism dollars. We're in the  
middle of a recession, in case you  
haven't heard.

MALLEY

I'm a vice cop. My job is to arrest  
prostitutes.

The Lieutenant rolls his eyes. He walks away, muttering  
under his breath.

INT. KELMER'S APARTMENT - DAY

There is a knock on the door. Kelmer opens it. A shady-looking man wearing a rumpled black leather jacket walks in. He is carrying a cheap folding chair. He nods at Kelmer.

Kelmer shows him into the living room. The Shady Man rolls out the leather chair from behind the desk and unfolds the plastic chair and puts it in the armchair's place.

Shady Man hands Kelmer some money.

KELMER

60 bucks? This is Danish leather.

SHADY MAN

Outta style. Used to be the fruits on Fire Island would pay \$200 for a chair like that, but no more.

He rolls the chair down the hallway, toward the front door.

KELMER

Can I interest you in some photographs? They were taken by a very famous photographer in the 50s.

He points at the framed photographs on the walls. The Shady Man inspects them closely.

SHADY MAN

What am I supposed to do with them? They're not even in color.

He rolls the chair through the door and closes it.

Kelmer sits down on the sofa. Which is no longer the tasteful leather piece. It has been replaced by a worn out used furniture piece that is anything but easy on the eye. He picks up a notepad and stares at the empty page.

Another KNOCK at the door. Kelmer sighs and goes to open it.

FRONT DOOR

It's Frankel. He is wearing an old-fashioned black housecoat, complete with a red handkerchief in the left breast pocket.

(CONTINUED)

KELMER

Mr. Frankel. What a pleasant surprise.

FRANKEL

I wanted to thank you for the other day when you carried my groceries home for me.

KELMER

That was over two months ago.

FRANKEL

I know, but I've been thinking about it ever since. It's not often one runs into a helpful member of the younger generation.

Before Kelmer can invite him in, Frankel walks in. He takes a long look around the apartment. He notices the photographs on the wall.

FRANKEL

Say, is that a Moldova photograph?

KELMER

(surprised)

Yes. You're the first one to recognize it as one of his.

FRANKEL

Oh, it's unmistakable. The framing, his choice of subject matter, it is his through and through.

(moving on to another picture)

What a pretty girl. Sitting on a park bench, her head turned away like she's expecting her lover.

(lost in fantasy)

Looks kind of like your friend, what was her name? Annette?

Kelmer steps to the picture and looks at it closely.

KELMER

I don't think so.

FRANKEL

You're right. This girl is too young.

(CONTINUED)

KELMER  
Too young for what?

FRANKEL  
What a remarkable print.

KELMER  
It's not a print.

FRANKEL  
It's an original?

KELMER  
I'm afraid so.

FRANKEL  
It must be worth a fortune.

KELMER  
Not really. I could let it go for  
ten grand.

FRANKEL  
I didn't know people of your  
generation were interested in  
photographs from the old masters.  
This one was taken in Union Square  
Park in the fifties. I worked on  
15th street at the time and used to  
eat my lunch in the park. To think  
that I could've been sitting not  
too far away when this picture was  
taken.

Kelmer is clearly interested in Frankel's story.

KELMER  
Can I offer you something to drink,  
Mr. Frankel? I'm interested to hear  
what you have to say about that  
time period. It just so happens  
that I'm collecting material for  
some very serious writing I'm  
planning. I have herbal tea, milk,  
Diet Coke if you feel adventurous--

FRANKEL  
Do you have any Scotch?

KELMER  
Scotch? I thought you--

FRANKEL  
I've decided to live a little  
dangerously.

KELMER  
That's what I like to hear.

They walk into the living room.

FRANKEL  
What happened to your sofa?

KELMER  
It's out getting cleaned. You  
wouldn't believe how difficult it  
is to find a decent leather cleaner  
in the tri-state area.

FRANKEL  
Hm.

Kelmer reaches for a bottle of no-name Scotch.

FRANKEL  
Single malt, if you have it.

KELMER  
Of course.

He pours some Glenfiddich into a rocks glass and adds a few  
ice cubes. He pours himself a drink from the generic Scotch  
bottle. He gives the single malt to Frankel.

Frankel holds his glass up for a toast.

FRANKEL  
To neighbors helping neighbors.

He clinks glasses with Kelmer's. Frankel sits down on the  
sofa.

FRANKEL  
I'm not keeping you from your work,  
am I?

KELMER  
Not at all. My show's been  
canceled. Were you aware that the  
market has changed, Mr. Frankel?

Frankel perks up.

FRANKEL

I'm afraid I wasn't. It's that bad,  
is it?

Kelmer nods.

FRANKEL

Hm. Someone with your talents can  
surely think of new stories.

KELMER

Perhaps. One must always keep an  
ear open. One never knows where the  
next story may come from. You, for  
instance, must be full of great  
stories of insight and historical  
significance.

FRANKEL

I must disappoint you there, young  
man. I've lived a very dull life.

KELMER

I doubt that very seriously. Surely  
you were part of the great  
generation that rid the world of  
fascism in World War II.

Kelmer reaches for his notepad and pen.

FRANKEL

I was 4F. A congenital heart  
condition, you see. I have had to  
avoid excitement of any kind.

KELMER

Surely you have built a business  
from the ground up.

FRANKEL

Civil service. 55 years.

KELMER

Wild encounters with women?

FRANKEL

Stable marriage. 50 years.

KELMER

I'm sorry to hear that.

He puts the notepad down.

(CONTINUED)

JANE

Sorry to interrupt, but there is a phone call from Haskell & Liebowitz.

KELMER

Voice mail, Jane.

(to Frankel)

My on-board computer. Please continue, Mr. Frankel.

FRANKEL

When my wife died a year ago, I realized how utterly dull my life has been thus far. I envy you, young man. Your life is the stuff dreams are made of. Success. Money. Women. You have it all.

KELMER

Stability has its virtues.

FRANKEL

Stability is overrated. Take it from me.

KELMER

It's never too late to kick loose, Mr. Frankel. You can still enjoy life within limits.

FRANKEL

Precisely. I agree. Except for the part about limits.

Awkward silence. Frankel keeps shifting in his seat, as if preparing for something.

FRANKEL

I must admit to a little indiscretion to you, young man.

KELMER

Call me Kelmer. Everyone does.

FRANKEL

Fine, Kelmer. Fine. I feel that we are speaking the same language. That perhaps you can understand where I'm coming from.

(CONTINUED)

KELMER

What indiscretion were you talking about, Mr. Frankel?

FRANKEL

Before we ran into each other at the supermarket, I happened to overhear something your lady friend said to you. You were in the produce section, you see, and

I was one aisle over by the bakery...

KELMER

Yes?

FRANKEL

And your lovely lady friend was telling you how she was fed up with the acting profession. Let me see. How did she put it? Selling my body for cash wouldn't be this difficult. Do you remember that, Kelmer?

KELMER

Vaguely. Don't worry about it, Mr. Frankel. I'm sure you didn't mean to overhear.

FRANKEL

But you see, I'm not sorry for having heard her sentiment. No, not at all. In fact I'm glad.

KELMER

Not the nicest thing, being glad about an actress's misfortunes.

FRANKEL

You misunderstand, my friend. I was glad, because I have figured out a way to help her.

KELMER

You know casting directors?

FRANKEL

No.

Another pregnant silence. It's as if Kelmer is trying to figure out if he understands Frankel correctly.

(CONTINUED)

FRANKEL

I understand her frustration. You see, I'm desperate, too. Because after 75 years of living in safety and security, I'm ready to "kick loose", as you put it so well. I still have some needs that need urgent satisfying.

KELMER

What kind of needs, Mr. Frankel?

FRANKEL

Please. Call me Dick.

KELMER

What kind of needs, Mr. Frankel?

Frankel stands up, as if preparing for something big.

FRANKEL

The most natural needs of all! My young friend, don't you see? In life we must go after the things we want! We can't let circumstances, or traditional morality stand in our way!

KELMER

What are you saying?

FRANKEL

(like a dam bursting open)  
I'm saying that if your friend is ready to sell her services, I'm ready to buy them! That's what I'm saying. After all, what is the use of being blessed, at my age with the ability to feel physical desire and still possess the means with which to express it  
(points to his groin)  
but be denied the outlet? Is this not the very definition of cruelty?

Kelmer drains his drinks and stands up.

FRANKEL

Fortunately, I possess the financial means to make it worthwhile for everyone concerned...

(CONTINUED)

KELMER

Let's back up a second, Mr. Frankel. Are you asking me to pimp out my actress friend to you?

FRANKEL

Pimp! What an ugly word. Facilitate is a much better one. For a price, of course.

KELMER

I have another word for you, Mr. Frankel. Prostitution. You can look it up in the New York State penal code.

FRANKEL

I don't think you understand.

KELMER

I understand it's time for you to go, Mr. Frankel.

He shepherds Frankel toward the front door.

FRANKEL

I was hoping that being a young creative type, you wouldn't be bound by traditional morality.

KELMER

Traditional morality? You mean decency? Come on, Mr. Frankel. Out you go. Here I'm thinking that you are a kind old man who has found meaning at the twilight of his life. I didn't realize the lechery--

FRANKEL

All I ask is that you think about it.

KELMER

I have thought about it and it's preposterous. It's downright comic. If the market hadn't changed, I would turn this into a television comedy. Good bye, Mr. Frankel.

He closes the door after Frankel.

(CONTINUED)

FRANKEL

(from the other side of the  
door)Let me know if you change your  
mind!

KELMER

Unbelievable.

LIVING ROOM

Kelmer sits down on the sofa again.

KELMER

Voice mail, Jane.

JANE

Yes, sir.

VOICE MAIL

Hi Jake, this is Bryce. I have some  
good news. The paperwork and the  
down payment went through fine, all  
we need now is a wire transfer for  
the first payment on the cottage. I  
know you'll love it there and will  
get plenty of writing done.  
Congratulations.

Call ends. Kelmer lies down on the sofa and puts a pillow  
over his face.

He gets up, walks around his desk and throws himself into  
his armchair without looking, as he normally does. Except it  
is a folding chair now. It topples back and spills Kelmer  
onto the floor.

INT. DIVE BAR - NIGHT

An unshaven Kelmer sits at the bar. He drains his can of  
Pabst Blue Ribbon and puts the can next to an empty shot  
glass.

He signals the bartender for another round. He and a career  
alcoholic at the end of the bar are the only patrons in the  
bar.

The flat-screen TV above the bar has a crack in it. Kelmer  
is half watching it.

TV

This concludes our segment of  
Celebrity Juice. Tune in next week  
for our "Nosedive" segment, when we

(MORE)

(CONTINUED)

TV (cont'd)  
look at the rise and hard fall of  
Sarah Michelle Gellar and Jake  
Kelmer. Peace out.

Kelmer stares into space.

The gossip show is replaced by the news.

NEWS ANCHOR  
Congressman Skip Bigelow appeared  
in court today to fight allegations  
that he had repeated associations  
with a high prized call girl.

TV NEWS - A rather unassuming-looking Congressman Bigelow  
walks up the courthouse steps, followed by at least two  
dozen cameras.

NEWS INSERT - Picture of a very attractive looking Asian  
woman in her mid 20s.

NEWS ANCHOR  
Congressman Bigelow, who is also  
the Chairman of the Ethics  
Committee claims he is the victim  
of a liberal plot aimed at  
undermining his successful efforts  
at downsizing government and  
denying health care to all  
Americans.

Kelmer drinks another shot.

He picks up his cell phone from the bar and dials.

INT. KELMER'S APARTMENT - NIGHT

Kelmer opens the door for Annette.

KELMER  
Thanks for coming.

He is overly attentive to her, takes her purse, puts it on  
the table and leads her into the living room.

He pours a drink from a shaker into a martini glass and  
hands it to her. She takes a sip and nods with approval.

ANNETTE  
This is the best Mindfuck I've ever  
head.

(CONTINUED)

KELMER

Thank you. Have a seat. You must be tired after going to all those auditions.

ANNETTE

Only two.

KELMER

Yes, not much happening out there. Here, take a pillow. The sofa sags a little.

ANNETTE

What happened to all your furniture?

KELMER

I'm upgrading, but I can't decide which way to go.

ANNETTE

Hm. What are you going to do now that your show's been canceled? Which I still don't understand, by the way--

KELMER

That's just what I wanted to talk to you about.

ANNETTE

You mentioned a part on the phone.

KELMER

Of sorts, yes.

Long pause, as Kelmer tries to decide which way to go.

ANNETTE

New show? Comedy, I take it?

KELMER

You could look at it that way.

ANNETTE

I'm all ears.

Another long pause.

ANNETTE

Ah. I know that silence. It's what you get before someone offers you a small part.

(CONTINUED)

KELMER

There are no small parts. Only small salaries.

ANNETTE

And this one?

KELMER

Pays especially well.

ANNETTE

How much?

KELMER

But you have to be open to--

ANNETTE

I'm wide open.

KELMER

That's good.

ANNETTE

Stop being such a cock tease. Out with it!

He stands up and starts walking in circles around Annette.

KELMER

It's a bad habit, this getting old. You're liable to sit around and just say whatever's on your mind. Lewd thoughts. There ought to be a law against people over 70 having sex, don't you think?

ANNETTE

Everyone's entitled to their pleasures. I don't think there should be an age limit.

KELMER

I'm glad you see it that way!

ANNETTE

But what does this have to do with me?

KELMER

I was just getting to that. You see, when one reaches that kind of age, like Mr. Frankel, one is long on resources but short on opportunity, you get my drift?

(CONTINUED)

ANNETTE  
Mr. Frankel?

KELMER  
Yes.

ANNETTE  
Well, just because he's a widower  
doesn't mean he can't start dating  
again. There's plenty of eligible  
elderly women.

KELMER  
Suppose that's not what he's after?

ANNETTE  
I still don't get why you're  
telling me all this.

KELMER  
Perhaps we can help him. Perhaps  
you can help him.

ANNETTE  
Are you saying what I think you're  
saying?

KELMER  
It's an opportunity. That's all it  
is.

ANNETTE  
How-- Do I understand this  
correctly? Mr. Frankel wants to pay  
to have sex with me?

KELMER  
Not the way I would have put it,  
but yes.

Annette takes a giant gulp of her drink.

KELMER  
Another drink?

ANNETTE  
Is this what you think of me,  
Kelmer?

KELMER  
No. Not at all. Forget I said  
anything. You're one of my closest  
acquaintances and I don't want to  
ruin that.

(CONTINUED)

Annette is silent for the first time. Kelmer takes her glass and makes her a refill.

KELMER

I simply thought that we could help each other out. Just until the market turns around and I start another TV show and you start landing serious, well-paying roles befitting your talents.

He walks to Annette and hands her the drink, but she stands up.

ANNETTE

I've heard quite enough, thank you. You must think I'm a total idiot. Getting me over here with the pretense of a part. How desperate do you think I am?

She starts to walk toward the door.

KELMER

Sure, keep going. We've all heard that story before.

Annette stops.

ANNETTE

What story?

Kelmer sits down, makes himself comfortable.

KELMER

Girl from Kentucky moves to New York--

ANNETTE

Kansas.

KELMER

Girl from Kansas moves to New York City to become the next Scarlett Johansson.

ANNETTE

Meryl Streep.

KELMER

Exactly. Why not? You're the most beautiful woman in your hometown, I bet.

ANNETTE

The most beautiful in the county. I have the trophy to prove it.

KELMER

Pity this town is full of beauty queens from all over the country.

ANNETTE

What's your point?

KELMER

All with the same expectation of going on an audition and flooring the casting director who will say, "My God, where have you been hiding all this time?"

ANNETTE

I still don't--

KELMER

You all want it to be easy. And I don't blame you. What only a few of you are willing to do is to put in the work.

ANNETTE

I have put in the work. I need luck.

KELMER

Let me tell you about luck, Annette. You're either born with it, or you buy it. You buy it the same way you buy everything else. Friends. Influence. Votes.

He gets up and starts walking around Annette.

KELMER

Do you know what it feels like to go to the W. and drop three hundred dollars on drinks without blinking?

ANNETTE

No.

KELMER

You will. It's better than sex.

(CONTINUED)

ANNETTE

If I want to go to the W., I'll have someone take me.

KELMER

Not the same thing. Money begets money. Success begets success. The circles you move in now, you'll never meet anyone who can give you a break. But when you have money, you get closer to the fire.

ANNETTE

Money isn't everything.

KELMER

Only a poor person would say that.

ANNETTE

You're unbelievable. You think you can just talk me into it.

KELMER

I don't have to.

ANNETTE

It's a sin, Kelmer.

KELMER

This is New York City. Being a failure is the only sin.

Annette walks toward the door and opens it. She turns around.

ANNETTE

Just out of curiosity. How much is he offering? For me to...keep him company?

KELMER

Keep him company. I like that.

ANNETTE

How much?

Kelmer gives her a cherubic smile.

INT. HALLWAY - KELMER'S APARTMENT BUILDING - NIGHT

Annette makes her way down the hallway and stops at the door marked "5C".

She is wearing a black cocktail dress and high heels, her hair and makeup give her a stunning star-like quality. She is about to knock on the door when she notices something.

INSERT - POST IT NOTE - Make yourself at home.

Annette pushes the door open.

INT. FRANKEL'S APARTMENT

Annette walks in. Similar layout as Kelmer's apartment. Unlike Kelmer's, however, this apartment is stuffed with old furniture and knickknacks. The apartment is carpeted instead of wooden floored.

LIVING ROOM

Furnished with a huge sofa-set and a leather armchair. Next to the armchair sits a silver bucket with a bottle of champagne chilling in it.

Glenn Miller plays on the turntable.

ANNETTE

Mr. Frankel?

Frankel appears in the doorway to his bedroom. Backlit by the falling sun, he cuts an imposing figure. He wears a black housecoat, channeling Hugh Hefner.

He smiles.

INT. KELMER'S APARTMENT - NIGHT

Kelmer paces. Checks his watch. Looks at the photo on the wall, the one which is of the girl who looks presumably like Annette.

KNOCK on the door. He runs to it and rips it open.

Annette walks in. She is wearing the black dress, but her hair is a mess, she looks like she just ran ten blocks in her high heels.

LIVING ROOM

She plops down on the sofa.

KELMER

How did it go? Are you all right?  
You want a drink? Something to eat?

ANNETTE

Drink.

KELMER

Of course.

He scurries over to the bar and starts making a drink. He reaches for the bottle of Grey Goose, then picks up the bottle of cheap vodka.

ANNETTE

Top shelf.

Kelmer picks up the bottle of Grey Goose again.

KELMER

Sharp eye. That's what I like about  
you.

He prepares the drink.

KELMER

What was it like? Did you get down  
to it right away? Did he talk? I  
bet you talked, he loves to talk.  
Was it awkward?

He hands her the drink.

ANNETTE

Shut up for a minute.

Kelmer is silent, but fidgets. Annette stirs her drink.

ANNETTE

It took a while to get him going,  
he was a little rusty, but who  
wouldn't be after twenty years?  
Mrs. Frankel wasn't the generous  
type, apparently....But once he got  
started, whew, I thought he was  
going to have a heart attack.

She reaches into her purse and pulls out a wad of cash.

(CONTINUED)

ANNETTE

Five for you, five for me.

Kelmer takes the money and looks at it, transfixed. Annette is still talking, but he's not listening.

ANNETTE

Kelmer, are you paying attention?

KELMER

Yes. What did you say?

ANNETTE

I said put me down for this Thursday. Seven pm.

KELMER

Are you sure?

ANNETTE

Yes. It's not as bad as I thought it would be.

JANE

Thursday, nineteen-hundred hours. Scheduled.

Kelmer is lost in thought.

INT. COMEDY CLUB - BATHROOM - NIGHT

The not-so-sanitary bathroom of a typical New York comedy club.

Neil Holsom is kneeling before the toilet, throwing up the last of his dinner.

He gets up on wobbly legs, flushes the toilet and rinses his face in the sink.

A young TALENT COORDINATOR sticks his head in the bathroom.

TALENT COORDINATOR

You're on in two, Neil.  
(noticing the smell)  
You all right, dude?

NEIL

Yeah. I prefer performing on an empty stomach.

(CONTINUED)

## COMEDY CLUB - STAGE

The purge didn't work. Neil is as nervous as ever. A seasoned comic, who has just finished his routine stands on stage.

## COMIC

And now let's welcome a fresh, young talent from the other side of the Holland Tunnel. Come on, don't keep your hands to yourself! Give him a warm welcome. Neil Holsom, everybody!

The crowd claps. It's your typical comedy club clientele, mostly young 9-5ers out for a chuckle. Some older people, but not many.

Neil takes the stage. He squints into the bright lights.

## NEIL

Thank you, thank you. Reserve your applause for the end, see if I really deserve it. So, yeah, I am from New Jersey...no claps on that, I don't blame you, and one of the things I love about coming to New York City are the women. I mean, you fall in love on every street corner. The other day, I saw a woman on Madison Avenue, and she had legs going all the way up to her chin.

(beat)

I guess that would explain the beard.

Neil grins, waiting for the inevitable laughter that does not come.

A YOUNG WOMAN in the front row gives Neil an angry glare. Neil whistles.

## NEIL

Tough crowd. The world is a cruel place. How do I know? The word "lisp" has an "s" in it. It's crazy. If you have a lisfp, you have to demonstrate it every time you say the word. I mean, you wouldn't ask a guy in a wheelchair to crawl across the floor just to prove he can't use his legs, would you?

(CONTINUED)

MAN IN WHEELCHAIR in the audience is not happy about this joke.

NEIL

Sorry. I meant nothing personal.  
That's New York for you. You throw  
a shtick and you hit somebody...

The only one laughing is Neil.

NEIL

Wow. Right now I wish I could just  
fly away. Al Qaeda Airlines. We  
blow the competition away.

Angry glare from a table of NYC FIREFIGHTERS.

COMEDY CLUB - GREEN ROOM

Neil sits in the corner, sobbing.  
The Talent Coordinator has his hand  
on Neil's shoulder, comforting him  
in vain.

EXT. WEATHERED OAK RETIREMENT HOME - DAY

Vice-cop Malley is driving up in his beat-up, civilian Chevy. His arrival is punctuated by a bad muffler, which rattles fumes into the air.

He drives past the "Weathered Oak Retirement Home" sign and parks in the visitor lot.

An airplane passes overhead, very low, presumably we are close to the airport.

INT. NURSING HOME - RECEPTIONIST DESK

Malley walks in. When the receptionist, a hefty black woman turns her back, he sneaks past her.

INT. NURSING HOME - RESIDENT ROOM

Malley walks in. The room is as shabby as the rest of the Home, sagging institutional furniture from the 70s and an old TV. The bed looks a notch above a prison cot. It has a crucifix above it.

Sitting on the bed is SEYMOUR MALLEY, Malley's grandfather. He is in his late 70s, a man who has burned the candle on both ends and is now paying the belated price.

(CONTINUED)

MALLEY

Hi Grampa? How are you?

SEYMOUR

That depends. Did you bring me the cigars?

MALLEY

You know you're not supposed to smoke.

SEYMOUR

Or drink. Or eat. Or do anything that someone might call living.

MALLEY

You look good. Happy Birthday.

SEYMOUR

Ha!

Malley hands him an envelope. Seymour takes it and opens it.

MALLEY

A little birthday gift.

Seymour rips the envelope and takes out two tickets.

SEYMOUR

What the hell am I supposed to do with two tickets to Cats?

MALLEY

It'll be fun. You can take one of the ladies from the Home.

SEYMOUR

They only take them off life support for thirty minutes at a time.

Malley doesn't laugh.

MALLEY

We'll go together. It'll be fun.

SEYMOUR

How's about I give it back to you and you take a nice girl out. It's all over for me.

(CONTINUED)

MALLEY

Don't say that, Granpa.

SEYMOUR

It's about high time you started banging some broads. You should be taking them to nightclubs, the races, that's what I was doing at your age.

MALLEY

I know. Grandma told me.

SEYMOUR

Two at a time, that's what I was doing. I was a legend before thirty! You take after your father. God knows what His Highness is up to these days. He hasn't visited me in years.

MALLEY

He's busy.

SEYMOUR

Ha! No one has time for me.

MALLEY

Don't talk nonsense.

(looks at his watch)

I gotta go. I'll look in on you next Tuesday, all right? Chin up.

SEYMOUR

Thanks for the tickets. I would've preferred a bottle of Macallan's, but what the hell? A little kitch never hurt anyone.

Malley kisses him on the top of his head.

MALLEY

That's the spirit.

INT. SHABBY SUPERMARKET

A far cry from the Whole Foods-type extravaganza from the first scene. The linoleum floor is scuffed up, the overhead lighting is harsh and good luck finding foods whose ingredients you can pronounce.

Kelmer and Neil are shopping. Kelmer selects foods methodically, looking for sales prices.

(CONTINUED)

He grabs a packaged meat that says "Manager's Special" on it.

KELMER

Expired less than two weeks ago.  
Perfect.

He puts it in the cart. He notices the box of Wheaties.

KELMER

Don't we have a coupon for  
Wheaties?

Neil rifles through a wad of coupons, finds the right one.

KELMER

(con't)

Attention to detail is a comic's  
first duty.

NEIL

Sorry. I guess I'm a little  
distracted.

KELMER

Don't give it a second thought. We  
all bomb in the beginning. It's all  
about how much pain you can absorb.  
It's not for the faint of heart. It  
might take you a good ten years to  
get good at standup.

Neil reacts ten years.

KELMER

In the meantime everyone is telling  
you that you're wasting your time  
and why don't you put your energy  
into a law degree, you'd be making  
two hundred K and go on a wild  
Prozac-fueled ride to the suburbs  
with a wife who's going to make  
your life really long. Something  
like that. The world is a cruel  
place. Remember the word "lisp" and  
the "s". That one always gets a  
laugh.

Neil shudders.

EXT. SUPERMARKET - DAY

It's late spring/early summer, judging from the fresh leaves on the trees and the light jackets Kelmer and Neil are wearing.

Neil is carrying two bags. He stops and hands them to Kelmer.

NEIL

I have to go to class.

Kelmer watches him go, then starts ambling down the street.

Frankel appears behind him. The old man is walking faster than Kelmer and is about to pass him when he notices Kelmer.

FRANKEL

Kelmer! It is you. I hardly recognized you.

KELMER

Same here.

Frankel is looking stylish (in contrast to Kelmer). He is wearing an immaculate dark brown trench coat which accentuates his slim figure. He wears a pork pie hat, the type favored in the 60s.

He is smoking a large cigar.

KELMER

You're looking well.  
(notices the cigar)  
A Monte Cristo, no less. Enjoying the finer things in life, eh?

FRANKEL

Yes. What are you doing, shopping in this dump?

He points to Kelmer's bags.

KELMER

What's the point of paying top dollar for mayonnaise and crackers and the like? In these rough economic times, we must be thrifty. Don't you agree, Mr. Frankel?

FRANKEL

Whole-heartedly. Can you put me down for three appointments next week instead of the usual two?

(CONTINUED)

KELMER

Certainly.

He puts the bags down for a second, takes out a small, black notebook and makes a notation.

FRANKEL

And tell her to wear the red dress with the black pumps. That's my favorite look.

KELMER

Is there anything else, Mr. Frankel?

FRANKEL

I told you. Call me Dick. All my friends do.

(steps closer)

Do you know Mr. Melink on the third floor?

KELMER

The retired judge?

FRANKEL

Yes. His wife is visiting relatives in Wisconsin. He wouldn't mind a visit of his own. One gets so lonely in our building.

KELMER

You told him about our...arrangement?

Frankel stops walking and looks Kelmer square in the eyes.

FRANKEL

My friends all know how to keep a secret.

KELMER

I'm sure they do. It's just that this is a very delicate and temporary situation, and--

FRANKEL

We live in a co-op on the Upper East Side. What happens here stays here.

He winks at Kelmer and keeps walking.

INT. COFFEE SHOP - DAY

Kelmer sits with an ACTRESS, an attractive redhead in her mid 20s. Sexy in an Irish Catholic sort of way.

Kelmer is perusing her head shot/resume combo.

KELMER

Mandy Rush. Some theater work...Mrs Warren's profession. Very nice. You're familiar with our operation?

MANDY

Yes. Annette told me.

KELMER

And it doesn't bother you?

MANDY

Not as much as waiting tables bothers me. It's too demeaning.

KELMER

I agree with you there. Well, you have a lot of customer service and client relations experience. I'm sure you'll do just fine. Do you mind if I keep this on file?

MANDY

Not at all.

KELMER

Let me tell you a bit about the client. He's in his eighties, so go easy on him. These old geezers think they'll live forever, so under no circumstances mention his age. They're touchy as hell. Part of the job is restoring their youth. Be prepared for conversation. Lots of conversation. Everything else is pretty self-explanatory.

They shake hands. Kelmer does not look her in the eye.

INT. TEMPLE - DAY

Catherine, Ben's fiancée, is studying with Rabbi Moskowitz. They have the Torah open.

RABBI  
Do you remember the blessings for  
vegetables?

CATHERINE  
Yes.

Catherine recites it.

RABBI  
Very good. And the one for fruits?

Catherine recites the blessing for the fruits.

RABBI  
Excellent. You've come a long way.  
You'll make a fine Jew. I'm sure of  
it. Have you paid your testing fee?  
(Catherine nods)  
Very good.

Reveal poster behind the Rabbi. It's done in the style of motivational posters. It shows Moses carrying the Ten Commandments down the hill. Spelled in block letters underneath the picture: OBEDIENCE

INT. KELMER'S APARTMENT - NIGHT

Kelmer enters. He takes off his wrinkled raincoat and throws it on one of the folding chairs. He pulls a bottle out of the paper bag he is carrying and cracks it open. It's a bottle of Old Crow, quite possibly the cheapest whiskey on the market.

He pours some into a glass and drinks it without ice.

KELMER  
Down the hatch.

JANE  
You sound a little sad.

KELMER  
How would you know?

JANE  
I've compared your voice modulation  
with previous recording and  
(MORE)

(CONTINUED)

JANE (cont'd)  
detected a dip in the mid-range  
frequency.

KELMER  
Clever girl.

JANE  
Thank you. Would you like me to  
play some show tunes?

KELMER  
No.

JANE  
How about a comedy album?

KELMER  
Definitely not.

He sits down on the sofa and drinks his drink.

His cell phone RINGS. He picks it up without looking to see  
who it is. He puts it on speakerphone out of laziness.

MOTHER  
Jacob? Why aren't you at the  
restaurant?

Kelmer is surprised that it's his mother.

KELMER  
Mom? How did you get this number?

MOTHER  
Never mind that. You have a date  
with Rachel Krantz. I booked the  
best table at Nadine's. The least  
you can do is show up on time.

KELMER  
What are you talking about? I don't  
know anything about it.

MOTHER  
I left a message on your machine a  
week ago.

Kelmer looks up.

JANE  
Sorry.

KELMER

I told you not to set up any more dates. How could you do this to me? Call her and apologize, Mom. Tell her I didn't get the message and I'll call her in a couple of years to set something up.

MOTHER

Oh, no. You'll get your butt in gear and go there right now. It's the least you can do. I bet you never went back to Squeaky Clean to get your old job back.

KELMER

No. And I'm not going to.

MOTHER

Are you trying to embarrass me on purpose? Throwing away a perfectly good career to go into television. I didn't raise my son to be a bohemian.

KELMER

Okay, okay. I'll go.

Mother is talking an avalanche. Kelmer starts making static noises into the phone.

KELMER

Bad connection, Mom.  
Can't.....hear...call later.

He hangs up.

KELMER

(con't)

Terrific. Now I'm going to have to change my number again.

INT. NADINE'S RESTAURANT - NIGHT

A cozy spot on the Upper East Side. Exposed brick and low mood lighting.

Kelmer is sitting across the table from RACHEL KRANTZ, who is in her late 20s. Attractive in a bookish sort of way.

The waitress interrupts the silence by putting down a glass of Chardonnay and a generous tumbler of Scotch on the rocks. Kelmer takes his drink and drains it in one gulp.

(CONTINUED)

RACHEL

I like a man who's not afraid to  
quench his thirst in public.

KELMER

Punctuality and reserve. My two  
strongest traits.

(beat)

Look, Rita, I mean Rachel, you seem  
like a very nice person. I like  
your outfit, too, it would make a  
librarian green with envy. But  
let's be real. You don't want to be  
here. I don't want to be here.  
Let's just leave and tell our  
parents that we had a great time,  
but that you don't like men who  
drink a double Scotch before the  
appetizers and I don't like women  
who are more sarcastic than I am.

RACHEL

Small talk. Your third strength.

KELMER

See what I mean?

RACHEL

Before we go, we should know a  
little something about each other.  
Get our stories straight when we're  
interrogated separately later.

KELMER

Good idea. Mother said you had a  
lot of common sense.

RACHEL

First compliment of the night.  
Maybe I should write it down.

KELMER

What do you do?

RACHEL

I'm a bookkeeper in my uncle's  
inventory business.

KELMER

Sounds exciting.

(CONTINUED)

RACHEL

About as exciting as keeping the books for Squeaky Clean.

KELMER

You've done your homework.

RACHEL

I read your profile in the New York Times Magazine a year ago. Do you want to know what our slogan is?

Kelmer perks up. He nods.

RACHEL

We're the People Who Count.

They both laugh. It's the first light moment in the conversation.

RACHEL

I love slogans. Most of them are funny without meaning to be.

KELMER

The best kind of comedy.

RACHEL

So, what do you do now that your show's been canceled?

KELMER

I'm considering several projects.

RACHEL

Nothing.

KELMER

Waiting for the market to turn around.

RACHEL

People always need comedy. How else would they get through their dreary lives?

KELMER

Spoken like a true prodigy.

The waitress approaches the table.

(CONTINUED)

WAITRESS

Ready to order? Some appetizers perhaps?

RACHEL

No. Something came up. We have to go.

She puts two twenty-dollar bills on the table, stands up and pulls Kelmer with her.

INT. COMEDY CLUB - NIGHT

The same one where Neil performed. It's a full house. Rachel and Kelmer sit at one of the tables.

KELMER

Well, this defies all expectations. For a second I thought you were taking me back to your place. And without me having to pay for dinner.

RACHEL

I don't hold hands on the first date.

KELMER

Look, I appreciate you trying to cheer me up, but I'm really not in the mood.

RACHEL

Maybe you'll surprise yourself.

KELMER

Comedy doesn't have the same effect on comics as it does on an audience.

RACHEL

We didn't come here to watch.

Just then, the MC makes his announcement.

MC

Ladies and gentlemen, there's a last minute change in the lineup.

Booing from the audience.

(CONTINUED)

MC

Believe me, we have a good reason.  
We have a special guest with us  
tonight, none other than the  
brilliant standup comic who wrote  
and produced the hit show  
"Whitewashed".

The spotlight goes on Kelmer.

MC

He volunteered to tell us a few  
jokes.

KELMER

The hell I did.

He stands up. The crowd goes wild and claps in unison.  
Kelmer takes the microphone.

KELMER

I'm flattered, but I'm here  
strictly as a guest.

Booing.

MC

I don't think you can get out of  
this one, friend.

Kelmer gets on stage. He squints into the lights. Clearly at  
a loss as to what to do.

KELMER

Wow. Had I known, I would've stayed  
sober. And prepared some material.

He looks the crowd over. Tries to get his bearings.

KELMER

(con't)

I'm a little rusty, forgive me. I  
haven't slumped in these clubs for  
quite a while now.

(looks around)

Check out the decor. If Elton John  
and the Devil were roommates, this  
is how they would decorate their  
digs.

Polite laughter.

(CONTINUED)

KELMER

(con't)

To reiterate. Have patience. Let me illustrate by way of a joke. One day a man is sitting at home on his sofa and there's a knock at the door. He's not expecting anyone, so he's like, what the fuck? He opens the door and sees this snail sitting there. He picks up the snail and throws it as far as he can. Three years later, there's another knock on the door. He goes to open it and there's the snail sitting there again. And the snail says: What the fuck is your problem?

Bigger laughter than before, but still reserved.

KELMER

(con't)

I tell this joke to impress upon you, gentle people, the importance of patience. If you're patient, you still won't get what you want, but you will become really good at waiting for it.

(beat)

Guess what? The rich don't have to wait for shit. They can afford to be impatient. Do you know what the best part is about being rich? Not having to take the subway. I mean is there anything more vile, disgusting and revolting than riding the subway in the summer time? It's like being at a concert without the music, drugs or the fun.

(begins to sway the crowd)

It's seven o'clock in the morning and you manage to squeeze into a car at the last minute, you lose half of you bagel, when the door closes on it, but it's okay, you still have the other half, the one with most of the cream cheese and you only spill a little of your coffee on investment banker who is too cheap to take a cab.

(CONTINUED)

More laughter. The crowd is clearly with him now. Whereas before their attention was splintered, all eyes are now on Kelmer. He knows it, too, and relaxed into his rant.

KELMER

(con't)

It's all good. You're a real New Yorker and you know how to cope. You can walk, listen to you iPod, post a picture of Facebook, eat a slice of pizza and and ignore the homeless guy asking you for change, ALL AT THE SAME TIME.

Kelmer lets the laughter roll over the room. His pacing is perfect now, he leads the crowd where it thinks it wants to go.

KELMER

(con't)

(Then the preacher gets on. You know the one. You've seen him. He's selling Jesus on the subway at seven in the morning. His voice is high pitched and monotonous, like a robot with its dick caught in an electrical storm. You only hear snippets

(imitates a ethereal, beyond-the-grave voice)

He will save you, all those who come to him, he who believes in him shall have everlasting life....

(normal voice)

And suddenly, it dawns on you. There is no God. There cannot be a God, because if there were, He would strike this fucker down on the spot with an extra large thunder bolt.

Nearly unanimous laughter.

ON RACHEL She is drawn to his animal magnetism.

KELMER

(to a middle-aged woman)

Where are you from? New Jersey. You couldn't hide it if you wanted to. It's those vacant Prozac eyes.

(beat)

You people in the burbs don't have to put up with subways. But you

(MORE)

(CONTINUED)

KELMER (cont'd)  
 know what you have to look forward to every time you get behind the wheel? That's right. Bumper stickers. It's not enough that the tool in front of you is going 35 miles an hour and making you late for work, no, they want you to know things about them. Things you could care less about. Example - Marine sister. If I ever meet your brother, I'll shake his hand. Until then, get out of my way. Or my favorite. My son is an Honors student at Plankville Elementary School. What the hell? The little bugger is in elementary school. He's supposed to be an Honors Student. It's only in Middle School that he will start smoking crack in the school bathroom, get his Math teacher pregnant and shoot up the school with the AK-47 assault rifle that is registered in your name.

Laughter thunders over the room. Rachel smiles like a proud mother.

INT. RESTAURANT - NIGHT

A small step above TGI Friday's. The thin yellow light reflects off the faux wooden panels. A portion of the restaurant is set up for speed dating. This means twenty or so small tables, where prospective daters face each other for three minutes. They ask the other person questions, and mark on a sheet if they want to hear from them again. Malley is one of the speed daters.

MONTAGE

GIRL  
 What do you value most in a relationship?

MALLEY  
 Honesty.

CU - Scorecard. A female hand gives a check mark.

2ND GIRL  
 Which do you value more, excitement, or stability?

(CONTINUED)

MALLEY  
Stability.

Big smile from 2nd Girl.

CU - Question: Would you like to see this candidate again?  
Female hand checks the "No" box.

MALLEY  
Describe your perfect date.

3RD GIRL  
Bon Jovi concert followed by skinny  
dipping on Jones Beach.

CU - Would you like to see this candidate again? Malley  
checks the "Yes" box. Then underlines it.

4TH GIRL  
What is your profession?

MALLEY  
Police detective.

CU - 4th Girl double-checks the "No" box.

MALLEY  
How many children would you like to  
have?

Shocked reaction shot from 23-year old 5th GIRL.

MALLEY  
Where do you see yourself in five  
years?

6th GIRL is fiddling with her nails.

6TH GIRL  
Owning my own nail salon.

MALLEY  
In ten years, I see myself as head  
of the Vice Division and bringing  
down vice crimes by at least 25  
percent in my precinct.

Quick cuts of a few female hands checking the "No" box.

RESTAURANT - LATER Close to closing time.

The busboy is sweeping up, most of the tables are empty.  
Malley sits at one and sips a ginger ale.

(CONTINUED)

The speed dating COORDINATOR, a woman in her 40s approaches him. She sits down across from him.

COORDINATOR  
Are you sure you don't want  
anything stronger?

MALLEY  
Yes.

She hands him a coupon.

COORDINATOR  
The next one's on us.

MALLEY  
That's okay.

COORDINATOR  
I insist. It's corporate policy. If  
you don't find a date after ten  
events, the next one is on us. Good  
luck.

MALLEY  
Thanks.

But he doesn't take the coupon.

EXT. COMEDY CLUB - NIGHT

Doors open. Laughter spills onto the sidewalk. Kelmer and Rachel walk out, arm in arm.

RACHEL  
You were good. Great, even.

KELMER  
Thank you.

RACHEL  
You love being in the spot light.  
The attention.

KELMER  
The reward is doing it, it doesn't  
matter how it's received.

Rachel puts a finger to her nose and extends it, imitating Pinocchio's nose growing.

(CONTINUED)

KELMER

You're right. That's my greatest gift and also my downfall. I need an audience. I suppose that's why I'll always be just a comic.

RACHEL

As opposed to what?

Kelmer strikes a serious artist pose.

KELMER

An artiste.

She laughs.

KELMER

Thanks for bringing me out. I forgot all about my problems for ten minutes.

RACHEL

I'm glad. I'll catch a cab from here.

KELMER

That won't be necessary.

A black stretch limo pulls up to the curb. The driver gets out and opens the back door for Rachel.

He kisses her on the cheek. She is halfway in the limo.

KELMER

Thanks for a lovely evening.  
(to the driver)  
You have the address?

The driver nods. Kelmer is about to step away from the curb to let her close the door, but she pulls him inside the limo.

The driver smiles, closes the door and gets behind the wheel. The limo pulls away.

INT. MALLEY'S APARTMENT - NIGHT

The front door opens and Malley steps in, alone. The apartment is classic low-rent Brooklyn. The furniture and decor speaks of someone who doesn't have much money, or doesn't care. Or both.

Malley takes off his shirt and goes into the bedroom.

(CONTINUED)

## BEDROOM

Malley throws himself on the bed.

## INT. KELMER'S APARTMENT - BEDROOM

The last untouched frontier in Kelmer's apartment. It has a huge bed with shiny black bedspread.

Rachel and Kelmer fall onto it, tearing each other's clothes off.

RACHEL

Do you mind if we just hold each other?

KELMER

Yes, I do. Rachel laughs.

RACHEL

I'm messing with you.

KELMER

It's not a joke if you're the only one laughing.

RACHEL

I'll try to remember that.

With one expert move, Kelmer pulls off her panties.

## EXT. KELMER'S CONDO BUILDING - DAY

Kelmer rides up to the building on a pink Vespa that has seen better days. It belches smoke up and down 1st Avenue. He pulls up to a signpost and begins the arduous task of locking up the moped.

He looks the very picture of the defeated writer, complete with the five o'clock shadow and the overlong hair.

He uses one lock to link the front wheel to the frame, another lock for the frame to be coupled to the post and a third one for good measure. Then he clicks a remote control and the alarm chirps, the way it would on a car.

Just when he's done, the DOORMAN appears.

DOORMAN

I'm sorry, Mr. Kelmer, you can't lock your moped here. You have to park it behind the building. There's a bike shed next to the trash room.

(CONTINUED)

KELMER

Of course there is.

He begins unlocking the bike again.

A loud ENGINE RUMBLE is heard from around the corner. A cherry-red 1960s MG sports car whips around the corner. It is driven badly, almost sideswipes a parked car and barely misses Kelmer.

It comes to rest halfway up on the sidewalk to the astonishment of both Kelmer and the Doorman.

Frankel gets out of the driver's seat in all his glory. He is wearing a tan summer suit, over it a trench coat and a fedora, looking like an English gentleman out for a drive in the country.

He peels off his driving gloves. Annette gets out from the passenger side. She is straight out of an Italian movie from the 1960s, complete with headscarf, sunglasses and a patterned, sleeveless dress.

Frankel tosses the doorman his keys. The doorman gets in the car and pulls it away.

FRANKEL

Kelmer. What happened to the Caddy?

KELMER

A friend of mine borrowed it for a few months. I got a great deal on this Vespa. It's great for getting around the city, plus you only have to fill it up once every two months.

Annette kisses Kelmer on the cheeks.

KELMER

(to Frankel)

Is this really a good idea? What happened to keeping a low profile?

Frankel makes a dismissive gesture. Annette is busy checking her make-up in a mirror.

FRANKEL

Remember, what's good for me, is good for you. We only live once, Kelmer. You told me that.

(CONTINUED)

KELMER

I didn't mean all at once.

Frankel pulls out a small piece of paper from his pocket.

FRANKEL

You've become such a worry wart.  
Listen, I made a list of a few  
people who could use your services.  
I don't even want a kickback fee, I  
just want to help them out.

KELMER

I don't know, Dick. We have a good  
thing going here. I don't want to  
take it farther than that.

FRANKEL

What are you going to do? Ride  
around on this Vespa into the  
winter time? Come on, Kelmer,  
you're better than this.

Kelmer takes the paper. He unfolds it once and keeps  
unfolding it until it becomes a very big piece of paper.

KELMER

There must be 30 people on this  
list.

FRANKEL

These are just the guys from the  
poker club, the book club and the  
retired litigators association.

KELMER

I don't have the womanpower.

Frankel looks at Annette. She snaps her mirror shut. While  
Kelmer is vacillating, Rachel shows up. She is carrying a  
yoga mat. Kelmer is surprised to see her.

KELMER

Rachel. I thought you were coming  
over at five.

RACHEL

Class let out early. The instructor  
pulled a hamstring.

Rachel looks Frankel and Annette over, neither of whom she  
knows.

(CONTINUED)

KELMER

I'm sorry. I'm being rude. Rachel,  
this is Mr. Frankel, my neighbor  
and this is Annette.

Rachel studies Annette.

FRANKEL

My niece.

ANNETTE

Grand niece.

FRANKEL

You cruel child.

Annette laughs.

Rachel notices the piece of paper in Kelmer's hand.

RACHEL

What's that?

FRANKEL

Kelmer is helping me with my  
autobiography.

Rachel looks at the list in Kelmer's hand.

RACHEL

It's a list of names.

FRANKEL

All the important people I knew in  
my life.

RACHEL

Willy Thompson? Senator Willy  
Thompson?

FRANKEL

We've crossed paths once or twice.

Rachel whistles.

FRANKEL

When you've lived as long as I  
have, you're bound to rub elbows  
with a few big shots.

INT. AUDITION ROOM - CASTING OFFICE - DAY

Large audition room. Long, skinny table for the people running the audition, a video camera on a tripod.

Neil stands by the video camera, Kelmer sits behind the table. He scrutinizes a clipboard.

KELMER

Okay, bring in the first patient.

NEIL

How many do you expect?

KELMER

We have two people signed up so far.

Neil grabs the clipboard and walks out of the room.

INT. CASTING OFFICE

The casting office lobby/hallways consists of one large open area. The five or so casting offices open from this area. There is a bench in front of each room, meant for talent waiting for their turn.

All the benches have one or two people sitting on it. But Kelmer's room has about thirty women waiting in front of it. Neil can't believe his eyes.

Actresses of varying stripes, but they have these things in common: they are hot and they are young. Since the bench cannot fit all of them, some of them sit on folding chairs and others have no choice but to stand.

Neil looks down on his clipboard.

NEIL

Carmen Hays.

A leggy brunette stands up and flips her hair back. She follows Neil into the audition room.

A lone WOMAN sits on a bench in front of another room. The board is marked "Viagra commercial". A sour looking CASTING DIRECTOR opens the door.

The WOMAN looks at her, then joins the other actresses in front of Neil's room.

REVEAL the sign on the door - "Safe Sex Educational Video".

MONTAGE - set to Queen's and David Bowie's "Under Pressure".

(CONTINUED)

Newspaper headline: "Record number of teachers laid off". Dissolves into a long line of actresses sitting in front of the audition room.

Headline: "Stock market takes another Beating", dissolves into Frankel throwing dice in a casino.

Headline: "Unemployment claims up for the fourth month in a row".

Quick cuts of different Working Girls showering. Annette, Mandy, a couple of others.

Kelmer drives his Vespa into a car dealership. Cut to him driving out in a brand-new Cadillac Escalade. He sticks a cigar into the automatic cigar cutter which cuts it perfectly.

Malley on a stakeout. Drinks coffee and watches low-rent prostitutes prowl the streets.

In another part of town, Seymour reaches under his mattress and pulls out a ragged copy of Playboy. He starts to leaf through it. All the lights turn off. It's lights out time at the Home.

Frankel's door opens, Annette walks out. Flash cut, Annette walks in wearing another outfit.

Kelmer is shopping at a high-end furniture store.

Last shot of montage. Mandy knocks on Mr. Melink's door. Mr. Melink opens the door. He wears a muted bow tie. He ushers her in.

INT. CATHOLIC CHURCH - DAY

Prototypical church, if a little smaller than usual. Lots of stone and shadows.

Only five or so people sit in the pews. Malley is one of them. Mandy is another. The other customers are an old woman and a die-hard alcoholic/bum who keeps coming in and out of consciousness.

Mandy looks forlorn, or depressed. Malley looks cautiously optimistic.

The PRIEST is quite young, in his late 20s, early 30s. His Bible is on an iPad. He is wrapping up the sermon.

(CONTINUED)

PRIEST

So, where do we go from here? I wish I had some concrete answers, but I don't. My advice to you. Do the best you can. I know it's not easy.

The drunk wakes up.

DRUNK

Put it on my tab!

He passes out again. The sinners start filing out.

EXT. CATHOLIC CHURCH - DAY

The heavy door is pushed open and Mandy comes out. She stops to squelch the flow of tears. Malley appears behind her and hands her a handkerchief.

MANDY

Thank you.

She walks off. He runs after her and stops her.

MALLEY

Hold on! Wait! This is the second time I've seen you crying after Mass. You have to let me buy you a cup of coffee.

INT. COFFEE SHOP - DAY

Trendy Brooklyn coffee shop complete with hard wood floor and comfortable sofas. Malley and Mandy sit across from each other.

A waitress with at least 20 piercings brings their coffee. She puts a cup in front of Mandy and smiles at her.

WAITRESS

Venti decaf caramel chai with honey, lemon and pure cane sugar.

With a scoff, she lays a cup before Malley.

WAITRESS

Americano.

She walks off.

(CONTINUED)

MALLEY

It's refreshing to see young women attending Mass. Morals are not what they used to be.

Mandy starts to cry again.

MANDY

I don't belong there.

MALLEY

What do you mean?

MANDY

I've sinned.

MALLEY

We've all sinned.

Mandy cannot stop crying.

MANDY

I'm sorry.

MALLEY

You should never apologize for your feelings. Let it out. What's bothering you?

She shakes her head.

MALLEY

What could you have done that's so bad? You lied?

(Mandy shakes here head)

You stole?

(another shake)

You cheated on your boyfriend?

MANDY

I don't have a boyfriend.

MALLEY

That's good. I mean good for you for not cheating.

Mandy puts her purse on the table and walks back to the counter.

COUNTER

She pulls napkins from the holder. The waitress gives her a sympathetic look, glares at Malley,

(MORE)

(CONTINUED)

COUNTER (cont'd)  
thinking he's the source of Mandy's  
woes.

WAITRESS  
Men.

TABLE  
At the table, Malley can't help but  
peek inside Mandy's purse. It's  
slightly open.

CU - Purse - a roll of bills and a roll of condoms. Malley  
looks from the condoms to Mandy.

He straightens up as Mandy returns to the table. She sits  
down.

MANDY  
Listen, you seem like a really nice  
guy, but this has nothing to do  
with you.

She looks at her watch.

MANDY  
And I'm running late.

MALLEY  
We just got here.

She gathers her purse and runs out of the coffee shop.  
Standing up, Malley watches her run across the street. She  
nearly gets run over by a car.

He sits down. Stares at the lipstick stain on the rim of  
Mandy's cup. He takes a sip from it. Shudders.

The waitress glares at him again, bangs the espresso holder  
against the counter to get the used beans out.

Malley jumps up and runs out after Mandy.

EXT. FOREST HILLS - UPSCALE RESIDENTIAL HOUSE

Black Town Car pulls up in front of the house. Mandy gets  
out. She is wearing the same outfit as from the previous  
scene, but is now composed. She takes off her light jacket,  
revealing a plunging neckline and bare shoulders.

She walks to the door and rings the bell.

(CONTINUED)

Malley pulls up to the curb on the opposite side of the street. He watches as the house door opens and Mandy walks in.

He types the address into this a device that looks like an oversized GPS. Looks police-issue.

INSERT - Computer screen - The address "69 Blakewood Avenue, Forrest Hills, Queens" blinks a few times, then a name appears next to it.

Malley stares in disbelief. INSERT - Name - John Burton, Borough President, Queens County.

EXT. BROADWAY - NIGHT

A black stretch limousine pulls up in front of a theater marquee. The title on the marquee is not visible.

Kelmer and Rachel get out of the limo. They are both dressed for the theater, Kelmer in a suit and tie, Rachel in a lovely black dress complete with tiny handbag and a scarf that billows in the wind.

Kelmer looks up at the marquee and does a double take.

MARQUEE - Christopher Marlowe's Doctor Faustus

KELMER

I thought we're seeing Hamlet.

RACHEL

I changed my mind at the last second. Izzie said it was awesome in an intense sort of way.

(seeing Kelmer's uncomfortable expression)

I wanted it to be a surprise.

KELMER

Oh, I'm surprised.

They walk in.

INT. THEATER

Rachel and Kelmer occupy one of the best private boxes. The seats are fit for royalty and a bottle of champagne chills in a bucket between them.

(CONTINUED)

The scene is from Act I, Scene III, in which Faustus strikes a deal with Lucifer's servant, Mephistopheles. The actor playing Faustus is close to Kelmer's age. Mephistopheles, on the other hand, is in his late 60s, early 70s with a gnarled body and a goatee.

Kelmer keeps sinking into his seat.

FAUSTUS

(on stage)

Go bear these tidings to great  
Lucifer. Seeing Faustus hath  
incurred eternal death by desperate  
thoughts against Jove's Deity,

Rachel turns to Kelmer.

RACHEL

Doesn't Mephistopheles look kind of  
like your neighbor?

KELMER

I guess. He looks a little like  
Mrs. Moyer.

RACHEL

I meant Mr. Frankel, silly.

KELMER

Really? I don't think so.

Kelmer loosens his tie. He wipes sweat off his brow.

FAUSTUS

Say he surrenders up to him his  
soul, So he will spare him four and  
twenty years letting him live in  
all voluptuousness, having thee  
ever to attend on me, to give me  
whatsoever I shall ask, to give me  
whatsoever I demand, to slay mine  
enemies, and aid my friends, and  
always be obedient to my will. Go,  
and return to mighty Lucifer.

It's too much for Kelmer. He jumps up and stumbles out of the box.

INT. THEATER LOBBY

Kelmer is in the midst of a full-blown panic attack. He sits down on the bench, tries to control his breathing. He is hyperventilating, stands up, then sits down to keep from falling over.

Rachel appears.

RACHEL  
What's the matter?

KELMER  
Nothing. I just needed to get a little air.

Concerned, Rachel kneels down next to him, feels his forehead.

RACHEL  
You're burning up, honey.

KELMER  
I'll be all right. Just give me a minute. Go back and enjoy the show.

RACHEL  
No way. I'm calling a cab. We're going home.

INT. KELMER'S APARTMENT - BEDROOM

Kelmer is in bed, wearing his silk pajamas. Rachel walks in from the bathroom. She is also dressed for bed. She rubs lotion on her hands and takes the thermometer out of Kelmer's mouth. She checks it.

KELMER  
I told you, I don't have a fever.

RACHEL  
Don't talk. You need to rest.

KELMER  
Never trust those hot dog vendors. You never know what's brewing in those carts.  
(watches Rachel take off her earrings)  
I'm sorry I ruined the play.

(CONTINUED)

RACHEL  
You didn't ruin anything. We'll see  
it another time. The acting was  
really good, don't you think?

KELMER  
Yeah.

RACHEL  
But?

KELMER  
But what?

RACHEL  
Usually when you agree like that,  
it means you have something else to  
say.

KELMER  
No. I mean maybe. It's just that  
they make this big deal about black  
and white notions of salvation,  
like you're either with God or  
you're with the Devil.

Rachel gives him a puzzled look.

KELMER  
I mean things aren't that simple.  
Sometimes you have to do the wrong  
thing for the right reasons.

RACHEL  
How can you say that? There are  
things that are right and there are  
things that are wrong. It's that  
simple.

KELMER  
No, it isn't.

RACHEL  
Yes, it is. It's called morality.

KELMER  
Morality. It's easy to be moral  
when you don't want to accomplish  
anything in your life.

RACHEL  
What's that supposed to mean?

KELMER

All I'm saying is that it's easy to judge someone who is trying to be different, trying to be more, like Faustus.

RACHEL

You don't have to sell your soul for success.

KELMER

Obviously you never met my agent.

RACHEL

What's gotten into you?

KELMER

I don't know. I probably have a fever. I don't know what I'm saying.

INT. MANDY'S APARTMENT - NIGHT

Typical shabby actor's pad in Brooklyn, not much different from Malley's.

Wearing a red bathrobe, Mandy sits on the living room couch. She has a drink by her elbow. She is counting cash. She puts what looks like a healthy wad on the table and makes a notation in a ledger book.

KNOCK at the door. She looks at her watch, gathers up the money and puts it away in a drawer.

FRONT DOOR

MANDY

Who is it?

MALLEY

(o.s. through the door)

Police. Open up.

Mandy is clearly frightened by this. She tightens the robe around her waist, puts the door chain latch on and opens it. She peers through it.

She finds herself face to face with Malley's badge. She opens the door.

MALLEY

We have to talk, Mandy. If that's your real name.

(CONTINUED)

MANDY

Of course it's my real name. Who ...oh, my God, you're that creep from the church. Are you stalking me?

MALLEY

I'm not stalking you. I've tailed you to your clients.

He pushes his way in. Mandy follows him.

MANDY

What clients?

MALLEY

You know what I mean. I'm a vice cop. I know what you do.

MANDY

I'm an actress.

MALLEY

And a good one, too, I bet.

He sits down on the sofa and puts up his feet.

MANDY

(sarcastic)

Would you like me to get you a beer?

MALLEY

I don't drink. Who do you work for?

MANDY?

I don't work for anyone.

MALLEY

The Russians? The Italians? Are you freelance? No, a girl like you is not tough enough to freelance.

MANDY

I have no idea what you're talking about.

Malley leans forward, indicates for her to sit.

MALLEY

Here's what. This isn't your first offense. If I wanted to, I could connect this to Toledo.

(CONTINUED)

MANDY

That was five years ago. And plea bargained down and erased from the records.

MALLEY

You gotta love the digital age. Everything leaves a trace. Anyways, don't worry, I'm not after you. Eventually you will have to answer to a Higher Authority, but for now, I need to know everything you know.

Mandy puts her head in her hands.

MANDY

I know what's going through you head. No one wants to be a snitch.

MANDY

(cont'd)

But, understand this. It's not worth protecting a soulless monster who exploits people for money.

INT. KELMER'S APARTMENT - LIVING ROOM - NIGHT

Kelmer stares out the window. Rachel walks in from the bathroom. She wears a fetching negligee. She tries to get Kelmer to notice her but to no avail. She takes one of the straps of her negligee and strategically lowers it over her shoulder.

RACHEL

Have you re-entered the atmosphere?

KELMER

Atmosphere?

RACHEL

Are you back?

KELMER

Yes. I'm sorry. I know I've been distant.

RACHEL

Distant? Try absent.

KELMER

It's just stress at work.

(CONTINUED)

RACHEL  
(incredulous)  
Work?

KELMER  
The writing is not going well.

Rachel throws a puzzled glance at the typewriter, which is covered up and looks like it's been covered up for quite some time.

INT. KELMER'S APARTMENT - BATHROOM

Pissed off, Rachel grabs her toothbrush. Squeezes toothpaste onto it and starts to aggressively brush her teeth.

Rinses her mouth and picks up the cap for the toothpaste. And drops it. She curses and bends down to retrieve it.

CU - The cap has rolled behind the toilet. It took up residence next to a pair of lace panties.

Rachel stares in disbelief. She pulls out the cap and the underwear. She stares at the panties for a long, long time.

INT. KELMER'S APARTMENT - BEDROOM

Rachel walks in from the bathroom and climbs in next to Kelmer. He is under the covers and staring at the ceiling.

She looks at him, as if deciding if she should say something, then turns rolls over to face the other side.

If Kelmer notices this, he gives no sign.

EXT. PARK AVENUE - DAY

Kelmer is walking down Park Avenue. He seems distracted, not looking where he's going. He comes up on his apartment building.

Collides with Frankel, who is coming from the opposite direction.

FRANKEL  
For the love of God.

KELMER  
Sorry, Mr. Frankel. I didn't see you.

(CONTINUED)

FRANKEL

That's quite all right. Lost in a  
writer's daze, eh?

Frankel doesn't look too good.

KELMER

Are you all right, Mr. Frankel?

FRANKEL

It's just this heat.

KELMER

You look a little pale. Maybe you  
should call a doctor.

FRANKEL

I just came from my doctor. Fit as  
a fiddle in all departments, he-he.

The walk into their building.

ACROSS THE STREET

Parked across the street is Malley. He is watching Frankel  
and Kelmer through a camera with a telephoto lens. He snaps  
pictures of Kelmer and Frankel.

He is sweating bullets. He cranks the AC to high. The AC  
moans, sputters and DIES.

INT. KELMER'S BUILDING - LOBBY - DAY

Kelmer and Frankel bump into the MELINKS. The couple is in  
its 80s. Mrs. Melink is wearing a fur coat. Her face has  
more lines than a map. She is leading a POODLE on a leash.

MRS. MELINK

Jacob, how are you?

KELMER

Fine, and you, Mrs. Melink?

MRS. MELINK

Never better. Listen, I have to  
thank you for looking in on Harold  
while I was in Wisconsin.

KELMER

It was nothing.

(CONTINUED)

MRS. MELINK

No, no, I'm willing to admit when I'm wrong. I was one of the people who voted against you when you wanted to join the co-op. On account of the fact that you're a writer. Which is almost as bad as being a musician. But I was proven wrong. It's great having caring young people like you in the building. When I came back, Harold was positively glowing.

Harold looks embarrassed.

KELMER

I'm happy to hear that.

MRS. MELINK

Drop in on us sometime for tea. I have to go visit Gelda. Here, Harold, take Missy up.

She hands the leash to Mr. Melink.

INT. ELEVATOR

Frankel, Kelmer and Melink are riding up. The elevator stops on the third floor. Frankel gets off. The door closes and the elevator lurches off.

MR. MELINK

Thanks for everything. I feel like I'm 60 years old again.

KELMER

Glad to hear it.

The elevator stops on the fifth floor.

MR. MELINK

I must have another session.

INT. MALLEY'S APARTMENT - NIGHT

The shabby living room has been converted into the clichéd wall montage seen in movies about serial killers, where the killer prefers hanging pictures and articles on the wall instead of pasting them in a notebook.

(CONTINUED)

But instead of a serial killer, we have a zealous cop. Malley has mapped Kelmer's network. On the wall are photos of 15 or so of Kelmer's girls. The photos are all telephoto shots taken by Malley. They have the look of paparazzi shots.

Arrows connect the girls' pictures to their "clients". One girl is connected to the Chief of Detectives, another to the Bronx Borough President, yet another to the CEO of the Cerebral Palsy Association of New York State.

Malley is holding a photo in his hand. He pastes it up. It's a photo of Rachel.

INT. KELMER'S APARTMENT - DAY

Kelmer stands by his window, looking through a pair of BINOCULARS.

He turns around. Reveal Frankel standing behind him. He is dressed in a tan summer suit. Kelmer hands him the binoculars. Frankel snatches it from him and looks through it.

THROUGH THE BINOCULARS - Malley's car is parked on the opposite side of the street, in front of an elementary school. School children are filing in and out of it at regular intervals.

Malley is sweating buckets, keeps peering at the entrance of Kelmer's building.

Frankel hands the binoculars to Kelmer.

FRANKEL

This is what I'm missing the fourth race for? I have four grand riding on it.

KELMER

I'm telling you he's a cop.

Frankel waves his hand.

FRANKEL

Maybe he's just a pedophile. Taking pictures of the children.

KELMER

He's a cop, I'm telling you.

Frankel thinks, then pulls out his cell phone.

(CONTINUED)

FRANKEL

We'll find out in a second.

KELMER

What are you doing?

Frankel winks.

EXT. 1ST AVENUE - DAY

Malley sits in his car. All is quiet and peaceful. He closes his eyes for a second.

POLICE SIRENS cut through the silence. Five squad cars turn onto Park Avenue and barrel toward Malley, sending pigeons flying to safety.

The police cars box Malley's in. Uniformed cops jump out. One of them pulls a protesting Malley out of his car.

The oldest Uniform is in his late 50s, a barrel-shaped sergeant with white hair. He sticks his face close to Malley's.

MALLEY

What the hell is going on?

SERGEANT

You like watching children, do you?

MALLEY

What? No! You got it all wrong. I'm  
a--

But before he can finish his sentence, the sergeant punches him in the gut.

SERGEANT

You're a pervert, that's what you  
are!

Malley is doubled over in pain. He can't speak.

ACROSS THE STREET

Frankel gets in his MG. Annette is at the wheel. Frankel is grinning ear to ear.

INT. KELMER'S APARTMENT - DAY

Kelmer watches this scene with a horrified expression on his face.

INT. POLICE PRECINCT - LIEUTENANT'S OFFICE - DAY

Malley sits in the lieutenant's office. He is holding his stomach.

LIEUTENANT

You're within your rights to press charges against Sergeant James.

MALLEY

That's all right. It'll all be worth it once I catch him.

The Lieutenant leans back, takes a sip of his Vitamin Water.

LIEUTENANT

Right. Jake Kelmer, the television writer who wrote "Whitewashed", which is a great show by the way, is running a brothel out of his Park Avenue condo. Do I have that right?

Malley nods his head.

LIEUTENANT

And the reason? Maybe he likes living dangerously. Or maybe it's just a hobby to help pass the time and meet interesting people.

MALLEY

I don't know why he's doing it, but I intend to find out. I'm telling you, Lieutenant, there are women coming in and out of that building all night. I've tailed some to rich and influential people. Some of them cops--

The Lieutenant holds up his hand.

LIEUTENANT

And you know this how?

MALLEY

I have an informant.

(CONTINUED)

LIEUTENANT

Right. The actress. They are all actresses, probably. People in show business are up to their eyebrows in pussy, everyone knows that.

MALLEY

They are not for him. He's running a prostitution ring.

LIEUTENANT

I'm gonna make this as simple as I can for you, Malley. You're a vice cop. Your job is to find criminals, not go after respectable citizens living on the Upper East Side. Is that understood?

MALLEY

But--

LIEUTENANT

From now on, you will lay off Jake Kelmer. Under no circumstances are you to talk to him, tail him or to investigate him in any way. Tell me you understand.

MALLEY

I understand.

EXT. KELMER'S BUILDING - DAY

Kelmer is walking toward his building. He is carrying a squash racket.

Malley gets out of his parked, which is now parked on the same side as the building, and approaches him with quick steps.

MALLEY

I know who you are and I know what you're up to.

Kelmer watches him with an expression that looks like boredom, but is in reality resignation.

MALLEY

And I'm here to tell you that I will arrest you. And I will bring you to justice.

(CONTINUED)

KELMER

I don't believe we've met.

Malley walks away and gets into his car. Kelmer watches as Malley slams the door. Malley turns the engine over. It sputters, but doesn't catch.

Malley tries again. Kelmer takes a few steps closer. Malley tries a few more times, then bangs his hands on the steering wheel out of frustration.

INT. KELMER'S ESCALADE - DAY

Kelmer is driving, Malley sits in the passenger seat. They sit in cold silence for a while.

KELMER

Is the AC all right? There's a knob by your hand that adjusts your personal climate system. You also have cooling ducts under your seat.

MALLEY

I'm fine.

EXT. QUEENS BOULEVARD - DAY Somewhere around Astoria.

INT. KELMER'S ESCALADE MALLEY

MALLEY

This is the turn.

Kelmer turns onto a side street. We drive past the "Weathered Oak" sign. Kelmer drives up the circular driveway and stop in front of the front door.

EXT. WEATHERED OAK RETIREMENT HOME

Malley gets out.

MALLEY

This changes nothing.

KELMER

Of course not.

Malley slams the door and walks into the Home. Kelmer pulls his car into the visitor's lot.

INT. WEATHERED OAK RETIREMENT HOME - LOBBY

Kelmer walks up to the nurse's station. An attractive YOUNG NURSE sits behind the desk, looking over a chart.

KELMER

Hello, Miss. I wonder if you can help me. Has my cousin arrived already? I'm Evan Malley.

NURSE

You're Chris Malley's cousin?

KELMER

Yes. Is he here?

NURSE

Yes.

KELMER

Figures. He's always on time and I never am.

NURSE

He's very punctual. And serious.

KELMER

Yes, he is. Believe it or not, he used to be a carefree party animal when we were younger. Being a cop changed him completely.

(leaning closer)

Which room is our grandfather in?

NURSE

I need to see some I.D. I have to verify that you're family mem--

KELMER

You look familiar. This is just your day job isn't it? You're an actress.

NURSE

(flattered)

No.

KELMER

You look just like the actress who played the nurse in "The Cherry Orchard" last season.

(CONTINUED)

NURSE

Really?

KELMER

I'm a playwright, slash TV writer.  
Here's my card. Let me know if you  
want to audition for me one of  
these days.

NURSE

He's in room forty-five.

He blows her a kiss and walks off.

INT. NURSING HOME - HALLWAY - DAY

Kelmer is creeping down the hallway. He keeps checking the numbers until he reaches 45.

Voices are filtering out from it. Kelmer checks the room next door, Number 46. The door is halfway open. He pushes it open.

INT. NURSING HOME - ROOM 46

It is an empty room, save for a bed, a nightstand and a chair. Kelmer takes the chair and moves it to the door which connects Room 46 with Room 45.

He puts his ear close to the door and takes out his small notebook and pen from his jacket pocket.

INT. ROOM 45

Seymour is lounging in his bed, looking none too happy. Malley paces.

SEYMOUR

Will you sit down? You're not  
helping my vertigo.

Malley sits down.

MALLEY

Sorry. It's just that I hate to see  
you like this.

SEYMOUR

Then don't. No one else does.

MALLEY

Don't talk like that.

(CONTINUED)

SEYMOUR

Why not? It's the truth. I guess it serves me right. Being surrounded by people my whole life, it only seems fitting that I'm abandoned at the end...

MALLEY

You're not abandoned.

SEYMOUR

I'm just a burden. I know it's hard for me to pay for this place. Premium price for a medical roach motel--

MALLEY

As long as I'm around, you don't have to worry about anything.

ROOM 46

Kelmer's ears are glued to the door. He scribbles furiously.

INT. KELMER'S APARTMENT - DAY

Dusk, to be precise. Kelmer is sitting at his typewriter. There is a sheet of paper rolled into it. Neil is sitting on the other end of the desk, working a calculator with a paper roll attached to it.

Neil is producing reams of numbers, Kelmer has writer's block. He types a few words, stares at them.

INSERT - Typewriter paper - Sins of the Grandfather

Kelmer rips the paper out of the machine.

NEIL

How's the drama coming?

Kelmer throws the crumpled up paper at him. Unshaken, Neil continues working. A long series of numbers are printed, then the machine comes to a rest. Neil leans back.

NEIL

All done. I finished accounting for June and have allocated the usual ten grand for reserves. We have quite a nest egg now.

(CONTINUED)

KELMER  
(distracted)  
Very good.

NEIL  
I want to talk to you about  
something.

KELMER  
Before I forget.

He takes an envelope from his desk and throws it to Neil,  
who catches it.

KELMER  
A bonus.

Surprised, Neil opens the envelope and takes out hundred  
dollar bills.

NEIL  
A grand?

KELMER  
You've earned it. What did you want  
to talk to me about?

NEIL  
It can wait.

The front door opens and Annette walks in wearing a bathrobe  
and carrying her dress in her hand. She gives the boys a  
slight wave, and disappears into the bathroom.

The shower is turned on.

NEIL  
I gotta run.

KELMER  
Don't you have any material for me  
to look over?

NEIL  
I haven't written anything lately.

He walks out. Kelmer gets up from behind the desk, walks to  
the bar and makes himself a drink. Then he walks to the  
window and looks out, watching the sunset over Park Avenue.

The front door opens. Kelmer does not turn around. Footsteps  
to the living room.

(CONTINUED)

KELMER  
(still looking out the window)  
What'd you forget?

He turns around. Rachel stands in the living room, with an angry expression on her face.

KELMER  
Rachel. I thought we're meeting at  
the Met at seven.

RACHEL  
I wanted to surprise you.

KELMER  
I'm surprised. Let me grab my coat  
and we can go.

Silence. The only sound is the water running in the shower.  
It sounds like a waterfall.

RACHEL  
Who's in the shower?

KELMER  
Neil. He worked up a sweat  
practicing his routine. You know  
how nervous he gets.

RACHEL  
Aha.

She sits down on the sofa. The shower turns off. Shortly,  
Annette walks out, with a towel wrapped around her body. She  
is using a smaller towel to dry her hair.

She notices Rachel and stands for a second, but does not say  
anything. Then she walks into Kelmer's bedroom.

Rachel stands up.

KELMER  
It's not what it looks like.

RACHEL  
That's good, because it looks like  
you're cheating on me.

KELMER  
Sit down for a minute.

RACHEL  
I'm fine.

KELMER  
Can I make you a drink?

RACHEL  
No.

KELMER  
I'm trying to find the right words.

RACHEL  
How about finding the truth?

KELMER  
Sure.

Kelmer grabs Rachel's hand and leads her to the sofa. They both sit down.

KELMER  
I've started this initiative,  
this,...project really, that helps  
out elderly people.

RACHEL  
How?

KELMER  
They get so lonely, like Mr.  
Frankel, for instance, they are  
widowers and they need people to  
come and spend time with them. Read  
them books, their eye sight is not  
what it used to be and being that I  
know a lot of actresses who have  
had voice training, I'm a natural  
to help them out.

RACHEL  
What are you talking about?

KELMER  
I mean that I know a lot of  
actresses who don't mind  
volunteering their time to read to  
older folks, you know, listen to  
their war stories, interact with  
them, a little. Scrabble, chess,  
Pictionary when the mood is right.

(CONTINUED)

RACHEL

And I supposed they work up a sweat while they read to them. If you're cheating on me, just tell me.

KELMER

I'm not lying. Not about that.

RACHEL

Not that? Then what are you lying about?

KELMER

Look, you're going to have to be flexible on this. It's just a temporary measure. I provide Mr. Frankel and his friends with female companionship and for that I take a little percentage. Well, not little, but after all I'm the spinal chord of the operation--

RACHEL

You're running hookers for old men, is that it?

KELMER

Not the way I would have put it, but in a nutsack, I mean nutshell, yes.

Rachel laughs.

RACHEL

You never stop, do you?

But Kelmer is not laughing. He is looking down at the ground.

RACHEL

This is all true?

KELMER

Honest to God. Like I said, it's just temporary, until the market turns around. Just moonlighting, really.

RACHEL

Let me see if I understand this correctly. You are running a prostitution ring out of your Upper East Side condo?

(CONTINUED)

KELMER

When you put it like that, it sounds more sinister than it really is.

It's Rachel's turn to be quite. She's trying to digest this. She slowly gets up. Kelmer tries to hold her hand, but she snatches it away.

KELMER

Where are you going? I thought you'd be relieved to hear that I'm not cheating on you.

Rachel starts walking toward the front door.

KELMER

I'll stop. Right now. Even though I have people depending on me, I'll stop, so help me God.

Rachel opens the door and looks back at Kelmer.

RACHEL

I'll call Neil in a few days. Tell him a day when you're not home and I'll come by to pick up my stuff. I'll leave the key with the doorman.

KELMER

Rachel, don't do this. This is just a setback, a momentary lapse of reason!

Rachel walks out, and closes the door behind her. Kelmer throws his glass against the wall.

INT. KELMER'S BUILDING - HALLWAY - DAY

The hallway leading to Kelmer's apartment. Frankel rings the doorbell. Waits, then knocks again.

FRANKEL

I know you're in there, Kelmer. Open up!

INT. KELMER'S APARTMENT - FOYER

Dark. The curtains are drawn and the whole apartment is shrouded in shadows.

Kelmer walks to the front door and opens it. The light hurts his eyes and he winces. Now that there is more light, we can see that the foyer and the kitchen are a mess. There are pizza boxes and dishes, cups piled everywhere.

Kelmer is wearing a black bathrobe. He is unshaven and his hair stands in a dozen different directions.

Frankel, on the other, hand his usual well-groomed self.

KELMER

What are you doing banging on people's door at eleven o'clock in the morning?

Frankel pushes the door open.

FRANKEL

Where have you been for the past week? I've been calling. I've even figured out how to send text messages.

LIVING ROOM

Kelmer walks to the living room. Equally messy, with books, crumpled up papers and plates everywhere.

FRANKEL

What happened?

Kelmer throws himself on the sofa.

KELMER

Rachel left me.

FRANKEL

Why?

KELMER

Why do you think, Dick? She found out that I'm The Pimp of Park Avenue.

FRANKEL

You're being a drama queen.

He draws one of the curtains.

(CONTINUED)

FRANKEL

Well, maybe it's for the best. You need to surround yourself with people who are supportive of your endeavors.

KELMER

I'm touched by your empathy.

FRANKEL

I was never good at faking empathy, so I won't start now.

KELMER

You know who you are? You're the Devil. I sold my soul to a 75-year old retired civil servant.

FRANKEL

Let's not call each other names.

KELMER

You ruined my life.

FRANKEL

On the contrary. You're living in the lifestyle to which you are accustomed. Which you deserve.

KELMER

See? Just what the Devil would say.

FRANKEL

I don't know what else to say.

KELMER

Don't strain yourself. Anyways, I'm out.

FRANKEL

What do you mean?

Kelmer walks to his desk and opens a laptop. He hits a button. A video begins to play.

It's a news item from an alternative, edgier news source.

NEWS ANCHOR

Citizens of New York City are used to the NYPD going after minorities. So we were shocked to learn that yesterday, they assaulted one of their own.

(CONTINUED)

The tag line is NYPD Crude. A picture of Malley flashes on the screen.

NEWS ANCHOR

Vice cop Christopher Malley claims he was on a routine stakeout when he was pulled out of his car by his Brothers in Blue.

Kelmer shuts the laptop.

KELMER

I told you. He's a cop and he's after us. I'm closing up shop.

FRANKEL

This is what you're worried about? I still have a few friends downtown.

Frankel whips out his cell phone dials.

INT. POLICE PRECINCT - LIEUTENANT'S OFFICE - DAY

The Lieutenant is practicing his golf swing. Malley sticks his head in.

MALLEY

You wanted to see me, Lieutenant?

The Lieutenant puts the club back in his golf bag and gives Malley a wide PR smile. He walks toward Malley, the picture of benevolence.

LIEUTENANT

Yes. Yes, I did. Detective Malley, do you remember the oath you took as a police officer?

MALLEY

To serve and to protect?

LIEUTENANT

No, I'm talking about the one where you swore to work in any capacity which the New York City police department deems necessary.

MALLEY

Vaguely. What is this about, Lieutenant?

(CONTINUED)

LIEUTENANT

Part of any police lieutenant's job is to allocate human resources in the way it makes most sense. Sometimes that means moving cops around. It's all part of the job.

MALLEY

I'm not going back to homicide.

LIEUTENANT

I know your heart is in vice, Malley, but I want you to keep an open mind.

MALLEY

Sir?

EXT. MIDTOWN MANHATTAN - DAY

Sweltering June day. Malley stands next to a car. He is wearing the uniform of the NYC Police Department's Parking Division. With a bitter expression on his face, he writes a ticket, then places it under the windshield wiper of a brand new black Mercedes.

A MAN IN A BLACK SUIT walks up to the car, takes the ticket out from under the wipers and throws it in the gutter.

MALLEY

What do you think you're doing?  
You're parked next to a hydrant.

The MAN points to his license plate.

INSERT - LICENSE PLATE - DIPLOMAT

The man gets in his car, starts the engine and pulls away.

Malley watches him go. A pick up truck flies by, dangerously close.

The driver's hand is visible, he THROWS something at Malley.

A Slushee hits Malley squarely in the chest. It falls to the ground, sending ice and red liquid all over Malley's uniform.

DRIVER

(yelling)

Alternate side parking, bitch!

Malley can't believe his eyes. He puts his ticket pad down, tries to clean himself up as best as he can.

Tourists point and laugh, take pictures of Kelmer.

INT. APPLEBEE'S RESTAURANT - NIGHT

The tail end of another speed dating event. People are filing out. Malley stands up from the table where he had his last encounter. He walks toward the exit, which takes him past the bar.

A very good-looking woman in her late twenties/early thirties sits at the bar, nursing a glass of Chardonnay.

YOUNG WOMAN  
What's the big hurry?

Malley stops, turns to her.

MALLEY  
Hurry?

She pats the bar stool next to her. Malley sits down, reluctantly.

YOUNG WOMAN  
No call backs, either, huh?

MALLEY  
I'm sorry, I don't--

YOUNG WOMAN  
Didn't you just go through the speed dating thing?

MALLEY  
Yes.

YOUNG WOMAN  
I swear, this is the last time for me.

MALLEY  
I have a hard time imagining you'd get no call backs.

YOUNG WOMAN  
You'd be surprised. I'm Julia, by the way.

Malley shakes her hand.

MALLEY  
Christopher.

(CONTINUED)

JULIA

What are you drinking, Christopher?

MALLEY

Ginger ale with lime.

Julia signals for the bar tender. He approaches.

JULIA

Two Gray Goose martinis on the rocks, five olives each. Dirtier than the East River.

LATER

The two martinis are drunk and the mood is looser. Julia sucks on the last olive. Malley, not used to drinking, is anything but clear-headed.

JULIA

I don't know what's worse. Speed dating or internet dating.

MALLEY

Two sides of the same counterfeit coin.

JULIA

You have a way with words, Christopher. I like that.

Malley smiles.

JULIA

The only reason I still do it is because my mother will kill me if I don't get married before I turn 30. What about yours?

MALLEY

My Mom's dead.

JULIA

I'll drink to that. I mean to her. Bartender!

INT. SUBWAY - L TRAIN

Malley and Julia are riding the L train to Brooklyn. Train pulls into a stop.

Julia stands up.

JULIA  
Well, this is my stop.

MALLEY  
You have my number, call me  
sometime.

Julia steps to Malley, leans down.

JULIA  
I don't normally do this, but do  
you want to come up for a drink?

MALLEY  
That's probably not a good idea.  
I'm working the early parking shift  
tomorrow.

Julia kneels down in front of him and puts a hand on her leg.

JULIA  
Last chance.

MALLEY  
Very tempting, but no. I'll call  
you next week. We'll go to Coney  
Island, or Central Park, you know,  
feed the pigeons--

INT. WILLIAMSBURG (BROOKLYN) LOFT - NIGHT

Malley sits on the sofa of a stylish loft with high ceilings and wide-open spaces. Exposed brick, steel, the whole nine yards of stylish New York City living.

Julia hands him a drink.

MALLEY  
I don't think I can drink any more.

JULIA  
Me, either.

She puts the drink down and starts to kiss Malley. He is reluctant at first, then joins in, full force. He breaks away, suddenly.

(CONTINUED)

JULIA  
What's the matter? Don't you like  
me?

MALLEY  
Oh, believe me, that's not the  
problem.

JULIA  
Are you married?

MALLEY  
No.

JULIA  
Girlfriend?

MALLEY  
No.

JULIA  
STDs?

MALLEY  
Definitely not.

JULIA  
Then what in God's Name?

MALLEY  
I don't believe in pre-marital sex.

Julia throws back her head and laughs.

JULIA  
You didn't indicate in your profile  
that you're a comedian.

MALLEY  
I'm serious.

JULIA  
You're a virgin?

MALLEY  
I'm a Catholic.

Julia pulls back.

JULIA  
I totally respect that.

INT. LOFT - BEDROOM - NIGHT

Julia and Malley are in bed. Julia is on top, riding him. Malley has overcome his inhibitions, he enjoys the ride for all its worth.

LATER

Julia and Malley are lying next to each other. Malley has post-coital bliss written all over his face.

INT. MALLEY'S CHURCH - DAY

Kelmer enters, takes off his sunglasses. He is now back to his well put together self, a light-colored summer suit with a handkerchief in the left breast pocket. Clean-shaven and sober. There is something determined in his demeanor.

He approaches the alms box. The box looks like a regular alms box, except that it has a credit card slot attached to it with a keyboard. Kelmer takes out a credit card and swipes it.

INSERT - CREDIT CARD SCREEN - enter donation amount. Kelmer presses 20, then enter.

INSERT - SCREEN - God Bless You! Your donation is tax deductible. Please take your receipt.

Kelmer takes his receipt and puts it in his wallet. He walks down the center aisle between the pews.

Reveal Malley sitting in the front row, alone. Kelmer sits down next to him. The church is empty save for the two of them.

MALLEY

How did you find me?

KELMER

I followed the car with the rattiest muffler.

MALLEY

You wasted a trip.

KELMER

Sorry about the traffic detail. Wasn't my idea.

MALLEY

I'm not going away.

(CONTINUED)

KELMER

What is it with you? Is this some kind of obsession? What have I ever done to you?

MALLEY

You're breaking the law.

KELMER

Look, Malley, I came here because I thought we could be a little reasonable. Okay? We don't live in a black and white Star Wars Universe, all right? And I'm not the enemy. All I'm trying to do is make a living.

MALLEY

By exploiting young defenseless women--

KELMER

Oh, come off it, Malley! They are actresses. They know what they were getting into--

MALLEY

Is that how you justify it?

KELMER

There's a reason they call it the oldest profession in the world.

MALLEY

So that makes it all right then?

KELMER

The trouble with you people is that you think can reform human nature.

MALLEY

There's an absolute truth.

He points to the large crucifix with Jesus on it.

KELMER

Yes. And look how well it worked out for him.

MALLEY

Watch it!

Malley stands up and starts walking toward the front door.

(CONTINUED)

KELMER

You lay off me and you're back on Vice. One phone call. I could even get you a promotion.

MALLEY

The trouble with you people is you think everyone is for sale.

This stings Kelmer. He gets up and followed Malley out of the church.

EXT. CHURCH - DAY

Malley is about to walk down the steps. Kelmer is following him.

KELMER

You think you're better than me?

Malley keeps walking.

KELMER

Not even you could resist!

Malley stops walking. He turns around. Kelmer has a Mephistopheles-like grin on his face.

MALLEY

What's that supposed to mean?

Kelmer laughs. It's a sad, sarcastic laugh, unlike his natural one.

MALLEY

Resist what?

He walks back toward Kelmer.

KELMER

Julia. Or did you think that you got attractive to women overnight?

This hits Malley like a ton of bricks.

KELMER

You took her, because it's in your nature to take her.

MALLEY

Julia works for the D.A.'s office.

(CONTINUED)

KELMER

Right. Bringing people like me to justice.

Malley looks like he's been punched.

KELMER

I never thought you'd believe her profession, but she said she could pull it off. Appeal to a man's ego and all that. And she was right. In that regard, women will always be right.

MALLEY

I don't believe you.

Kelmer shrugs his shoulder.

KELMER

You're as rotten as the next person. The only difference is that you won't admit it, you fucking hypocrite.

This is too much for Malley. He punches Kelmer. Kelmer goes down. He wipes blood from his face and keeps laughing.

KELMER

You self-righteous prick! Don't look a gift whore in the mouth!

He cackles some more. Malley turns around and hurries away. Still laughing, Kelmer puts his head back on the steps and closes his eyes.

Kelmer's cell phone rings. He takes it out and looks at the caller. He winces.

INT. RESTAURANT - NIGHT

Subdued Manhattan restaurant. It's past dinnertime, so not many patrons.

The Kelmer family sits at one large table. Mr. and Mrs. Kelmer, Ben and Catherine. Everyone is in a downcast mood.

Kelmer walks in through the front door. He makes an attempt at cleaning himself up, buttons his jacket, runs a hand through his hair.

He sits down.

(CONTINUED)

KELMER  
Why the long faces?

MR. KELMER  
What happened to you?

KELMER  
Squash game gone horribly wrong.  
What's going on here?

MRS. KELMER  
Catherine failed the conversion  
test.

KELMER  
What?

BEN  
Rabbi Moskowitz asked her the trick  
question about the banana blessing.

KELMER  
You fell for that one?

MR. KELMER  
We came here to celebrate, but--

KELMER  
No matter. Cheer up, Catherine. You  
can still get married and take the  
test later.

MRS. KELMER  
No rabbi will marry them without  
the conversion certificate. You  
know that.

KELMER  
So, get married in City Hall.

MR. KELMER  
Jacob, please!

MRS. KELMER  
It will not be sacred.

KELMER  
It's not like Rabbi Moskowitz is a  
saint.

MRS. KELMER  
Those were just rumors.

KELMER

Right. Gentile propaganda.

BEN

This is not helping, Jake.

Kelmer softens. He moves to the opposite side of the table and sits down next to Ben. He puts an arm around his shoulders.

KELMER

Don't worry, I'll take care of this, Ben.

Ben looks at his older brother, takes in the scuffed up clothes and the black eye. Not exactly the problem-solver he's looking for.

EXT. BROOKLYN NEIGHBORHOOD - DAY

Dawn is breaking over a predominantly Orthodox Jewish neighborhood in Brooklyn. Nondescript row town houses.

The door of a house opens and out walks a GIRL. A CALL GIRL to be exact. RABBI MOSKOWITZ appears behind her. He pats her on the behind playfully, she waves him good-bye and gets into a black Town Car that has just slid up to the curb.

The Rabbi smiles and closes the door.

INT. NURSING HOME - RECEPTIONIST DESK - DAY

Malley sneaks past the nurse's station.

INT. NURSING HOME - HALLWAY

Malley sneaks down the hallway, toward Room 46. The door is open, he is about to walk through it, when he stops and stares.

INT. ROOM 46

Malley steps in. The room is completely empty. The only thing in it is the bed and the armchair. The crucifix has been taken off the wall.

Malley looks around in disbelief. Unsteady, he sits down on the bed, with his back to the door.

MALLEY

There are so many things I wanted to tell you Granpa. And now it's too late. We were so different, but

(MORE)

(CONTINUED)

MALLEY (cont'd)

I thought of you as a father. It's because of you that I became a cop. To do what's right. To be a righteous man--

Seymour appears in the doorway behind Malley. He is eating a cherry.

MALLEY

We did not always get along, but I always knew you loved me. And I wish I had told you how much I loved you and how much you meant to me.

SEYMOUR

Oh, for fuck's sake!

Malley turns around, wipes tears from his eyes.

MALLEY

You're alive.

SEYMOUR

And how! Thanks to you!

MALLEY

What are you talking about?

SEYMOUR

The upgrade. How did you swing it? Never mind, I don't care, it was a beautiful gesture.

INT. DIFFERENT NURSING HOME ROOM

Very different. It's a corner suite, with big windows looking out onto a park. Modern furniture, a big waterbed in the middle, the whole nine yards. There's a built in bar, but no bottles in it. A MASSEUSE in a white coat is readying a massage table.

Seymour is showing the spread to Malley.

SEYMOUR

They took away the bottles, but it's the thought that counts.

MASSEUSE

Ready for your massage, Mr. Malley?

(CONTINUED)

SEYMOUR

You bet.

MALLEY

Grandpa, there's something I have  
to tell you. I--

SEYMOUR

What is it?

Malley looks at his grandfather whose eyes are beaming with happiness.

MALLEY

I can't remember the last time I  
saw you so happy.

Seymour laughs, takes off his bathrobe. Standing in just his pajamas bottoms, he lies face down on the massage table.

INT. KELMER'S APARTMENT - FOYER - DAY

Front door bell rings. Kelmer comes to open it. He is wearing business slacks, a white shirt and a tie. He opens the door.

Catherine walks in. Or jumps in is a better way to say it. She throws herself in Kelmer's neck and kisses him on the cheek.

CATHERINE

Thank you, thank you.

KELMER

Hey, now!

She digs around her purse and pulls out what looks like an ID card. She shows it to Kelmer.

INSERT - CATHERINE'S ID CARD - It's a photo ID with a picture of a smiling Catherine and a huge Star of David splashed across the entire card.

CATHERINE

It's official! I'm a Jew!

KELMER

I'm so proud!

CATHERINE

How did you do it?

(CONTINUED)

KELMER

Well, it's all a matter of strategy, like it is with most things in life.

CATHERINE

Ben's taking me to Noah's Ark for lunch. Come celebrate with us!

KELMER

Would love to, but I got a lot of work, Catherine.

CATHERINE

Sure?

KELMER

Sure. Welcome to the tribe.

She kisses him on the cheek again and flies out of the apartment. Kelmer closes the door and all smiles walks into the living room.

LIVING ROOM

Catherine obviously interrupted a heavy-duty business/strategy session. Neil sits on the sofa, spreadsheets and papers spread every which way. He is wearing business clothes as well, his hair is neatly parted and combed.

NEIL

What was that all about? New employee?

KELMER

No. Just family business.

NEIL

(dissappointed)

Oh.

Kelmer sits behind his desk. He has papers everywhere also. He takes a sip of coffee from the china cup that sits at his elbow, then claps his hands.

KELMER

Okay, let's do some scheduling. Jane!

A projection screen rolls down on the wall opposite Kelmer's desk. It's built into the ceiling and is invisible when retracted. A calendar appears on the screen.

(CONTINUED)

JANE  
Your appointments for this coming month. Almost every day of the calendar is taken up.

KELMER  
How many?

JANE  
Fifty-five.

KELMER  
Seems a little low.

NEIL  
How many per day?

JANE  
Two on the average. One today.

NEIL  
Mr. Frankel.

JANE  
Correct. It's vacation season. A lot of our clients are away in the Hamptons. And Judge Harris, one of the most loyal clients, died last week.

KELMER  
Died? How?

NEIL  
In his hot tub.

Kelmer sits up, visibly tense.

JANE  
He was alone.

Kelmer sighs with relief.

KELMER  
Not bad. Next on the agenda. The CEO of the Stock Exchange is having a 16th birthday party for his son. Give me a readout of all the Asian girls we have.

Pictures of beautiful Asian women start flashing on the screen.

KELMER

See who's available for the 16th  
and plug them in. I need four.

JANE

Done.

KELMER

Good. Next. We have to keep better  
notes about our clients. Last week  
Amber wore perfume and Mr. Hobart  
had an attack. We should've known  
he is allergic.

JANE

I've updated his file.

A furious KNOCK on the front door interrupts the  
proceedings. Someone is banging on the door like the world  
is coming to an end.

KELMER

What the hell?

Neil runs to open the door. Annette barges in and runs into  
the living room.

She is wearing a nice dress, but her hair is a mess.

ANNETTE

I killed him. I killed him, oh my  
God!

KELMER

Killed who? What are you talking  
about?

ANNETTE

Mr. Frankel. He's dead.

NEIL

What?

Kelmer walks from behind the desk and grabs Annette by the  
shoulders.

KELMER

What happened?

Annette starts to sob. Kelmer gives her a hug and soothes  
her like a true professional. He snaps a finger at Neil, who  
springs into action making a drink for Annette.

(CONTINUED)

ANNETTE

I was riding him like usual and he just went limp.

KELMER

At his age, that's quite normal.

Annette cries.

ANNETTE

You don't think I can tell the difference by now?

Neil hands Annette a drink. She downs it. Kelmer guides her to the sofa.

KELMER

Here. Sit down. Relax. It's okay. These things happen.

ANNETTE

How can you say that?

KELMER

He was old. It was bound to happen sooner or later.

ANNETTE

You're a monster.

KELMER

We should all be so lucky and go out like that.

He wipes tears from her face.

NEIL

We should go clean up.

KELMER

Good idea.

ANNETTE

We have to call an ambulance.

KELMER

We can't be tied to this.

JANE

His cleaning lady is coming tomorrow.

(CONTINUED)

KELMER

Perfect. Thank you, Jane. She'll find him and call the cops. Done deal.

ANNETTE

What about DNA evidence?

KELMER

DNA?

ANNETTE

Yes.

KELMER

You mean they'll swab him and match him to your vagina? That's ridiculous.

ANNETTE

I've seen it on CSI Hoboken.

KELMER

There's no sign of foul play.

NEIL

My cousin's a forensic scientist. She said it's protocol to take DNA samples even if it's just an accident--

KELMER

Thank you for that tidbit, Neil.

Annette sobs, Kelmer is pondering his options.

KELMER

Okay. Fine. Neil and I are going to clean up. You stay here and try to relax, okay? There's some

KELMER

(cont'd)

Valium in the M&M dispenser on my desk--

## INT. FRANKEL'S APARTMENT - DAY

The door opens slowly. Kelmer and Neil enter. Neil is carrying something in his hand, but it's not clear what it is. They make their way through the foyer, down the hallway and into the bedroom.

## FRANKEL'S BEDROOM

The bedroom is in disarray. The bed sheet and pillows are strewn on the floor. On the armoire stands a witness to Frankel's bizarre sexual history: a Zorro mask. Next to it is an ashtray with a stubbed out Dominican in it. A bottle of Diet Ginger Ale completes the picture.

Frankel lies in his bed, on his back. He has a beatific smile on his face. Kelmer picks up the bed sheet off the floor and covers Frankel's body with it. Frankel's last erection makes an impressive tent in the bed sheet.

Neil raises his arm, revealing a bottle of Windex and a roll of paper towels. With a disgusted look on his face, Neil sprays Windex onto a ball of paper towel and approaches Frankel.

He sticks a hand underneath the sheets and starts to "clean" Mr. Frankel's manhood, accompanied by streaking sound effects.

Frankel keeps smiling.

## FRANKEL'S BATHROOM

Kelmer surveys Frankel's bathroom. He opens the medicine cabinet. It is empty except for a vial of Viagra. He picks it up and shakes it. It is empty.

## FRANKEL'S BEDROOM

Neil is finished cleaning Mr. Frankel. Kelmer looks around the bedroom, finds a folder on the desk. He opens it and takes out the single piece of paper he sees there.

## INSERT - PAPER - Will and Testament

Intrigued, Kelmer scans down to the "Beneficiary" line. He smiles. His attention is distracted by Neil who has put the Windex bottle down and is now sobbing.

Kelmer puts the paper down and walks to Neil.

(CONTINUED)

KELMER

You, too?

NEIL

I can't do this anymore.

KELMER

Pull yourself together for God's Sakes. Act like a professional!

Neil sobs even harder.

NEIL

I quit. This is horrible. I can't do this. This isn't me.

KELMER

This is so typical of you Neil, to threaten to walk out on me when I need you most.

NEIL

I'm sorry.

KELMER

You're gonna turn your back on show business, Neil? Is that it?

Frankel's body in the foreground frames this ugly scene.

NEIL

This is not show business! This is evil! We're two bit hustlers taking advantage of girls who don't know any better. We are worse than the hookers who work for us. You're a Pimp, and I'm the Assistant to the Pimp! That's what I've become.

KELMER

You're being too hard on yourself. We have profit-sharing. You're much more than an assistant. You're my right hand man, Neil! Doesn't that mean anything to you?

Neil runs out of the apartment.

## INT. KELMER'S APARTMENT - LIVING ROOM

Kelmer walks into the living room, carrying the paper towels and the Windex. He puts them on his desk, then he sits down next to Annette. She seems a little better composed now.

ANNETTE

How did it go?

KELMER

Clean as a whistle.

ANNETTE

Where's Neil?

KELMER

Let me ask you something. Did Mr. Frankel seem different to you?

ANNETTE

What do you mean? No.

KELMER

Did he seem sad in any way?

ANNETTE

No. In fact, he seemed very happy. Carefree, almost.

KELMER

How do you know?

ANNETTE

He said he hasn't been this happy since he retired. He was living on the edge and on his own terms for the first time in his life. He said he wasn't afraid to take risks any more.

Kelmer thinks about this, then walks to his desk and sits down. He loosens his tie and opens the top button of his collar. Then he uncovers his typewriter and rolls in a sheet of paper.

KELMER

Anything else you can remember?

ANNETTE

What are you doing, Kelmer?

Kelmer holds up a finger and starts typing.

(CONTINUED)

ANNETTE

Are you writing? What's the matter with you? We have to call an ambulance!

KELMER

I don't think Mr. Frankel is going anywhere.

He continues typing. Slowly at first, then he gathers speed. The sound of the electric typewriter is accompanied by Annette's rhythmic sobbing.

INT. KELMER'S APARTMENT - FOYER - DAY

Violent banging on the door.

MALLEY

(o.s.)

NYPD! Open up!

Kelmer walks to the door, like he's got all the time in the world. He is dressed in dirty khakis and a white T-shirt. Over it, he wears a tattered bathrobe. The picture of the leisurely writer is completed by a pair of bunny slippers and a pair of horn-rimmed glasses.

KELMER

Hold your horses, Jeez.

He opens the door. Four uniformed NYPD cops stream through the door. They walk past Kelmer and into the living room. Malley steps in after them in civilian clothes.

KELMER

Is this the part where I say, "I assume you have a warrant".

Malley shows him the warrant.

MALLEY

You are suspected of running a prostitution ring. This is a warrant to search the premises.

Malley walks into the living room. Kelmer takes an apple from the fruit basket and follows him.

LIVING ROOM

The four Uniforms are standing in the living room, awaiting orders. The living room and the apartment itself look completely transformed.

(MORE)

(CONTINUED)

## LIVING ROOM (cont'd)

The glitzy furniture is replaced by IKEA furniture, lots of blond pseudo-wood. The desk is reasonably sized, the typewriter sits on top of it. Next to the typewriter is a formidable pile of papers.

MALLEY

First, we are confiscating your computer.

The cops look around.

UNIFORM 1

Where is it?

KELMER

I don't own a computer.

MALLEY

Very well. Round up all the paper files, then.

The cops start opening desks and drawers, looking for files. And not finding any.

The cop closest to Kelmer turns to him.

UNIFORM 2

I just wanted to tell you that Whitewashed was one of my favorite shows. Better than Cheers, which is my second favorite.

MALLEY

Officer Washburn! Keep your mind on your work, please.

KELMER

Always glad to meet a fan, Officer Washburn.

The cops keep looking through things, not finding anything. One of them thumbs through the manuscript that sits next to the typewriter, verifies that it is a manuscript and keeps looking elsewhere.

KELMER

I was just going to make some coffee. You guys want any?

All the uniforms answer in the affirmative.

(CONTINUED)

KELMER

Cool. I have regular, decaf,  
espresso, can whip up a macchiato  
if need be--

MALLEY

This isn't a social call.

KELMER

Definitely no more caffeine for  
you.

The Uniforms stifle laughter.

UNIFORM 3

(to Malley)

There's nothing here, sir.

Malley tries to maintain his composure.

MALLEY

Wait for me downstairs.

The cops leave the apartment.

KELMER

Sorry to disappoint. I'm just a  
writer eking out a living in the  
big city. I'm working on something  
new, though. I'm taking a risk with  
this one.

MALLEY

This is just a setback. I will  
catch you, so help me God.

Malley leaves the apartment. Kelmer walks to the manuscript  
pile and looks at the title.

INSERT - MANUSCRIPT TITLE PAGE - The Merchant of Flesh.

Suddenly, Malley sticks his head back in the apartment.  
Kelmer stands transfixed, holding the title page in his  
hand.

MALLEY

This is not over.

He bangs the door shut after him. Kelmer breathes a sigh of  
relief.

TITLE CARD - One year later

## INT. THEATER - STAGE

A rather large theater stage in a rather large theater. Mid-scene. It does not take to realize that the stage is a stylized version of Kelmer's apartment living room, the way it looked when it was all "pimped out". Gaudy furniture, white shag rug, mirrored surfaces.

Annette paces in the living room. A MAN comes out of the bedroom, carrying two suitcases. This is clearly meant to be Kelmer, as the actor is the same age and general look. He takes determined steps toward the front door.

ANNETTE

You can't turn your back on this.

ACTOR/KELMER

Watch me.

ANNETTE

You're walking away from the Empire we built? This beautiful thing?

ACTOR/KELMER

Once and for all.

ANNETTE

Is it the risk? The very people who would shut us down are our clients. The Deputy Mayor. Chief of Police. It's a harmless vice.

Actor/Kelmer stops at the door.

ACTOR/KELMER

Are you trying to convince me or yourself?

ANNETTE

You got me into this, remember?

He opens the door.

ANNETTE

Everything is for sale! You said so yourself!

Actor/Kelmer is clearly getting ready to say something. The theater, though filled with, at least five hundred people is silent. You could hear a pin drop.

(CONTINUED)

ACTOR/KELMER  
Dreams are not for sale.

He walks out and closes the door behind him.

Annette stares after him. She stumbles to the sofa, sits down on it and begins to weep. Somber music begins to play.

Curtains close.

And the audience goes wild. They start clapping, one thunderous wave of orgasmic approval. Most of them are on their feet, waiting for the curtain opening.

An emaciated looking THEATER CRITIC scribbles furiously in the front row.

On stage, Annette and the actor playing Kelmer take a bow to deafening applause.

LATER

Kelmer is on stage, taking a bow as the playwright. He speaks into a microphone.

KELMER  
And now, the director of the play,  
who guided us through some  
treacherous waters.

He gestures off-camera. Neil Holsom struts onto the stage. This is an entirely different brand of Neil, erect, self-confident. His hair is stylishly tousled and he wears a black turtleneck. Every bit the picture of the successful and talented artiste.

Kelmer takes his hand and they take a bow together. Kelmer winks at Neil, who smiles back.

INT. THEATER - LOBBY

After the show. Most of the people are gone. Few stragglers in the lobby. The door leading to the theater swings open and Kelmer walks out. His blazer is draped over his arm.

Sound of a one person CLAPPING interrupts his walk. Reveal Rachel sitting on a lobby bench. She gets up.

RACHEL  
Bravo.

(CONTINUED)

KELMER

Rachel.

RACHEL

Great reviews. The New York Times is my favorite. "With consummate skill, Mr. Kelmer makes the implausible immediate".

KELMER

Yes. To think that I've made it all up.

Rachel laughs.

EXT. BROADWAY - THEATER - MARQUEE

Rachel and Kelmer are walking away from the theater. Reveal the marquee of a typical Broadway theater.

MARQUEE - "The Merchant of Flesh" Starring Dustin Hoffman and Annette Devereux.

Underneath the names in lights is a quote: "The Death of a Salesman of our times". - Vincent Van Noys, the New York Times.

It's summertime again, late May, or early June. A pleasant breeze wafts down Broadway.

RACHEL

I'm really proud of you, Kelmer. You went out on a limb with your art. Way out.

KELMER

Does this mean I get a second chance?

A MAN gets out of a parked BMW. He is middle-aged, a little chubby. He is dressed in a business suit and wears a yarmulke.

Rachel shakes her head.

KELMER

I see. Husband?

Rachel kisses him on the cheek.

RACHEL

Fiance.

(CONTINUED)

KELMER

Hm.

RACHEL

You can't rewrite the ending of  
this one, Kelmer. Ciao!

She jumps into the BMW. Her fiance closes the door for her and gets in the passenger seat.

KELMER

She turned around and walked away,  
carrying with her the days of a  
youth well spent.

He thinks about this for a while, then takes out a notepad and writes it down. He puts the pad away and walks down to his car.

It's a modest hybrid car. The personalized license plate reads "The Bard". Kelmer is about to get in his car when he notices a ticket on the windshield.

KELMER

What the?

He grabs the ticket and looks at it, then at the parking sign. He looks down the street and notices an NYPD golf cart, the one-ticket officers ride around on.

He starts walks toward it. The ticket officer is turned away from him, writing a fresh ticket.

KELMER

Hey, what's the big idea, Officer?  
I was parked legally.

The ticket officer turns around. It's Malley.

MALLEY

For now. But your kind doesn't stay  
legal for very long. Consider this  
a warning.

Malley has a haunted look, seems that he has lost some weight.

KELMER

Glad to see you, Malley. How's your  
gramps?

(CONTINUED)

MALLEY

Fine. He's getting married.

KELMER

Outstanding.

MALLEY

I'll be watching you.

Kelmer shakes his head and walks back to his car. Is about to get in, when a YOUNG WOMAN steps to him. She is in her mid-to-late 20s.

YOUNG WOMAN

Excuse me, are you Jacob Kelmer?

KELMER

Yes. And you are?

YOUNG WOMAN

I'm a huge fan. I'm in the graduate screenwriting program at NYU.

She sticks out her hand.

YOUNG WOMAN

Violet. Violet Liebowitz.

Kelmer gives her his most winning smile. Instead of shaking her hand, he takes it old-school style and kisses it.

KELMER

(in French)

Enchante.

Violet melts.

Malley's golf cart appears in the background. He leans out of the window. Kelmer and Violet look at him quizzically.

MALLEY

This is not the end!

THE END