

**AS GOOD AS IT GETS AS GOOD AS IT GETS**

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**FADE IN:**

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

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

**SWEET-FACED WOMAN**

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

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

**POV - MELVIN UDALL**

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

**MELVIN**

Come here, sweetheart... come on.

**ON DOG**

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

**MELVIN**

Wanna go for a ride? Okay,  
sweetie?

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

**MELVIN**

(a malevolent tone)  
You've pissed your last floor, you  
dog-eared monkey.

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

**MELVIN**

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

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

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

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

**SIMON**

Verdell!?! Here, good doggie...

He notices Melvin at the far end of the hall.

**SIMON**

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

(as Melvin turns)  
Have you seen Verdell?

**MELVIN**

What's he look like?

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

**SIMON**

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

**MELVIN**

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

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

**SIMON**

Which color was that?

**MELVIN**

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

Simon has had it.

**SIMON**

Frank Sachs -- Melvin Udall.

**MELVIN**

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

**SIMON**

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

**FRANK**

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

**MELVIN**

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

**SIMON**

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

FRANK can only smile.

**FRANK**

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

**MELVIN**

Hope you find him. I love that dog.

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

**SIMON**

(directly)

You don't love anything, Mr. Udall.

Simon closes his door leaving Melvin alone in the hallway.

**MELVIN**

I love throwing your dog down the garbage chute.

**INT. MELVIN'S APARTMENT, BATHROOM - NIGHT**

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

**INT. MEDICINE CHEST**

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

**INT. SIMON'S APARTMENT, ENTRANCE HALL - NIGHT**

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

**SIMON**

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

**SIMON**

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

**PARTY GOER**

(thinking the greeting's for him)

He always liked me.

As Simon goes past him to take the dog from the Handyman... JACKIE, Frank's junior partner, barking a laugh at the Party Goer -- VERDELL BARKING some love. As the others greet Simon, Jackie directs the group inside.

Jackie lingers, looking on affectionately as Simon picks some awful, sticky gunk from the dog's body... he puts Verdell down to reach for his wallet -- the tiny DOG YAPS in protest.

**SIMON**

Just for a second, okay?

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

**SIMON**

(kissing him on the mouth)

Look at him... where was little baby?

**HANDYMAN**

(smiling)

In the basement garbage bin eating diaper shit.

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

**SIMON**

Go ahead, John, you earned your fun.

(looking at Verdell)

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

**HANDYMAN**

Maybe some nice neighbor shoved him down the garbage chute.

**SIMON**

My God! No!

He stares out... Frank frustrated following.

**INT. MELVIN'S APARTMENT - OFFICE - NIGHT**

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

**MELVIN**

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

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

**SIMON (O.S.)**

Mr. Udall.

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

**MELVIN**

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

More KNOCKING.

**SIMON (O.S.)**

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

**MELVIN**

'Love was... '

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

**MELVIN**

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

He burst from his chair.

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

As Simon hears MELVIN through the door and takes a step  
back. Melvin throws open the door. He looks demonic.

**MELVIN**

(loud and angry)  
Yeeees!!!

**SIMON**

Maybe this can wait.

Frank signals encouragement as Melvin opens the door.

**SIMON**

I found Verdell, Mr. Udall.

**MELVIN**

Well, that's a load off.

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

**SIMON**

Did you... do something to him?

**MELVIN**

Do you realize that I work at  
him?

**SIMON**

(eyes downcast)  
No, I didn't.

**MELVIN**

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

**SIMON**

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

**MELVIN**

Well, I work all the time. So never, never again interrupt me. Okay? I mean, never. Not 30 years from now... not if there's fire. Not even if you hear a thud from inside my home and a week later there's a smell from in there that can only come from a decaying body and you have to hold a hanky against your face because the stench is so thick you think you're going to faint even then don't come knocking or, if it's election night and you're excited and want to celebrate because some fudge-packer you dated has been elected the first queer President of the United States... and he's going to put you up in Camp David and you just want to share the moment with someone... don't knock ... not on this door. Not for anything. Got me. Sweetheart?

**SIMON**

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

**MELVIN**

Okay, then.

Melvin enters his apartment and slams the door shut.

**SIMON**

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

Frank smiles affectionately. Simon turns serious.

**SIMON**

He's genuinely upsetting, isn't

he?

**FRANK**

Won't worry about it. You go ahead.

Frank waits till Simon EXITS SCENE and then knocks loudly on Melvin's door. There is a sharp change in his demeanor.

**MELVIN (O.S.)**

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

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

**MELVIN**

No touch. No touch. No touch.

**FRANK**

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

**MELVIN**

(calling)

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

(to Frank)

Assault and battery and you're black.

**FRANK**

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

(suddenly loud)

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

(beat)

Have a nice day. Party!

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

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

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

**CLOSER ON MELVIN**

His eyes focused on the terrain.

**INT. CAROL'S RESTAURANT - DAY**

**ANGLE ON WAITRESS**

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

**CAROL**

(to the Mother's  
little girl)

Look at you, you're all better.

**MOTHER**

It's that new medication.

**CAROL**

You know all my son's stuff,  
right?

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

**CAROL**

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

**MOTHER**

Isn't that sweet.

**CAROL**

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

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

**WOMAN**

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

**HER MALE COMPANION**

Wonderful.

**MELVIN**

People who talk in metaphors can  
shampoo my crotch.

(on their look)

Eat up.

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

**LISA**

Pay me back next week.

**CAROL**

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

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

**MELVIN**

I'm starving.

**CAROL**

(firmly to Lisa)

Will you please take it?

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

**LISA**

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

**CAROL**

"Ready" is not my problem.

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

**CAROL**

(to Melvin)

Go sit down. You know you're not  
allowed back here... Spencer's

more excited about it than I am...  
He says, "Mom, I promise not to  
get a fever or cough during your date."

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

**CAROL**

I know. He's just the best.

**MELVIN**

I've got Jews at my table.

**CAROL**

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

The two waitresses signal their protests.

**CAROL**

Or you can just wait your turn...

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

**MELVIN**

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

**WOMAN**

What?!!

**MAN**

(to Woman)

Let's go --

The Woman starts to protest.

**MAN**

Let's leave. We're going.

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

**CAROL**

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

There is in Carol's attitude toward Melvin some

ingredient of self-satisfaction -- that she is the only one in the place who can handle him. She starts to clear the table.

**MELVIN**

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

**CAROL**

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

**MELVIN**

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

**ON CAROL**

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

**CAROL**

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

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

**CAROL**

Okay. I'll get your order.

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

**INT. CAROL'S APARTMENT - NIGHT**

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

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

**YOUNG MAN**

What?

**CAROL**

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

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

**CAROL**

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

(as he's put off)

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

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

**CAROL**

Kissing... kissing boys. Oh my.

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

**SPENCER (O.S.)**

(softly)

Grandma, grandma...

**YOUNG MAN**

Maybe you better check.

**CAROL**

Like what did you think I was going to do?

**INT. HALLWAY/BEVERLY'S ROOM - NIGHT**

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

**BEVERLY**

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

Carol now goes into her son's room.

**INT. SPENCER'S ROOM - NIGHT**

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

**SPENCER**

I'm sorry.

**CAROL**

Don't be silly. How bad?

**SPENCER**

Not bad.

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

**INT. LIVING ROOM - NIGHT**

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

**CAROL**

(a bit panicked)

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

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

**CAROL**

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

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

**CAROL**

That'll teach you.

**YOUNG MAN**

Don't apologize.

**CAROL**

(perturbed)

That wasn't an apology.

She notices his demeanor -- how he avoids looking at her --

how uncomfortable he is.

**CAROL**

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

(as he shifts  
uncomfortably)

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

**YOUNG MAN**

No way.

She brightens.

**YOUNG MAN**

I'll take a cab.

She deflates as he moves past her.

**YOUNG MAN**

Too much reality for a Friday night.

**EXT. HOLLAND TUNNEL - NIGHT**

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

**EVAN**

Why is every customer surprised I read books?

**DOUG**

(amazed)

You read books?

**EVAN**

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

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

**CARL**

(slightly exasperated)

Look, I just can't. I promised Simon I'd find him a model.

**FRIEND (V.O.)**

(on speaker phone,  
flirting)

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

Seeing the hustlers:

**CARL**

... I just found a model.

**DOUG**

(to Carl)

Hey, how it's goin'...

**EVAN**

Hey, hi... remember?

**CARL**

I only need one.

**EVAN**

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

**CARL**

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

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

**INT. SIMON'S APARTMENT - DAY**

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

**SIMON**

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

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

**SIMON**

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

And he turns and sees the naked model.

**SIMON**

(taken aback)  
This isn't a nude.

Vincent moves back to retrieve his clothes.

**VINCENT**

Just kidding around.  
(then mutters)  
So much for love.

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

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

**SIMON**

Exactly what is your previous  
experience?

**VINCENT**

How about that pose?  
(sing-song)  
This is not fun...  
(then)  
Give me some direction.

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

**SIMON**

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

**VINCENT**

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

**SIMON**

No... Okay. What I do is watch  
and wait for, um... You ever watch  
someone who doesn't know you're  
watching... an old woman on a bus,  
kids going to school and you see  
this flash come over them and you  
know immediately that it has  
nothing to do with anything  
external -- that it's in respond

to a private thought they just had? They are just sort of realer and more alive. And when you notice it so are you. If you look at someone long enough, you discover their humanity.

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

**VINCENT**

I know exactly what you mean.

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

**SIMON**

Hold it.

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

**INT. RESTAURANT - DAY**

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

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

**MELVIN**

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

**CAROL**

(reluctant forgiveness)

Okay.

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

**CAROL**

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

**MELVIN**

I see the help -- judgement call.

**CAROL**

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

**MELVIN**

What's wrong with your son, anyway?

**CAROL**

What do you care?

Melvin just looks at her.

**CAROL**

He's gotta fight to breathe. His asthma can just shoot off the charts -- he's allergic to dust and this is New York and his immune system bails on him when there's trouble so an ear infection... Is this bothering you?

**MELVIN**

(caught)

No.

**CAROL**

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

**MELVIN**

His name?

**CAROL**

Spencer.

**MELVIN**

Okay.

**CAROL**

(quietly)

Spence.

She exits.

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

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

**SIMON**

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

Vincent quickly and expertly picks a CD to meet his immediate needs and puts it on -- dying a little at every second of silence during the transition... then LOUD MUSIC PLAYS... Vincent even GOOSING the VOLUME. Simon does a take -- he gestures Vincent to take it down -- which Vincent does.

**ANGLE - APARTMENT**

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

**DOUG**

Lucky Vinnie -- he's a painting.

**INT. SIMON'S APARTMENT, STUDIO - DAY**

MUSIC PLAYS -- Simon cleaning up his stuff.

**VINCENT**

So you're practically finished, huh?

**SIMON**

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

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

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

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

**VINCENT**

Wait -- I want to see the painting.

**SIMON**

Just a second -- he has to go.

**VINCENT**

Please!! NO!!!

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

**INT. SIMON'S APARTMENT - LIVING ROOM - DAY**

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

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

**SIMON**

(to Vincent)

What's the matter, sweetheart?

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

**DOUG**

Yo.

Simon turns to Vincent.

**SIMON**

Why are you doing this?

**VINCENT**

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

Now Evan appears holding a brass hat rack.

**EVAN**

(to Vincent)

What are you doing? Cruising him?

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

**ON VERDELL**

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

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

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

**RAY**

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

**MELVIN**

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

**RAY**

(stunned)

What?

**MELVIN**

Just move on. No one here killed him.

**RAY**

Oh, is he dead?

**MELVIN**

Ask him.

**RAY**

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

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

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

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

**SWEET-FACED WOMAN**

I've been praying for him since I heard.

**FRANK**

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

**SWEET-FACED WOMAN**

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

**FRANK**

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

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

VERDELL starts WHIMPERING as a pissed Frank approaches his mugger:

**FRANK**

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

**MELVIN**

(quietly)  
I'm not saying nothing to you.

**FRANK**

Thanks for looking after him.

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

**INT. MELVIN'S APARTMENT - NIGHT**

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

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

**MELVIN (O.S.)**

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

(calls after Frank)

I can't take a dog.

(a confession)

Nobody's ever been in here before.

**FRANK (O.S.)**

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

**INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT**

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

**MELVIN**

You're dead!!

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

**MELVIN**

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

Melvin exits. Verdell is in a major funk.

**INT. MELVIN'S APARTMENT - KITCHEN - NIGHT**

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

**MELVIN**

Don't you touch anything.

**INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT**

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

**INT. HOSPITAL CORRIDOR - DAY**

Frank on the phone.

**FRANK**

(into phone)

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

**JACKIE**

We can see him.

**FRANK**

I'll meet you in there.

**INT. HOSPITAL ROOM - DAY**

As Jackie enters.

**JACKIE**

How you doing, great one?

**SIMON**

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

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

**SIMON**

That bad, huh?

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

**FRANK**

Hey, hey...

(as he sees him)

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

**SIMON**

Jackie, will you hand me the mirror?

**JACKIE**

(a small voice)

No.

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

**JACKIE**

Wait, I have a smaller one.

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

**SIMON**

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

**FRANK**

(sheepish)  
Your neighbor -- Udall -- is taking care of him.

**SIMON**

(suddenly alive and upset)  
How could you do that? He'll hurt him.

**FRANK**

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

**SIMON**

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

**FRANK**

Yes. Your dog is fine, Simon.

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

**SIMON**

Okay, waiting gives the devil time. Now!

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

**SIMON**

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

**EXT. CAROL'S RESTAURANT - DAY**

AN ESTABLISHING SHOT FEATURING Verdell tied up in front.

**INT. CAROL'S RESTAURANT - DAY**

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

**CAROL**

So what are you doing with a dog?

**MELVIN**

Suckered in. Set up. Pushed around.

**CAROL**

You're not worried that someone might take him?

**MELVIN**

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

**CAROL**

Sorry.

**MELVIN**

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

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

**CAROL**

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

**MELVIN**

How old are you?

**CAROL**

Oh, please...

**MELVIN**

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

Carol looks at him.

**CAROL**

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

**MELVIN**

(quickly)  
Otherwise, you're not ugly.

**CAROL**

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

**MELVIN**

What's with the dark?

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

**CAROL**

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

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

**MELVIN**

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

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

**MELVIN**

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

**CAROL**

You all set here?

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

**EXT. NEW YORK STREET - DAY**

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

**MELVIN**

It's a beautiful day for our walk.

Melvin slows -- observes the dog mirroring his behavior.

**ON VERDELL**

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

**MELVIN**

Don't be like me, don't you be like me. You stay just the way you are because you are a perfect man. I'm gonna take you home and get you something to eat... what you love.

**ANOTHER ANGLE**

**FEMALE PASSERSBY**

(charmed)  
Ohhh. I'd like to be treated like that.

**MELVIN**

(all smiles to Verdell)  
Let's go home and do some writing.

**INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT**

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

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

**MELVIN**

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

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

**MELVIN**

(singing to Verdell)  
Done!  
(playing with him some)  
Yes, I hate the doggy... yes, I hate the doggy.

He exits.

**MELVIN (V.O.)**

Sixty-two books... done!

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

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

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

**INT. NEW YORK APARTMENT BUILDING - HALLWAY - DAY**

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

**FRANK**

How's Verdell doing?

**MELVIN**

He's a pain in the ass.

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

**FRANK**

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

**MELVIN**

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

**FRANK**

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

**MELVIN**

(too loudly, weirdly)  
Okay by me.

Frank exits.

**INT. MELVIN'S APARTMENT - LIVING ROOM - DAY**

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

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

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

**MELVIN**

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

**SIMON**

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

A beat of silence as Melvin thinks whether to comply.

**SIMON**

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

**MELVIN**

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

**SIMON**

(not listening)  
Verdell?

**ON VERDELL**

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

**SIMON**

Hi, sweetheart.

Verdell isn't eager.

**ON SIMON**

The first gnawing pains of rejection.

**INT. SIMON'S APARTMENT - DAY**

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

**SIMON**

No. Please, don't force him.

**JACKIE**

(to dog)

You little stinker. He's given  
you everything.

**INT. MELVIN'S APARTMENT - LIVING ROOM - DAY**

**MELVIN'S POV**

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

**BACK TO SCENE**

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

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

**MELVIN**

Over the dog... an ugly dog.

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

**EXT. NYC STREETS - DAY**

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

**MELVIN**

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

**INT. PSYCHIATRIST'S OFFICE - DAY**

Melvin bursts in on the psychiatrist and emits one word.

**MELVIN**

Help!

**DOCTOR**

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

**MELVIN**

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

**DOCTOR**

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

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

**MELVIN**

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

**DOCTOR**

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

**MELVIN**

(suddenly)  
You changed the room around...

**DOCTOR**

Two years ago...

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

**DOCTOR**

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

**MELVIN**

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

**DOCTOR**

Yes.  
(as Melvin starts  
for the office)  
No.

**INT. PSYCHIATRISTS' WAITING ROOM - DAY**

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

**MELVIN**

(to other patients)

What if this is as good as it gets?

They look stricken. He exits.

**INT. CAROL'S RESTAURANT - DAY**

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

**CHERYL**

What the heck are those for?

**MELVIN**

No. No. Get Carol.

**CHERYL**

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

**MELVIN**

What are you trying to do to me?

**CHERYL**

What the heck do you mean?

**MELVIN**

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

(as she doesn't budge; he screams)

Do it!!!

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

**MANAGER**

Out. Be silent or leave.

**MELVIN**

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

**MANAGER**

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

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

**MELVIN**

There's going to be trouble???

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

**MELVIN**

Carol's last name?

**BUSBOY**

Connelly.

**EXT. BROOKLYN STREET - DAY**

An uncomfortable Melvin sitting in the back of a taxi.

**MELVIN'S POV**

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

**EXT. CAROL'S BUILDING - DAY**

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

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

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

**MELVIN**

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

**CAROL**

What are you doing here?

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

**MELVIN**

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

here saying...

**CAROL**

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

**MELVIN**

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

**CAROL**

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

**MELVIN**

Yes, I do, as a matter of fact... and to prove it I have not gotten personal and you have. Why aren't you at work? You're not sick -- you don't look sick... just very tired and bitter.

**CAROL**

My son is sick, okay?

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

**MELVIN**

What about your mother?

**CAROL**

How do you know about my mother?

**MELVIN**

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

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

**CAROL**

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

**MELVIN**

(uncomfortably)  
How ya doing?

Spencer just stares at him.

**MELVIN**

(miffed)

You should answer when someone  
talks to you...

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

**CAROL**

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

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

**INT. SPENCER'S ROOM**

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

**CAROL AND SPENCER**

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

**SPENCER**

104.9

**CAROL**

We are going to treat ourselves to  
a cab ride.

**EXT. BROOKLYN SIDEWALK - ANGLE ON CAROL - DAY**

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

**CAROL**

Melvin, wait!

The school kids pick up the chant in unison.

**SCHOOL KIDS**

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

He turns to face them.

**MELVIN**

Shut up, kids!

They immediately obey as Carol approaches him.

**CAROL**

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

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

**MELVIN**

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

**INT. BROOKLYN CAB - DAY**

As they settle in and drive off.

**CAROL**

Brooklyn Presbyterian Hospital, please and quickly please.

**EXT. HOSPITAL EMERGENCY ROOM - DAY**

As Carol enters the hospital.

**CAROL**

(calling back)  
I owe you three dollars.

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

**MELVIN**

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

**CAROL**

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

**INT. SIMON'S APARTMENT - DAY**

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

**JACKIE**

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

Simon forces his attention to Jackie.

**SIMON**

Sorry. What are those cards?

**JACKIE**

(a bit embarrassed)

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

**SIMON**

(scared shitless)  
Terrify me?

**JACKIE**

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

**ANGLE ON VERDELL**

as their conversation continues -- the dog is distressed.

**JACKIE (O.S.)**

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

**SIMON (O.S.)**

Well, I can't reach them.

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

**SIMON**

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

(trying to be Melvin-like)  
Well, here I am, you little pissant mop, happy to see me? How about another ride down the chute? Oh, God... I don't mean it, sweetheart...  
(on Jackie's look)  
I'm sorry. I know...

Verdell hides behind a chair.

**JACKIE**

Frank loves you. You know that... but I've spoken to him and he feels that --  
(reading from card)  
-- as a businessman, with limited resources...

**SIMON**

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

As Jackie looks at him then thumbs for a card.

**SIMON**

(overwhelmed)

Wow...

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

**INT. MELVIN'S APARTMENT - DAY**

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

**INT. PUBLISHER'S OFFICE - DAY**

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

**FEMALE EXECUTIVE (O.S.)**

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

**MELVIN (O.S.)**

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

**FEMALE EXECUTIVE (O.S.)**

(resigned)

Melvin, I'll try.

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

**FEMALE EXECUTIVE**

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

**MELVIN**

(curtly)

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

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

**ZOE**

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

**MELVIN**

What's it mean?

**ZOE**

That somebody out there knows what it's like to be...

(taps her head and heart)  
in here.

**MELVIN**

Oh God, this is like a nightmare.

**ZOE**

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

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

**ZOE**

How do you write women so well?

**MELVIN**

(as he turns  
toward her)

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

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

**EXT. STREET NEAR CAROL'S BUILDING - DAY**

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

**CAROL'S POV**

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

**BACK TO SCENE**

As Carol breaks into a run.

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

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

**CAROL**

Hello? Hello?

**VOICE (O.S.)**

Mrs. Connelly, I'm in here.

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

**INT. SPENCER'S ROOM - DAY**

**CAROL**

What? Please? Now? Tell me?!

**DR. BETTES**

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

**CAROL**

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

**DR. BETTES**

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

**CAROL**

(overlapping)

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

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

**SPENCER**

(to his mother)

Hi...

(they kiss)

Did you know there are doctors who  
come to your house?

**CAROL**

No, I didn't.

(to Bettes)

So why are you h...

Beverly, Carol's mother, enters the room. She is ebullient

which, if life allowed, would be her natural state.

**BEVERLY**

I didn't know you had a secret  
admire.

**CAROL**

Huh?

**BEVERLY**

You met the gift.

**SPENCER**

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

**CAROL**

(to Spencer)

Stay out of this... Doctor?

**DR. BETTES**

My wife is Melvin Udall's  
publisher.

(as Carol reacts)

She says I have to take great care  
of this guy because you're  
urgently needed back at work.  
What work do you do?

**CAROL**

I'm a waitress.

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

**BEVERLY**

In Manhattan.

**VOICE (O.S.)**

Dr. Bettes?

**DR. BETTES**

In here.

A NURSE enters.

**NURSE**

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

**DR. BETTES**

It's okay, Terry.

(hands her blood  
vail)

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

Carol and her mother exchange a look of incredulity.

**CAROL**

You're going to get the results today?!

**MOVING SHOT**

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

**DR. BETTES**

How long has he been having problems?

**CAROL**

Since forever.

**DR. BETTES**

Have they done blood tests on him?

**CAROL**

Yes.

**DR. BETTES**

Only in the emergency room or when he was well.

**CAROL**

Emergency room only.

**DR. BETTES**

Have they done skin testing for allergies?

**CAROL**

No.

**DR. BETTES**

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

**CAROL**

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

**DR. BETTES**

It's amazing these things weren't done.

**CAROL**

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

**DR. BETTES**

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

**CAROL**

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

**DR. BETTES**

Me. My home number is on this card.

**CAROL**

His home number.

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

**CAROL**

(to doctor)

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

**DR. BETTES**

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

**CAROL**

No.

She starts towards Spencer's room.

**DR. BETTES**

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

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

**CAROL**

Doc!!!

(then)

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

**DR. BETTES**

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

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

**INT. SIMON'S APARTMENT - DAY**

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

**NORA**

You poor, poor man.

**SIMON**

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

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

**SIMON**

What's wrong?

**NORA**

Who's going to walk Verdell?

Simon hadn't thought of this either.

**SIMON**

No, no.

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

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

**MELVIN**

Is he dead yet?

**NORA**

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

**MELVIN**

Absolutely.

**NORA**

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

**MELVIN**

Sure thing.

**NORA**

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

**MELVIN**

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

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

**INT. CAROL'S APARTMENT**

The doctor gone, mother and daughter arguing.

**CAROL**

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

**BEVERLY**

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

**CAROL**

It lets a crazy man into our lives.

**BEVERLY**

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

**EXT. NEW YORK APARTMENT - ESTABLISHING - DAY**

**INT. SIMON'S APARTMENT - DAY**

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

**SIMON**

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

(relief)

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

(more)

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

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

**SIMON**

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

(aghast)

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

(trying to figure it  
out)

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

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

**SIMON**

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

(as he listens)

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

(a bit of boldness)

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

Well, Frank has no right to discuss how much I'm in hock...

no, you're right -- not the point.

So... what have you been up to???

Uh-huh... Oh, the group show...

how was it? Well, I'm not

surprised that there's that much talent around... great... Look --

gotta go... no, you shouldn't feel that way at all... take care, you,

too... you, too... Good-bye.

(as he hangs up)

Pal o' mine.

It's very quiet.

**LONG SHOT - SIMON**

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

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

**MELVIN**

Maybe I'll bring him some food by.

**SIMON**

Thank you for walking him.

Simon wheels away from Melvin.

**SIMON**

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

**MELVIN**

It smells like shit in here?

**SIMON**

Go away.

**MELVIN**

That cleaning woman doesn't...

**SIMON**

Please, just leave.

**MELVIN**

Where are all your queer party friends?

**SIMON**

(his first shout)

Get out.

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

**SIMON**

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

**MELVIN**

Nellie, you're a disgrace to depression.

**SIMON**

Rot in hell, Melvin.

**MELVIN**

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

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

**SIMON**

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

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

**SIMON**

So the life I was trying for is over. The life I had is gone and I am feeling so damn sorry for

myself that it is difficult to breathe. Right times for you -- huh, Melvin. The gay neighbor is terrified...

(a sudden screamed word surprises them both)

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

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

**MELVIN**

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

**SIMON**

Get out.

**MELVIN**

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

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

**MELVIN**

I carry bacon in my pocket.

**SIMON**

(pleased)  
Oh, my gosh.

**MELVIN**

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

**SIMON**

Come on, sweetheart...

**MELVIN**

Yo, yo, yo...

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

**SIMON**

Would you leave now, please?

**MELVIN**

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

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

**INT. CAROL'S APARTMENT - LIVING ROOM - NIGHT**

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

**INT. BEVERLY BEDROOM - NIGHT**

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

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

**EXT. BROOKLYN STREET - NIGHT**

Carol seeing a bus and dashing after it.

**EXT. MANHATTAN BRIDGE - TWO AM**

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

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

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

**ANGLE ON MELVIN AND SIMON'S APARTMENT HOUSE**

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

**INT. NEW YORK APARTMENT BUILDING - NIGHT (RAIN)**

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

**INT. NEW YORK APARTMENT BUILDING - HALLWAY - NIGHT**

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

of the door.

**CAROL**

Uh, Udall?

**MELVIN (O.S.)**

Carol the waitress?

**CAROL**

Yes.

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

**CAROL**

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

**MELVIN**

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

**CAROL**

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

**MELVIN**

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

**CAROL**

Why did yo do this for me?

**MELVIN**

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

**CAROL**

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

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

**MELVIN**

You waiting for me to say something?

(as she shakes her head)  
What sort of thing do you want?  
Look, I'll be at the restaurant  
tomorrow.

**CAROL**

I don't think I can wait until  
tomorrow. This needs clearing up.

**MELVIN**

What needs clearing up?

**CAROL**

(strong and true)  
I'm not going to sleep with you.  
I will never, ever sleep with you.  
Never. Not ever.

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

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

**MELVIN**

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

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

**CAROL**

I'm not kidding.

**MELVIN**

Okay!!!! Anything else?!?

**CAROL**

Just how grateful I am.

Her mission completed -- she turns.

**MELVIN**

So you'll be at work?

**CAROL**

Yes.

**INT. MELVIN'S APARTMENT - NIGHT**

It's a 3:22 a.m. as the two digital clocks on Melvin's  
night stand tell us... He gets up -- the first time we've  
seen his waking routine -- taps one foot on the floor  
twice -- then the other foot -- two more taps and his  
body angles from the bed in a deliberate way.

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

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

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

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

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

**SIMON'S APARTMENT**

**MELVIN**

I took a chance you were up.

Simon walks painfully back to a chair.

**MELVIN**

I brought you Chinese soup.

**SIMON**

Thanks.

**MELVIN**

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

**SIMON**

Got any easier questions?

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

**MELVIN**

I haven't been sleeping. I haven't been clear or felt like myself. I'm in trouble. Some son of a bitch is burning my bridges behind my back... But the tiredness -- boy... Not just sleepy.

**SIMON**

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

**MELVIN**

(brightening)

Yeah...

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

**MELVIN**

I'm glad we did this.

He rises and makes an awkward exit.

**MELVIN**

Good talking to you.

He exits -- Simon puzzled and concerned.

**INT. CAROL'S APARTMENT - NIGHT**

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

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

**BEVERLY**

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

**CAROL**

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

**BEVERLY**

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

**CAROL**

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

**BEVERLY**

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

(struts and pumps  
her arms)

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

**CAROL**

(more emotionally  
than she intended)

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

(looking at paper;  
weepy)

This can't be right -- con-  
science.

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

**BEVERLY**

Carol. What?

Carol is amazed at herself... that she might not be able  
to stem the flow... wide-eyed with apprehension, she  
looks at her mother, who, in return, only nods permission  
for Carol to let it go. A last defiant snort from Carol  
-- and then she is overwhelmed. The headline comes first.

**CAROL**

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

**BEVERLY**

Go ahead.

**CAROL**

(great, forceful  
hand gestures)

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

(this next one's  
tough)

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

any.  
                  (weeps at her  
                  insight)  
Oh, boy. Who needs these  
thoughts?

**BEVERLY**

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

**CAROL**

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

                  (puffy; red;  
                  furious)

What is it, Mom? No kidding.

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

**CAROL**

What is it you want? What?

**BEVERLY**

I want us to go out.

A beat, then.

**CAROL**

                  (simply)

Okay.

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

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

**CAROL**

                  (to Sean)

We're going out.

**SEAN**

                  (looking at their  
                  red eyes)

Looks like fun.

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

**CAROL**

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

you.

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

**CAROL**

Do you love me?

**SPENCER**

Uh-huh.

Carol exits.

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

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

**BEVERLY**

Nice to get out, isn't it?

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

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

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

**CAROL**

Don't get it wet.

Lisa brushes the paper -- finishes and embraces Carol.

**CAROL**

So it's okay?

**LISA**

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

**CAROL**

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

(looking over)

Can you believe he's eating with  
someone.

**ON MELVIN & FRANK**

**MELVIN**

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

**FRANK**

Sure -- take him to the vet.

**MELVIN**

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

**FRANK**

Do it.

**CAROL**

Melvin.

She self-consciously hands him with the thick envelope.

**MELVIN**

What's this?

**CAROL**

(sotto)

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

He hands it back to her deliberately. She takes it and walks back to the service area where, embarrassed, confused, and messed with -- she tosses the note.

After Carol leaves...

**FRANK**

She's nice.

**MELVIN**

(to Frank)

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

**FRANK**

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

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

**FRANK**

What?

**MELVIN**

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

**FRANK**

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

**MELVIN**

About a dog.

**FRANK**

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

**MELVIN**

Concerned. I'm just the hall monitor here.

**FRANK**

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

**MELVIN**

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

**FRANK**

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

**MELVIN**

Think white and get serious.

Carol enters scene.

**FRANK**

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

**MELVIN**

(loudly)

Like the wind but I'm not doing it.

**CAROL**

Getting loud, getting loud.

**MELVIN**

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

**CAROL**

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

She exits. Frank prepares to depart.

**MELVIN**

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

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

**MELVIN**

(excited)

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

**FRANK**

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

**MELVIN**

Last word freak.

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

**CAROL**

So. Anything else?

**MELVIN**

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

**CAROL**

Okay.

**MELVIN**

Hey, what I did for you is working out?

**CAROL**

(a breath; then)

What you did changed my life.

She offers him the note.

**MELVIN**

No... no thank you notes.

**CAROL**

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

**MELVIN**

Lovely.

**CAROL**

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

(reading from the  
letter, Melvin  
wildly uncomfortable)

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

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

**CAROL**

... and I'm sorry for never spotting, right there at the table in the restaurant, the human being that had it in him to do this thing for us... You know what, I'm just going to start from the beginning... I have not been able to express my gratefulness to you... even as I look at the word "grateful" now it doesn't begin to tell you what I feel for you...

And finally Carol notes Melvin's mood and pauses.

**MELVIN**

Nice of you... thank you.

**CAROL**

Thank you.

**MELVIN**

Now I want you to do something for me.

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

**CAROL**

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

**MELVIN**

I want you to go on this trip.

**CAROL**

No, sir...

**MELVIN**

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

**CAROL**

The stiff one eye?

**MELVIN**

Two days.

**CAROL**

I can't. I work.

**MELVIN**

You take off when you have to.

**CAROL**

My son.

**MELVIN**

Bettes tells me he's doing fine.

**CAROL**

(no other way)  
Melvin, I'd rather not.

**MELVIN**

What's that got to do with it?

**CAROL**

Funny, I thought it was a strong  
point.

**MELVIN**

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

**CAROL**

Are you saying accepting your help  
obligates me!?

**MELVIN**

Is there another way to see it?

**CAROL**

No.

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

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

**CAROL**

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

She holds up a dress -- a pretty one... then decides it's  
too pretty and puts it back... Now she looks in another  
drawer and pauses as if she ponders one of the mysteries  
of the ages. She hesitates then talks to herself.

**INSERT -- UNDERWEAR DRAWER**

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

**CAROL**

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

As she exits the room --

**INT. CAROL'S APARTMENT - KITCHEN - NIGHT**

As she picks up the phone.

**INT. MELVIN'S APARTMENT - BEDROOM - NIGHT**

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

**MELVIN**

Woo-woo.

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

**ON CAROL**

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

**CAROL**

Hello?

**MELVIN**

Are you still coming?

**CAROL**

Yes.

Melvin visibly relaxes.

**CAROL**

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

**MELVIN**

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

(correcting himself)

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

**CAROL**

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

**MELVIN**

Oh.

(a beat)

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

**CAROL**

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

**MELVIN**

Whether crabs are in season there now...

**CAROL**

Oh. Okay, then -- Melvin. Good night.

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

Beverly looks up expectantly as her daughter enters.

**BEVERLY**

How was it talking to him?

**CAROL**

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

**BEVERLY**

Well, maybe he has nice friends.

**EXT. CAROL'S APARTMENT BUILDING - DAY**

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

**CAROL**

(to Spencer)

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

As she boards the bus.

**BEVERLY**

Call me as soon as you're settled.

**CAROL**

(to Spencer)

I love you.

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

**CAROL**

(to bus driver)

Sensitive, huh?!

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

**INT. VETERINARIAN'S WAITING ROOM - DAY**

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

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

**VETERINARIAN**

Anything unusual in the dog's diet?

**MELVIN**

No. Everybody gets their own cage?

**VETERINARIAN**

Certainly.

**MELVIN**

(pointing to  
Chihuahua)

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

(pointing to large  
dog)

... Builds his confidence.

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

Carol disembarks.

**EXT. APARTMENT BUILDING (NEW YORK) - DAY**

As she walks and turns a corner.

**CLOSE ON CAROL**

The shot of the prisoner taking the walk toward the death chamber. But the prisoner -- has grit -- her knees do not buckle. She does not whimper. No prison "screws" will have to support her weight. Still, the prospect couldn't be grimmer.

**CAROL'S POV**

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

**CLOSER ON MELVIN**

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

**FRANK**

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

**SIMON**

(upset)  
So am I, Frank.

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

**MELVIN**

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

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

**CAROL**

Hi.

**MELVIN**

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

**CAROL**

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

**SIMON**

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

**MELVIN**

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

Carol puts her bag in the car.

**MELVIN**

I was going to do that for you.

**CAROL**

(taken aback)

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

**MELVIN**

(totally non-plussed)

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

**CAROL**

(to Simon)

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

**SIMON**

That's very thoughtful.

**MELVIN**

Never a break. Never.

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

**MELVIN**

You're really jammed back there.

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

**CAROL**

Thanks, Melvin.

**MELVIN**

Welcome.

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

**EXT. 12TH STREET**

Turning onto Fifth.

**MELVIN**

I got the whole ride programmed.

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

**MELVIN**

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

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

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

**CAROL (O.S.)**

Hey, I like this music.

And, as the MUSIC PLAYS, Simon looks out.

**EXT. ROAD - DAY**

The three of them... Carol chattering away.

**CAROL**

I don't know the last time I've been out of the city... Hey, my arms are tanning. I used to tan

great. We gotta stop soon so'se  
I can check on Spencer.

**SIMON**

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

**MELVIN**

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

**EXT. ROAD - DAY**

A short time later. Carol is now driving.

**CAROL**

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

**MELVIN**

Nonsense!

**CAROL**

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

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

**SIMON**

Do you want to know what happened  
with my parents?

**CAROL**

Yes. I really would.

**SIMON**

Well...

**CAROL**

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

Car pulling over toward parking spot.

**EXT. HIGHWAY - CURBSIDE - CONVERTIBLE - DAY**

She takes the car curbside and parks.

**CAROL**

Now go ahead.

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

**SIMON**

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

**MELVIN**

This stuff is pointless.

**CAROL**

Hey -- you let him...

**MELVIN**

You like sad stories -- you want mine.

**CARL**

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

**SIMON**

Okay. Well, one day my father came in on one of those painting sessions when I was nine -- and he just started screaming at her -- at us -- at evil. And...

**MELVIN**

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

**CAROL**

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

**SIMON**

I was trying to defend my mother and make peace, in the lamest way.

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

(gathers himself)

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

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

**CAROL**

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

Melvin shifts INTO the FRAME.

**MELVIN**

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

**CAROL**

No.

**SIMON**

Not it at all, really.

**MELVIN**

(a veteran's irony)

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

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

**MELVIN**

Two bedrooms and the sofa opens...

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

**CAROL**

(to Simon)

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

**MELVIN**

Yes... sure.

(to Simon)

I'll take the sofa.

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

**CAROL**

(into phone)

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

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

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

**MELVIN**

Can I ask you a personal question?

Simon laughs loudly in apprehension squared.

**MELVIN**

Do you ever get an erection for a woman?

**SIMON**

Melvin...

**MELVIN**

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

**SIMON**

You consider your life easy.

**MELVIN**

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

**INT. HOTEL SUITE - LIVING ROOM - DAY**

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

**CAROL**

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

**MELVIN**

Dancing?

**SIMON**

I can't, I'm exhausted.

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

**CAROL**

(to Simon)

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

**SIMON**

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

**CAROL**

What a nice compliment.

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

**CAROL**

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

She exits the room. Melvin unnerved.

**MELVIN**

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

**INT. HOTEL SUITE - NIGHT**

As Carol, dressed in a thrift shop find, enters the main room of the suite and hears the SHOWER running -- she sits down to wait -- through...

**SERIES OF DISSOLVES**

Showing the enormous length of time which transpires until

finally a seriously clean Melvin emerges from the bathroom through a cloud of steam. They exit.

**EXT. FIRST RATE RESTAURANT - NIGHT**

As they drive up.

**VALET**

Good evening, sir.

**MELVIN**

They sell hard shell crabs here?

**VALET**

Yes.

**INT. FIRST RATE RESTAURANT - NIGHT**

As they enters...

**HEAD WAITER**

Good evening.

**MELVIN**

Hi. You have hard shells, right?

**CAROL**

Stop asking everyone.

**MELVIN**

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

**HEAD WAITER**

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

**MELVIN**

What?

**HEAD WAITER**

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

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

**MELVIN**

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

**CAROL**

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

(to Head Waiter)

You have these dry cleaned all the

time, don't you?

**HEAD WAITER**

Actually, I don't think so.

**MELVIN**

(to Carol)

Wait here.

**EXT. FIRST RATE RESTAURANT - NIGHT**

As Melvin takes his car back from the valet.

**EXT. STREET - SHOPPING MALL - NIGHT**

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

**INT. SHOPPING MALL - MEN'S STORE - NIGHT**

Melvin walks to the doorway and stops suddenly.

**SALESMAN**

Good evening.

**MELVIN**

I need a coat and tie.

**OTHER ANGLE**

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

**SALESMAN**

Come on in.

**MELVIN**

No.

**SALESMAN**

No?

**MELVIN**

(pointing)

That jacket and give me a tie.

**EXT. FIRST RATE RESTAURANT - NIGHT**

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

**VALET #2**

Good evening.

**MELVIN**

You have hard shells?

**VALET #2**

I'm not sure.

**MELVIN**

Everyone else says you do.

**VALET #2**

Then I guess we do.

**INT. FIRST RATE RESTAURANT**

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

**HEAD WAITER**

Shall I get her for you?

**MELVIN**

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

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

**CAROL**

(mouthing the words  
to Melvin)

My drink is following me.

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

**CAROL**

You look s...

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

**CAROL**

You look great.

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

**CAROL**

You wanna dance?

**MELVIN**

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

**CAROL**

(rising)  
And?

**MELVIN**

No...  
(and before she can  
digest that)  
... I don't get this place. They  
make me buy an outfit but they let  
you wear a house dress. I don't  
get it.

**ON CAROL**

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

**MELVIN**

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

**CAROL**

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

**MELVIN**

(really pissed,  
mutters)  
That monominute somebody gets that  
you need them they threaten to go  
away. Never fails.

**CAROL**

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

**MELVIN**

Okay.

He waves her down.

**CAROL**

(sitting)  
And mean it...

**MELVIN**

Can we order first?

She thinks and then nods. The waiter is across the room.

This does not stop Melvin.

**MELVIN**

(calling)

Two crab dinners and pitcher of cold beer.

(to Carol)

Baked or fries?

**CAROL**

Fries.

**MELVIN**

(calling)

One baked -- one fries.

**STARTLED WAITER**

(shouting back)

I'll tell your waiter.

**MELVIN**

(to Carol)

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

**CAROL**

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

**MELVIN**

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

(this is hell for him)

I have this -- what? Ailment... And my doctor -- a shrink... who I used to see all the time... he says 50 or 60 percent of the time a pill can really help. I hate pills. Very dangerous things, pills. "Hate," I am using the word "hate" about pills. My compliment is that when you came to my house that time and told me how you'd never -- well, you were there, you know... The next morning I started taking these pills.

**CAROL**

(a little confused)

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

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

then:

**MELVIN**

You make me want to be a better man.

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

**CAROL**

That's maybe the best compliment of my life.

**MELVIN**

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

Carol laughs.

**CAROL**

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

**MELVIN**

Takes months to know... They work little by little.  
(holds his head;  
then)  
Talking like this is exhausting.

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

**CAROL**

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

**MELVIN**

Never.

**CAROL**

Here's the trouble with never.

**TIGHT SHOT**

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

**MELVIN**

You don't owe me that.

**CAROL**

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

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

**MELVIN**

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

**CAROL**

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

She kisses him again.

**CAROL**

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

**MELVIN**

(dissembling)

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

**CAROL**

(humiliated)

Sex with Simon?

**MELVIN**

It's one idea...

**CAROL**

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

**MELVIN**

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

**CAROL**

(wiping away tears)  
I'll never forget you said it.

**MELVIN**

It was a mistake.

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

**INT. SIMON'S HOTEL ROOM - NIGHT**

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

**PARENTS' VOICE**

(humorless male voice)  
Hi. This is Fred Bishop...  
(perky woman's voice)  
... and Betty.  
(Fred again)  
We are sorry to be unable to take your call right now. Please leave a message and we'd appreciate your including the time/date and purpose of your call.  
(Simon mouths the word "date," then Betty speaks before the beep Bye-bye.

**SIMON**

Ah, this is Simon... I'm here in town...  
(he waits)  
... and, folks, you haven't come home later than 10 in your lives. Please pick up -- really...  
Okay... I'm going to call again in the morning. I need to see you.  
Or, at least get you to answer the phone.

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

**INT. HOTEL SUITE - CAROL'S ROOM - NIGHT**

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

**INT. HOTEL SUITE - SIMON'S ROOM - NIGHT**

**SIMON**

Hello... Hello???

Carol thrusts open the door and enters...

**SIMON**

Was this supposed to be your room?

**CAROL**

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

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

**SIMON**

Can you not be violent?

**CAROL**

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

**SIMON**

(emphatically)  
No!!!

**CAROL**

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

**SIMON**

Uh-huh...

**CAROL**

I'm sorry... are you okay?

**SIMON**

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

**CAROL**

Why? What have you been thinking  
about?

**SIMON**

How to die, mostly.

**CAROL**

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

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

**SIMON**

(turning off the light)  
Good night.

**CAROL**

Good night.

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

**SIMON'S POV**

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

**BACK TO SCENE**

**SIMON**

(a whisper)  
Hold it.

He leaves the bed.

**ANGLES ON HOTEL DESK**

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

**SIMON**

I've got to sketch you.

**CAROL**

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

**SIMON**

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

**CAROL**

Stop staring. Do a vase.

**SIMON**

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

**CAROL**

Thanks. But I just want to take a

bath and...

**SIMON**

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

**CAROL**

All right, cut me a break.

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

**INT. BAR - NIGHT**

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

**MELVIN**

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

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

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

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

**CAROL (O.S.)**

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

**FULL SHOT**

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

**SIMON**

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

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

**INT. HOTEL SUITE - LIVING ROOM - DAY**

Melvin is having a room service breakfast.

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

**MELVIN**

Did you have sex with her?

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

**MELVIN**

Sorry, didn't realize she was right there.

(a beat)

Did you have sex with her?

**CAROL**

To hell with sex.

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

**CAROL**

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

**SIMON**

I just love her.

(beat)

How're you doing?

Melvin reacts.

**INT. HOTEL SUITE - DAY**

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

**SIMON**

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

**ON MELVIN AND CAROL**

Melvin has been reduced to straight talk as Carol brings

the bathroom bounty into the room and begins to put it in her suitcase.

**MELVIN**

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

**SIMON**

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

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

**MELVIN**

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

**SIMON**

I'm going back with you.

**CAROL**

But what about...

**SIMON**

I'll take care of myself --

**MELVIN**

What are you talking about? You got real problems.

**SIMON**

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

**CAROL**

One night with me!

**SIMON**

You think you're kidding.

Melvin stalks out.

**EXT. HIGHWAY - DAY**

The car parked near a phone booth --

**MELVIN**

(to Frank over  
the phone)

Aww Jesus! No choice.

Carol walks up to Simon in the car.

**CAROL**

I got a gift for you.

She hands him a base ball cap.

**MELVIN**

(on phone)

Nothing like no choice to make you  
feel at home.

**CAROL**

(to Simon)

Let me see... Ahh, gorgeous!

**MELVIN**

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

Melvin hangs up the phone.

**MELVIN**

Good-bye.

(to Simon)

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

**SIMON**

Another place where?

**MELVIN**

Does it matter?

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

**CAROL**

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

**MELVIN**

What do you mean? You said you  
liked it.

**CAROL**

I don't.

**MELVIN**

This one has a special meaning.

**CAROL**

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

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

**EXT. APARTMENT BUILDING (NEW YORK) - NIGHT**

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

**MELVIN**

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

**CAROL**

(hefting bag)  
I'll take a bus.

**MELVIN**

I'll take you... why not?

**CAROL**

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

**SIMON**

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

**CAROL**

Don't want to. I love you.

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

**MELVIN**

Don't say anything.

**INT. MELVIN'S APARTMENT KITCHEN - NIGHT**

Where Verdell's ears prick.

**INT. APARTMENT - NIGHT**

As they enter.

**MELVIN (O.S.)**

I told you to go on in.

**SIMON (O.S.)**

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

The door opens, revealing them:

**MELVIN**

I think you gotta camp it here...

**SIMON**

What are you talking about?

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

**SIMON**

(to Verdell)

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

Melvin reacts.

**SIMON**

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

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

**MELVIN**

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

(leading the way)

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

Simon follows.

**INT. SIMON'S NEW ROOM - NIGHT**

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

**SIMON**

Thank you, Melvin. You overwhelm me.

**MELVIN**

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

**SIMON**

I love you.

Melvin looks at him finally -- pretensions fall.

**MELVIN**

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

**INT. CAROL'S APARTMENT - NIGHT**

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

**INT. MELVIN'S APARTMENT - BEDROOM - NIGHT**

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

**SIMON (O.S.)**

Where is my big hairy boy?

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

**SIMON (O.S.)**

Verdell, sweeties?

Melvin breathes again. Simon enters the room.

**SIMON**

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

**MELVIN**

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

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

**SIMON**

Should I get it?

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

**SIMON (O.S.)**

Hello.

**ON SIMON**

**SIMON**

(into phone)

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

He walks back to Melvin's room.

**INT. MELVIN'S ROOM - NIGHT**

As he enters.

**SIMON**

It's Carol.

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

**MELVIN**

Here. Take the dog.

As he speeds him out...

**SIMON**

Good luck.

**INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT**

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

**MELVIN**

Hello.

**CAROL**

Yeah... Well...

**MELVIN**

(very concerned)

How you doing?

**CAROL**

I can trust my brain.

**MELVIN**

That seems like a good choice.

**CAROL**

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

**MELVIN**

The two might go together.

**CAROL**

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

**MELVIN**

(what the hell)

Cute.

**CAROL**

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

He nods his head, "yes."

**CAROL**

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

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

**MELVIN**

Okay to say something now?

**CAROL**

Go ahead.

**MELVIN**

I should've danced with you.

**CAROL**

Okay. Good-bye.

**MELVIN**

So long.

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

**INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT**

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

**MELVIN**

You going to come talk to me or not?

**SIMON**

I'm coming.

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

**SIMON**

What did she say?

**MELVIN**

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

**SIMON**

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

**MELVIN**

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

**SIMON**

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

**MELVIN**

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

from my life.

**SIMON**

Did you like it that much?

**MELVIN**

(furiously)

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

**SIMON**

(getting pissed)

Picking on me won't help.

**MELVIN**

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

**SIMON**

But you know where you're lucky?

**MELVIN**

Absolutely not.

**SIMON**

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

**MELVIN**

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

**SIMON**

Then get in your jammies and I'll read you a story... I think you've got a chance. The only real enemy you have is her ability to think logically -- the best thing you have going for you is your willingness to humiliate yourself if it gives you one chance in whatever -- so go catch her off-guard.

**MELVIN**

Okay. Thanks a lot. Here I go.

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

**SIMON**

What's wrong?

**MELVIN**

I forgot to lock the door.

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

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

**INT. CAROL'S APARTMENT BUILDING - VESTIBULE - NIGHT**

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

**INT. CAROL'S APARTMENT - NIGHT**

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

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

**HER POV**

The convertible at the curb.

**BACK TO SCENE**

She hesitates --

**INT. CAROL'S APARTMENT BUILDING - VESTIBULE - NIGHT**

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

**INT. CAROL'S APARTMENT - NIGHT**

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

**CAROL**

What do you want, Melvin?

**MELVIN**

Were you asleep?

**CAROL**

What do you want?

**MELVIN**

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

**CAROL**

Grouchy?

**MELVIN**

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

**CAROL**

What job?

**MELVIN**

Were you asleep?

**CAROL**

What are you doing here?

**ANOTHER ANGLE**

Beverly in the hallway looking on --

**BACK TO SCENE**

**MELVIN**

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

He half turns to leave.

**CAROL**

I wasn't asleep!!

**MELVIN**

What a break...

**CAROL**

(losing it a bit)  
Is it a secret what you're doing  
here?

**MELVIN**

I had to see you...

**CAROL**

Because...

**MELVIN**

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

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

**ANOTHER ANGLE**

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

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

**MELVIN**

(serious)

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

But suddenly Carl is shouting to the heavens.

**CAROL**

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

**BEVERLY**

(butting in)

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

(as Carol turns  
to her)

Sorry... didn't mean to interrupt.

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

**MELVIN**

(hopefully)

Boyfriend?

**CAROL**

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

**MELVIN**

Maybe we could live without the  
wise cracks.

She looks at him -- then:

**CAROL**

Maybe we could...

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

**MELVIN**

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

**CAROL**

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

**MELVIN**

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

**CAROL**

Okay.

**EXT. STREET - NEAR BAKERY - NIGHT**

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

**CAROL'S POV**

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

**BACK TO SCENE**

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

**CAROL**

(gently; almost lovingly)  
I'm sorry, Melvin -- but whatever this is -- is not going to work.

**ON MELVIN**

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

**MELVIN**

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

**CAROL**

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

(as he scoffs)

I'm not the answer for you.

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

**MELVIN**

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

**CAROL**

You know what? I...

**MELVIN**

Just let me talk.

(gathers himself  
with uncertainty,  
then:)

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

(he has reached  
her)

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

**ON CAROL**

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

**MELVIN**

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

(a real question  
filled with  
concern for her)

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

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

**CAROL**

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

**MELVIN**

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

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

**MELVIN**

I know I can do better.

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

**CAROL**

Warm rolls...

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

**FADE OUT**

**THE END**