



**MGM**  
**TELEVISION**



FAME

"Class Act"

Prod. #2726

written by

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CAST LIST

LYDIA GRANT  
BRUNO MARTELLI  
COCO HERNANDEZ  
BENJAMIN SHOROFSKY  
DANNY AMATULLO  
ELIZABETH SHERWOOD  
DORIS SCHWARTZ  
LEROY JOHNSON  
JULIE MILLER  
REARDON

ANGELO MARTELLI  
MRS. BERG

BEN PETTIT  
LISA  
MECHANIC  
YOUNG WAITER  
GOFER



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"Class Act"

Prod. #2726

PRE-PRODUCTION MUSIC CUES 7/12/82

MUSIC #1 p.8/sc.14-20 "JUST LIKE YOU" Lydia dancing  
P.B. #2726-1-V  
pre-recorded (3:48)

MUSIC #2 p.13/sc.29-33 Bruno's terrible conducting  
P.B. #2726-2-NV  
string quartet  
(:20 est.)

MUSIC #3 p.39/sc.62-64 Coffee house slow dance, Lydia and Ben  
temp. track  
P.B. #2726-3-NV  
(1:15 est.)

MUSIC #4 p.47/sc.72 Belly dancer at Sherwood's class  
record live  
(:20 est.)

MUSIC #5 p.49/sc.75 Belly dancer at Lydia's class  
record live  
(:20 est.)

MUSIC #6 p.58/sc.87-90 String ensemble (with Julie)  
Bruno conducting  
"EINE KLEINE NACHE MUSIK", Mozart  
P.B. #2726-6-NV  
pre-recorded (:15 est.)

MUSIC #7 p.61/sc.92 "FLYING HIGH" Coco dancing, with band  
P.B. #2726-7-NV  
pre-recorded (3:20)

MUSIC #8 p.63/sc.101-102 "FLYING HIGH" Leroy, Julie, Doris  
pre-record cello for playback  
P.B. #2726-8-NV  
(2:00 est.)

MUSIC #9 p.66/sc.108 "DANCING ENDLESSLY" Lydia and Ben  
dancing  
P.B. #2726-9-V  
pre-recorded (3:20)



FAME

"Class Act"

ACT ONE

FADE IN:

1 EXT. GAS STATION - CLOSE ON RADIO - DAY 1

It's a large unit with a cassette playing capability, the speakers directed out toward the service plaza area of the establishment. As the CREDITS START, we HEAR emanating from the RADIO'S SPEAKERS:

ANNOUNCER (V.O.)

(filter)

All right, Jack -- it's weekend time! Don't you roll over and eat your pillow now! Time to wind up and go, turkey! Your Man Stan ain't about to let you throw this day out the window, you know what I'm sayin'? And if the words can't get you off your duff enough, then I got sounds that are guaranteed to get you on the move! Like heavy duty, cutie -- like now and Pow!

And as the CAMERA PULLS BACK FROM the radio, the CREDITS CONTINUE as the MUSIC CUE (Post) is heard. As we SWING AROUND TO REVEAL the exterior of the station, we note that there is very little activity taking place this early in the morning. However, some business is on the way. Headed up the street toward the station are LYDIA and SHERWOOD. Both were obviously out for a bracing bike ride to start off the day, a sylvan swoop through the park. Their plan didn't quite work out. We know this because Lydia is walking her bike, one of the tires being flatter than Ethel Merman's pitch.

2 CLOSER ANGLE - SHERWOOD AND LYDIA 2

as they roll in off the street onto the station's service area. CREDITS END about here.

LYDIA

(irked)

I had the whole weekend planned out and this screws it up.

(MORE)

(CONTINUED)



2 CONTINUED:

2

LYDIA (CONT'D)

By the time I get this fixed,  
we're late getting started and  
by the time we finish, I'll be late  
getting back to my place and that  
means I'll be late getting to dance  
class, and then I'll --

SHERWOOD

Skip something.

LYDIA

Like what?

SHERWOOD

Skip dance class.

LYDIA

Bite your tongue.

SHERWOOD

Then scratch the bike ride. My  
feelings won't be hurt.

LYDIA

But then I'd be wasting money if  
I got the tire fixed. And if I  
don't get it fixed, I'll have to  
walk the bike all the way back to  
my apartment, and then I'll still  
be late for my dance class.

SHERWOOD

Say good night, Gracie  
(before Lydia  
can reply)  
Do whatever you want.

3 DIFFERENT ANGLE

3

INCLUDING a MECHANIC who is deeply engrossed with studying  
the engine of a late model sedan. Lydia speaks as she  
and Sherwood draw near, the ANGLE ADJUSTING as they come  
closer TO REVEAL that the sedan is in fact a stretch limo.

LYDIA

Excuse me? Could you give me  
some help here...

(CONTINUED)



3 CONTINUED:

3

SHERWOOD

(re: the limo)

I've got a feeling we're going  
to come in second.

The Mechanic straightens up briefly, glances at the two  
attractive women with a smile, but keeping his priorities  
in order.

MECHANIC

Get to you when I can. But it'll  
take a while.

SHERWOOD

Well, we don't mean to nag, but  
if you could hurry it up as much  
as possible, we'd really appreci --

Sherwood finds her polite request cut off by Lydia, who pulls  
her away, smiling a message to the Mechanic that he need not  
take Sherwood's admonition all that seriously.

4 CLOSER - SHERWOOD AND LYDIA

4

Sherwood unclear as to what the hell is going on.

SHERWOOD

What?

LYDIA

The license plate. Look at it.

Sherwood looks in the indicated direction.

5 THEIR POV - THE LIMO LICENSE PLATE

5

A personalized plate which reads: CLASSACT.

6 BACK ON LYDIA AND SHERWOOD

6

The latter still flying blind.

SHERWOOD

What about it?

Lydia instantly falls into an imitation of a smooth-talking  
charismatic gentleman we'll meet in a few minutes.

(CONTINUED)



LYDIA

(mellow)

Showtime, gentle people, sit back  
and relax...gonna dance a little  
for ya...ain't I a class act...?

SHERWOOD

Ben Pettit? You think so?

LYDIA

Who else would have that plate?  
Who else would be in a limo at  
seven-fifteen in the morning?

SHERWOOD

(calming influence)

It could be a rented limo. Could  
be headed for the airport.

Lydia is looking o.s.

LYDIA

And who else would have a lady  
like that bringing him coffee?

as a stunning looking Black woman in her late twenties comes walking across the street to the station. She carries a cardboard container of coffee and some sort of sweet roll. Aside from her traffic stopping looks, the other element that separates her from Mother Cabrini is the fact that she's wearing an evening gown. The designer of the evening gown got his start inventing the sausage casing. As he nears Lydia and Sherwood she reacts to their perusal with an untroubled, friendly smile. Her name is LISA.

LISA

Hi.

SHERWOOD

Morning.

LYDIA

Uh...morning.

(NOTE: The opening of Lydia's line had that melody to it that would surely lead us to feel that she was about to ask a question that is presently burning the tip of her tongue off, but chickened out at the last minute.) Lisa smiles a reply and continues on her way to the limo.



SHERWOOD

Why didn't you ask her?

LYDIA

Why didn't you?

SHERWOOD

Because I...I don't relate to that kind of life.

LYDIA

And I do?

SHERWOOD

Well, you're a performer. Part of that is being...outgoing. Extroverted. I'm just an English teacher.

LYDIA

Elizabeth... If I called you 'just' an English teacher, you'd do something very unladylike.

SHERWOOD

(looking to limo)

Probably. But when I get around that kind of lifestyle...I mean: seven-fifteen on a Saturday morning. Where are they going? Or coming from?

LYDIA

Well, I'll guarantee you one thing: if Ben Pettit's in the back of that machine...wherever they're coming from...it wasn't dull. You ever see him onstage?

Off Sherwood's headshake:

LYDIA

(continuing)

Fierce. Just: sizzzzzzle.

as Lisa emerges from the back of the limo and goes to the nearest trash receptacle, carefully unwrapping the breakfast roll, depositing the litter into the can. As she does so, Lydia meanders over, smiling winningly.

(CONTINUED)



LYDIA

Morning. Again.

LISA

Yes, it's Ben Pettit's car.

Off Lydia's look:

LISA

(continuing)

People see the license plate.  
They all ask.

Lydia smiles, a shade uneasy with this out of character behavior on her part, but -- damn! -- that's Ben Pettit in that car.

LYDIA

I... I don't mean to be pushy...  
I mean, this isn't like me...

LISA

(not unkindly)

You want an autograph and it's  
not for you. But you've got a  
friend who's a big fan.

LYDIA

No, it's not that...I just...well  
...where are you going to at this  
hour of the morning dressed like  
that...?

LISA

We're not 'going' anywhere. We're  
heading back to the hotel. Ben had  
a telethon in Connecticut.

LYDIA

And you're just getting back into  
town now?

Lisa takes a bite of the sweetroll, starting back for the car, speaking to Lydia offhandedly as she goes.

LISA

Some kids got to him after the show.  
He's a sucker for kids. The man  
doesn't know how to say no.



10 ON LYDIA

10

Surely in another life she was a halfback, because she's got a sense of spotting an opening and the daylight on the other side and an absolute inability to ignore it. The ANGLE WIDENS SLIGHTLY as Sherwood comes to Lydia's side.

SHERWOOD

Well -- is the Great Man in there or not?

LYDIA

(wheels turning)

He's in there, all right...and he can't say no to kids.

Sherwood doesn't quite follow the connective tissue between those two facts, but the o.s. SOUND of an ENGINE STARTING:

11 NEW ANGLE

11

as the limo's MOTOR PURRS with octane gulping power and the Mechanic smiles in victory. He moves around to the window where the chauffeur can be seen behind the wheel and they begin to settle accounts.

12 BACK ON LYDIA AND SHERWOOD

12

Lydia isn't about to let that man sail on out of her life forever hidden behind smoked glass windows.

LYDIA

Watch my bike.

And she's OUT OF FRAME, moving toward the station's office structure.

SHERWOOD

Lydia, what are you...uh...uh...

(c'est la guerre)

Watch the bike.

13 DIFFERENT ANGLE TOWARD STATION OFFICE - ON LYDIA

13

as she dashes up to the RADIO and starts twirling the station knob. The VOLUME is still at a relatively low level.



14 ANGLE TO LIMO

14

as the Mechanic steps away from the driver's window, taking back the credit card tray and station receipt.

## MECHANIC

Okay. Thanks a lot. Have a good one.

The chauffeur's window is raised electrically and the car placed into gear. The Mechanic reacts to something else, however: the abrupt BLAST of MUSIC that explodes from the direction of the station office.

MUSIC #1 - "JUST LIKE YOU" Lydia dancing  
P.B. #2726-1-V  
Pre-Recorded (3:48)

REH.  
TIME NUM.

:00

INTROVERSE 1

:16 1 YOU CAME CALLING AND I'M FALLING

YOU'RE LIKE FIRE

AND I FEEL LIKE A FLAME

:32

SO CONSUME ME

WITH WHAT YOU'RE DOIN'

LOVE MAKES ME HOLD ON

I'LL NEVER BE THE SAME

CHORUS

:48 2 JUST LIKE YOU TO TAKE ME HIGHER

JUST LIKE ME TO MAKE YOU CARE

JUST LIKE YOU TO BE THE ONE

WHO'S ALWAYS THERE

1:05

JUST LIKE ME TO TAKE YOU HIGHER

(MORE)

(CONTINUED)



14 CONTINUED:

14

REH.  
TIME NUM.

CHORUS (CONT'D)

JUST LIKE YOU TO MAKE ME CARE  
JUST LIKE ME TO BE THE ONE  
WHO'S ALWAYS THERE

1:22

VERSE 2

HYPNOTIZIN', MYSTIFYIN'  
I FEEL THE MAGIC  
IN EVERY WORD YOU SAY

1:39

SO INSPIRED  
LOVE'S DESIRE  
WHEN YOU'RE NEAR ME  
MY LOVE WON'T SLIP AWAY

1:54

LOVE WON'T SLIP AWAY  
HEY HEY HEY

CHORUS

2:00

4 JUST LIKE YOU TO TAKE ME HIGHER  
JUST LIKE ME TO MAKE YOU CARE  
JUST LIKE YOU TO BE THE ONE  
WHO'S ALWAYS THERE

2:16

JUST LIKE ME TO TAKE YOU HIGHER  
JUST LIKE YOU TO MAKE ME CARE  
JUST LIKE ME TO BE THE ONE  
WHO'S ALWAYS THERE

(CONTINUED)



14 CONTINUED: (2)

14

REH.  
TIME NUM.

2:32 5 INSTRUMENTAL

CHORUS

2:48 6 JUST LIKE YOU TO TAKE ME HIGHER

JUST LIKE ME TO MAKE YOU CARE

JUST LIKE YOU TO BE THE ONE

WHO'S ALWAYS THERE

3:05 JUST LIKE ME TO TAKE YOU HIGHER

JUST LIKE YOU TO MAKE ME CARE

JUST LIKE ME TO BE THE ONE

WHO'S ALWAYS THERE

3:23 7 JUST LIKE YOU TO TAKE ME HIGHER

JUST LIKE ME TO MAKE YOU CARE

JUST LIKE YOU TO BE THE ONE

WHO'S ALWAYS THERE

3:38 8 INSTRUMENTAL

3:48 OUT

15 ON LYDIA

15

Moving to the beat, she crosses the service area like a force of nature, funky, funny, and a sheer visual entree.



16 INT. THE LIMO - THROUGH WINDSHIELD 16

As the vehicle starts to roll forward slowly, the area in front of the car is confronted with a UFO -- Ubiquitous Flying Object -- named Lydia Grant, who fairly flashes across their field of vision, a vision herself.

17 FULL SHOT - THE SERVICE PLAZA AREA - THE DANCE NUMBER 17

The limo comes to a halt and Lydia gives it both barrels. With the MUSIC from the RADIO in the station office as her background support, she temporarily suspends laws regarding gravity and decorum.

18 ON SHERWOOD 18

As the Mechanic, not quite knowing how one is supposed to respond to this St. Vitus outburst, takes up a place next to Sherwood. His look to her is a question. Her smile isn't really an answer; it's the smile you give the traffic cop. It doesn't work any better on the Mechanic than it does on the cop.

19 INT. THE LIMO - SMOKED GLASS 19

Lydia is using the vehicle as a platform, a barre, and, bottom line: the audience.

20 EXT. THE LIMO - WIDER ANGLE 20

as Lydia moves out of the way, still dancing, and the car starts to move forward, much to her disappointment. Her dancing trails off and starts to dissipate in terms of energy.

21 POV - THE CAR 21

reaches the sidewalk and edges out into the street. A beat, then the backup lights come on as it's placed into reverse and the large craft begins to slowly back toward Lydia.



22 ON LYDIA

22

Disappointment now replaced by a rising dawn of optimistic hope.

23 CLOSER ANGLE - THE LIMO

23

as it backs and then stops, the ENGINE still RUNNING. We TIGHTEN ON the rear passenger door. A short beat, then the WHIRR of an ELECTRIC MOTOR presages the lowering of the smoked glass window and we get our first good look at BEN PETTIT. He's a black man in his early thirties, the appeal built upon the intelligence and confident knowledge that is abundantly present in his gaze. The half smile as he views Lydia is hard to resist. He holds a glass of champagne in his hand. The hand is sprinkled with some highrise jewelry.

24 ON LYDIA

24

meeting his look, smiling and it's a different Lydia's smile than we might be used to. It's almost shy, girlish.

25 BACK ON BEN PETTIT

25

His nod to her is one of professional respect in tandem with male appreciation.

BEN

You're sure no gypsy.

26 REVERSE - ON LYDIA

26

as she tentatively moves to the car, leaning down to window level as she starts to speak.

LYDIA

(in a rush)

No... actually, see, I'm a teacher at the School of the Arts and your friend said as how you like to talk to students and so forth and I just read that you're going to open a one man show here in a month or so and...

(MORE)

(CONTINUED)



26 CONTINUED:

26

LYDIA (CONT'D)

... maybe you don't know where the School of the Arts is, but it's just a couple of blocks away from where your theatre's located, and I thought that maybe you might consider coming by to talk to the kids or... or ... something.

Her hopeful smile holds.

27 SHERWOOD'S POV - ON LYDIA

27

We can't see into the limo, only see Lydia's petite frame grow more animated as she continues the exchange with Pettit inside the limo.

28 REVERSE - SHERWOOD AND MECHANIC

28

They both watch the conversation taking place o.s., then:

MECHANIC

(sarcastically)

Okay I turn the radio down now? I mean... is the 'show' over?

SHERWOOD

(beat; then)

Oh, you can turn the radio down...

(a smile)

... but I've got a hunch the real show's just about to begin.

DIRECT CUT TO:

29 INT. SCHOOL OF THE ARTS - ON BRUNO - DAY

29

He looks o.s. with a certain sense of seriousness. As we WIDEN SLIGHTLY, we discover he holds a baton in his hand. A formal moment, then he lifts his hands and initiates the downbeat and we HEAR the o.s. SOUND of a STRING QUARTET.

MUSIC #2 - Bruno's terrible conducting

P.B. #2726-2-NV

String quartet (:20 est.)

\*



- 30 TIGHT SHOT - SHOROFSKY 30  
looking on with approval, nodding his head in time with the MUSIC. We HOLD ON him a beat, then we PAN OFF him TO the record player on his desk, the obvious source of the MUSIC that Bruno is "conducting."
- 31 ON BRUNO 31  
If the choice was between this and clubbing baby seals to death, he'd probably flip a coin. He struggles through for a count more, then his gaze moves off to:
- 32 POV - LEROY AND DANNY 32  
on the corridor side of the classroom door, their mimicry and mockery not exactly on the subtle side of the scale.
- 33 BACK ON BRUNO 33  
There are limits, after all, to what flesh and blood are expected to endure, and the presence of LEROY and DANNY have him swiftly approaching those limits.
- 34 ON LEROY AND DANNY 34  
indicating that Bruno looks like what's technically known as a dip while engaging in this musical foreplay.
- 35 INT. THE CLASSROOM - BRUNO AND SHOROFSKY 35  
Bruno gives it up, shaking his head and abandoning all effort at carrying this off. He moves to the record player to switch it off.
- 36 ON LEROY AND DANNY 36  
They know when to split and do so with practiced speed.
- 37 THE CLASSROOM - BRUNO AND SHOROFSKY 37  
As Bruno switches the player to OFF, putting the record back into its jacket during:

(CONTINUED)



37 CONTINUED:

SHOROFSKY

Martelli! What are you doing?

BRUNO

Turning this off. I don't want to be hard to get along with, but --

SHOROFSKY

(interrupting)

Thank heaven for that.

Off Bruno's look:

SHOROFSKY

(continuing)

If this is how you are when you don't want to be hard to get along with, please spare me those moments when you want to be hard to get along with. After a certain age there are some adventures I chose to avoid.

BRUNO

I am not going to be a conductor.

SHOROFSKY

I know that.

BRUNO

Then why put both of us through this nonsense?

SHOROFSKY

Because it is not nonsense. To get a sense of the whole is vital to a musician. Especially a composer. And guiding an ensemble symphonic or jazz or rock -- is crucial to the final result.

BRUNO

The kind of groups I work with hardly ever use conductors.

SHOROFSKY

That explains a lot.

(and)

Suppose the group you're playing with starts to lose the tempo?

(CONTINUED)



37 CONTINUED: (2)

37

BRUNO

We'd head immediately to the hospital, because the drummer's gone deaf.

An angry sound from Shorofsky, who starts to gather up some of his papers preparatory to leaving the room.

SHOROFSKY

This is all my fault, Martelli, and I apologize for misleading you.

BRUNO

Misleading me about what?

SHOROFSKY

Something I have said or done has given you the impression that this is a democracy. It is not. It is a kingdom. It is my kingdom. I am now raising the drawbridge and retreating to the Faculty Lounge for a morning cup of tea.

(at the door)

Long live the King.

And he is out the door with a firm smile on his face. Bruno stands there, looking after him sourly, then turning his gaze to the record player.

BRUNO

Okay, guys. You've been working pretty hard. Take five.

He places the baton on the desk and heads for the door leading to the hallway, as we:

DIRECT CUT TO:

38  
thru OMITTED  
40

38 \*  
thru  
40

41 INT. SCHOOL OFFICE - FULL SHOT - DAY

41

as Sherwood deals with some of the paperwork in her cubbyhole, leafing through it as she moves to the counter, glancing up as she takes note of DAVE REARDON'S presence at the end of the partition.

(CONTINUED)



41 CONTINUED:

41

He's quickly going over some three-by-five index cards, obviously trying to memorize the material that's typed on each.

SHERWOOD

Morning, Mr. Reardon.

REARDON

(distracted)

Uh... morning.

SHERWOOD

You look like you're cramming for a test.

REARDON

(embarrassed)

In a way, I am. When I started in, I told the kids to sit wherever they wanted. You know... trying to show what a loose, informal kind of guy I am. I never thought about how hard it is to memorize that many names when they're not sitting in alphabetical order.

SHERWOOD

We're in the computer age. Assign them numbers.

LYDIA (V.O.)

(angrily)

Who spread the word about Ben Pettit?

42 WIDER ANGLE

42

as Lydia sails in from the lobby, propelled by a well-stocked storm of anger.

LYDIA

Every kid out there knows more about what's going on than I do!

\*

Her look is unwaveringly directed to Elizabeth.

SHERWOOD

I only told Mr. Reardon, when we were coming up the stairs.

REARDON

I only mentioned it to Mrs. Berg.

(CONTINUED)



Both Lydia and Sherwood wince at this; he made the wrong choice.

LYDIA

Well -- done is done. Don't worry about it. Elizabeth -- I need to talk to you. In private.

Her gesture bids Sherwood to follow and the two of them move on out into lobby, crossing by DANNY AMATULLO, who comes in to drop off some form or other into a student IN box. As he crosses Lydia:

DANNY

Hey, Miss Grant? Is it true that Ben Pettit is --

LYDIA

Bye!

Sherwood and Grant are gone in a blinking. Danny shrugs; he can accept it. He takes a second or so to deal with the paperwork that brought him into the office and as he does so, Reardon moves to the doorway behind him. He taps Danny affectionately on the shoulder as he crosses out.

REARDON

How's it goin', Amaretto?

DANNY

Amatullo.

REARDON

Amatullo. Sorry.  
(beat, and)  
Dennis.

DANNY

Danny.

REARDON

Danny. Right. I'll get it eventually.

DANNY

Hey, don't sweat it. If you buy me a towel, at least the monogram'll be right.

Reardon hesitates a second, finally decides that this kind of wiseassery is just part of the price of admission, and heads out into the lobby and points beyond, as we:

DIRECT CUT TO:



Shorofsky is standing before the table staring down at his cup which rests in front of him, a small chain dangling over the edge of the cup indicating the presence of a tea basket within the receptacle. He glances up as the door is opened by Lydia and Sherwood. Lydia slows on seeing the lounge already occupied. Shorofsky smiles appealingly.

SHOROFSKY

I'm just waiting for my tea to steep. Go right ahead as if I wasn't here.

(beat, and)

Unless you're going to talk about anything they advertise for ladies during the daytime. I blush easily.

Lydia considers a beat, then casts Shorofsky into the totally trustable group. She moves on into the lounge, Sherwood following after closing the door. Lydia digs into her purse and comes out with a minicassette recorder, which she turns on during the following:

LYDIA

Elizabeth... I gave Ben Pettit my phone number so we could set up this question and answer session. Well, when I got home... this is what I found on my answering machine.

\*

She hits the PLAY button on the machine. Shorofsky strives hard to appear totally dedicated to his steeping tea throughout the next few seconds.

BEN (V.O.)

(filter)

Hello, Miss sweet Lydia... I've been sort of going over my schedule since I talked to you, and it looks like that talk to your school kids might be a little more difficult to pull off than I thought... but I truly do want to make it happen... for both our sakes. Maybe you and I could arrange to go out to dinner some evening next week and see what could be... arranged between us. And if dinner worked out... why maybe we could entertain some thoughts about sharing breakfast, too. I'll call later and we'll chat about it... sweet Lydia...

(CONTINUED)



The tape ends. There is a beat of silence. The two women are silent, gazing at the cassette machine. Shorofsky studies his tea.

SHERWOOD

Well... he might pick you up when it comes to dinner, but he obviously intends to roll over and tap you on the shoulder when breakfast time rolls around.

SHOROFSKY

It'll just be another minute or two for my tea... I'll be out of your way in no time... \*

LYDIA

(too steamed to hear that)

He was conning me the whole time, just to get my phone number! I don't think he ever had the slightest intention of coming to see the kids.

SHERWOOD

Lydia, he's always had the reputation of being a skirt chaser.

LYDIA

So whatever he says is okay?

SHERWOOD

No, but I'm sure he's been turned down sometime in his life. Even the best of them don't bat a thousand.

SHOROFSKY

Not exactly ready, but close enough, I'm sure...

He moves to the side table, putting back the tea basket from the cup. Lydia and Sherwood are into the topic under discussion.

LYDIA

What are you saying?

(CONTINUED)



SHERWOOD

I'm saying there's a way to call him, tell him 'no' about the one thing, and then find out whether or not he's really serious about showing up here. A middle ground. Firm and fair.

(directly)

You've got the number of the theatre where he's rehearsing?

Lydia nods, taking some resolve from Sherwood's look, which is one that requires straightforward action from a contemporary woman faced with a contemporary problem. Lydia finally accepts the responsibility and goes to the phone. She lifts the receiver and starts to dial. Shorofsky notes this with an uneasy reaction.

SHOROFSKY

I'll leave the tea here to cool, be back in a few minutes.

SHERWOOD

Mr. Shorofsky, you're being old-fashioned.

SHOROFSKY

It just seems like this isn't the kind of call one ought to eavesdrop upon.

SHERWOOD

I think you're uncomfortable with the notion of hearing how a contemporary woman can handle a problem head-on. You owe it to yourself to see how things have changed.

LYDIA

(into phone)

Can Mr. Pettit come to the phone, please? Tell him Lydia Grant is calling.

Shorofsky shrugs, giving way, taking his cup of tea to the couch and settling in.

SHOROFSKY

(softly, to Lydia)

Educate me.

Lydia nods, clears her throat, sets herself.

(CONTINUED)



SHERWOOD  
 (coaching)  
 Firm but fair.

Again, Lydia nods. A beat, then:

LYDIA  
 (into phone)  
 Hello? Mr. Pettit. This is  
 Miss Grant from --  
 (listens, and)  
 Ben. Okay. Ben... of course.  
 Lydia will be fine. Thank you.  
 Uh... Ben, the reason I'm calling...  
 (listens a beat, then)  
 Of course I wasn't offended.  
 But I'm sure you know plenty of  
 ladies who...  
 (beat, and)  
 That's very sweet of you.

Sherwood is growing a bit uneasy. It seems the home team is retreating toward its own goal line. She gives Lydia a stern let's-hold-it-together look, and Lydia nods not to worry.

LYDIA  
 (continuing)  
 But, you see, I think we should agree that we should keep this on a businesslike kind of level. I just want to make sure you'll be here to talk to the kids and --  
 (listens, and)  
 Well, frankly, I don't really have much faith in that stuff. I think it's --  
 (listens, and)  
 Capricorn.  
 (listens, and)  
 No... I didn't know that... that's very sweet of you...  
 (beat, and)  
 What's yours? ... Taurus? Really? What are their characteristics... if that's what they're called... even though I really don't believe in...

And Lydia listens and then she laughs. And listens. And smiles. And unconsciously tends to shield the phone away from Sherwood. Another low throaty laugh.

(CONTINUED)



LYDIA

(continuing)

Do tell...

(beat, and)

All right, then. I'm looking forward to it, too. Good talking to you, Ben. I'll be waiting. Right. Bye, now...

(short beat, and)

How you talk.

And she listens a beat more and smiles before she gently replaces the receiver on the cradle. She lifts her gaze slowly to Sherwood, who has just witnessed the biggest bail-out since Orson Welles went skydiving. A short beat of silence, then:

SHOROFSKY

Boy! Did you ever give him hell!

LYDIA

Mr. Shorofsky --

SHOROFSKY

I didn't know you had it in you! What a sadistic beating you gave him! The poor devil must be reeling!

Shorofsky puts down his empty cup and heads for the door.

SHOROFSKY

(continuing)

Thank you, Miss Sherwood, for asking me to stay. My consciousness has been expanded. And I'm grateful.

He pulls open the door and starts out, then stops, looking back at Lydia with his cheshirely grin.

SHOROFSKY

(continuing)

I'm a Libra, myself.

Lydia manages to resist the impulse to throw some object at Shorofsky. He's beaming as he steps out into the corridor, closing the door. The two women regard each other, Lydia's look on twofers.

LYDIA

Elizabeth... you weren't on the line. I was.

(MORE)

(CONTINUED)



43 CONTINUED: (5)

43

LYDIA (CONT'D)

And it just so happened that...  
his manner wasn't one I could  
really be 'firm' with... he was  
very friendly.

SHERWOOD

I kinda picked up on that, yeah.

LYDIA

And he did agree to come by  
Wednesday morning and talk to  
the kids.

Sherwood nods, gathers up her things and heads for the  
door. As she does so:

SHERWOOD

Okay, my friend, but don't kid  
yourself. He'll talk to the kids  
and then he's going to expect you  
to be... I believe the word is  
'grateful.' Maybe you got him to  
come to the school... but I  
guarantee you, he got what he  
wanted out of that conversation.

She moves out into the hallway, her manner toward Lydia one  
of friendly advice rather than adversarial in any sense.  
The door closes behind her.

44 CLOSE UP ON LYDIA

44

Looking after Sherwood, a small smile starting to form  
and find a resting place in her expression. A beat, then  
the smile grows with:

LYDIA

(softly)

And I'll guarantee you -- he  
wasn't the only one.

She leans back, replaying some of the exchange and finding  
it most delicious, even in replay. Her reverie is shat-  
tered by the strident RINGING of the first period BELL.  
She reacts with the anger of someone who is never late --  
but presently isn't where she's supposed to be. As she  
scrambles to her feet and streaks for the door, we:

FREEZE FRAME.

FADE OUT.

END OF ACT ONE



ACT TWO

FADE IN:

44A EXT. NEW YORK HARBOR - DAY (STOCK SHOT)

44A

The sky an electric blue, washed clean by the brisk breeze that's kicking up feathers of mist off the waves. As we HOLD this a beat in order to savor the harmony and activity, we hear:

ANGELO'S VOICE

If Shorofsky says do it, then you do it, and that's the end of the discussion.

DIRECT CUT TO:

44B EXT. STATEN ISLAND FERRY - ON ANGELO AND BRUNO - DAY 44B

Angelo is perched on the fender of his cab, a cup of coffee in hand, Bruno is leaning against the cab, looking out at the passing vista, gaze somewhat abstracted.

BRUNO

You talking and me listening, is that your idea of a discussion?

ANGELO

Good enough for me and my old man, it ought to be good enough for you and me. I'm giving you good advice.

BRUNO

I should do whatever Shorofsky says, that's the advice.

ANGELO

That's it.

BRUNO

Very deep. What do we do when he tells me to ignore some advice you're giving me?

ANGELO

That's how we'll know Shorofsky's getting too old to teach effectively.

BRUNO

Pop... you know I'm not going to be a conductor.

(MORE)

(CONTINUED)



44B CONTINUED:

44B

BRUNO (CONT'D)

He knows I'm not going to be a conductor. I know I'm not going to be a conductor. Why should I study conducting?

ANGELO

It's like Latin.

BRUNO

And what you just said is like Greek. Where did Latin get into this?

ANGELO

I took Latin in high school. Same kind of thing.

BRUNO

Use Latin a lot driving a cab, right?

ANGELO

Sure. Guy gets into the cab and wants to go to Gaul. I can tell him it's divided up into three parts. Does he want East Gaul, South Gaul, or --

BRUNO

Pop.

ANGELO

Discipline, Bruno. That's what Shorofsky's looking for. He's looking for you to have the discipline to knuckle down and study something even if you aren't going to use it right away.

BRUNO

Or ever.

Angelo views Bruno with a small smile, moves a few steps closer to him.

ANGELO

Hey... why we going to your Aunt Beatrice's this afternoon?

BRUNO

(what else?)  
To see the baby.

(CONTINUED)



ANGELO

And is that the one thing in this world you want to do this afternoon? Or are you doing it because Beatrice'd be disappointed if we didn't show?

BRUNO

Uh... I suppose... it's something we ought to do, that's why we're doing it.

ANGELO

Same with what Shorofsky's asking you to do. You ought to do it.

BRUNO

Pop... Shorofsky's feelings aren't hurt as easily as Aunt Beatrice's.

ANGELO

That's not the point. The point is, you've been given a job to do and you do it. That's my final word on the subject.

BRUNO

Okay.

ANGELO

The thing with you and Shorofsky...

BRUNO

What happened to your 'final word'?

Angelo's expression reflects some embarrassment at being so properly nailed on contradiction, frustration at not being allowed to fully state his case. A beat, and:

ANGELO

You bring your cassette recorder?

BRUNO

Yeah. In the back seat.

Angelo nods decisively and pulls open the passenger door of the cab.

ANGELO

I still got a lot of good points to make. You can listen to them tomorrow morning.

(CONTINUED)



44B CONTINUED: (3)

44B

He closes the door and locates the cassette recorder. He starts to speak as he rolls the window up.

ANGELO

(continuing)

The thing with you and Shorofsky is like what I was reading in 'Dear Abby' last week. You just assume that the other guy doesn't know what he's doing and you get into the habit of judging what he says by...

And by now the window is fully closed. Bruno smiles wearily, then contents himself with studying the sky and counting seagulls as we HOLD on him a beat, and then we:

DIRECT CUT TO:

44C INT. SCHOOL OF ARTS LOBBY - FULL SHOT - DAY

44C

It's arrival time in the morning and the lobby is awash with chattering students, a couple of impromptu dance lessons being ad libbed among a few of the clusters of youngsters.

44D ANGLE - COCO, LEROY, DORIS

44D

With several other students, the conversation is animated, free form, give and take. Then Doris' gaze is taken by something o.s. to which she brings their focus to.

44E POV - BEN PETTIT

44E

Just reaching the top of the stairs, taking in the place with a dazzling grin. Behind him, we can see Lisa and a couple of his personal gofers. He holds at the top of the steps, knowing full well how to properly time an entrance. His look changes slightly as he looks across the lobby to:

44F POV - THE STAIRS

44F

As Lydia comes down the steps, threading her way in and out of the currents of traffic up and down the area. She senses the look she's receiving from across the way and stops when she spies Pettit.

44G DIFFERENT ANGLE - BEN PETTIT

44G

He leaves his entourage and moves across the lobby, a half smile on his face. The kids make a path for him; it's an instinctive reaction. It's what one does for a King. He stops at the bottom of the steps, looking up to her. A beat, and:

(CONTINUED)



44G CONTINUED: (CONTINUED)

44G

LYDIA

Welcome to our school, Mr.  
Pettit.

BEN

Glad to be here.

LYDIA

I know our kids are looking  
forward to hearing you speak.

BEN

(quietly)

Should be a learning experience  
for all of us.

LYDIA

The class will be right down  
this main hall...

BEN

I'm looking at the class of  
this school right now...

Everything she says comes back at her with topspin,  
so Lydia decides to play it low profile for the time  
being. She smiles, then moves on by him, heading in  
the direction previously indicated. He follows, enjoy-  
ing the looks he's receiving from the gawking students  
as we --

DIRECT CUT TO:

45  
thru OMITTED  
55

45  
thru  
55

56 INT. SCHOOL AUDITORIUM - TIGHT ON PETTIT - DAY

56

looking out into the house section with a smile that's  
charmed thousands.

(CONTINUED)



56 CONTINUED:

56

BEN  
I'm going to save somebody a  
little bit of work and ask one  
first question myself -- 'cause  
it always comes up -- 'how'd  
I get started?'

\*

57 WIDER ANGLE - THE AUDITORIUM

57

Forty or fifty students there, Reardon and Lydia the  
teachers present. Among the students are Doris, Coco,  
Julie, Danny and Leroy. The latter has taken up a posi-  
tion in the first row.

BEN  
And the answer is: I don't  
remember.

Some disbelieving LAUGHTER on this, but he overrides it  
with:

BEN  
(continuing)  
Hey, no... I'm serious. I really  
don't remember.  
(picking out  
Julie)  
What's the first thing you  
remember?

JULIE  
The very first thing?  
(off his nod)  
I don't know... I was just a  
toddler. I fell down the stairs  
and cut my forehead on the  
radiator.

BEN  
How old were you?

JULIE  
Three... something like that.

(CONTINUED)



BEN  
(picking out  
Doris)  
First thing you remember?

DORIS  
Being on my Dad's lap in a  
rowboat... Central Park...

BEN  
And you were how old... ?

DORIS  
About like Julie. Three or  
four, maybe.

BEN  
(points to Leroy)  
You.

LEROY  
First thing I remember?

BEN  
Right.

LEROY  
... one summer afternoon...  
real hot... firemen opened  
up a hydrant... bunch of us  
little kids playing in the  
spray.

BEN  
Know the first thing I can  
remember? The very first  
thing?  
(pause for  
effect, and)  
Singing on a street corner,  
dancing, or what I thought  
was dancing... people pitching  
pennies and nickels into my  
old man's hat... that street  
corner was my kindergarten.  
That's where I started learning  
all the stuff that... has made me  
such an irresistible human being.

(CONTINUED)



This last delivered with an appealing sense of mockery. A small laugh results. Coco's hand goes up. He acknowledges her question with a nod.

BEN

Go.

COCO

Do you ever resent it?

BEN

Resent what?

COCO

Well...it doesn't sound like you had much of a childhood. You were performing like from Day One. Didn't you ever feel like you missed something?

BEN

Hey...I'm doing what I want... I'm getting paid a pretty penny for it...a lot of pretty pennies, as a matter of fact. And every day there's a new problem that needs solving...a new song, a new number...and that keeps the juices flowing, you dig? Now, how could anybody find anything to resent in any of that?

COCO

The problems that need solving... what kind of things are you talking about?

Pettit smiles briefly, glancing over at Lydia for a beat, then:

BEN

I don't think I'll tell you. I think I'll figure a way for you to find out yourself. I'm going to give you an assignment. Can you handle that. All of you...?

The tone of the AD LIB response is that they are uniformly delighted to have someone of Ben Pettit's stature give them an assignment of any kind.

(CONTINUED)



BEN

(continuing;  
beat, and)

'Course...if I give you an assignment,  
I'll have to check out how you do  
with it...and I haven't been invited  
back...yet.

The kids all look to Lydia, their gazes pressuring her.  
She smiles, grudging respect for Pettit's stylish maneuver.

LYDIA

Consider yourself invited back,  
Mr. Pettit.

BEN

Consider the invitation accepted,  
Miss Grant.

His look holds on Lydia for a short beat, then he claps his  
hands, turning his gaze back to the kids in the auditorium.

BEN

(continuing)

Okay -- the assignment. Each one  
of you is the star and director  
and choreographer of a show that's  
headed for Broadway. You've got  
second act problems. The composer  
has a new number to close the act.  
He calls you in your room and says  
he's about halfway through with it  
and he's calling it...uh...'High  
Flying.' And you're supposed to  
meet him first thing in the morning  
at the theater with a concept on  
how the number should go.

COCO

Is it an uptempo number? A ballad?  
What?

BEN

Hey...it's your show...you can make  
it whatever you want...but the  
theme I'm looking for when I come  
back here is 'High Flying.'

DORIS

How much time do we have?

The BELL RINGS, sending the kids on a scurry for books and  
belongings.

(CONTINUED)



As they move on up the aisle, Pettit calls out over the hubbub.

BEN  
You've got a week!

LEROY  
Does it have to be original music?

BEN  
It's your show, man. Go with your instincts!

The conversation fills the area as the kids retreat and move on out of the room. Pettit remains onstage. Lisa stands near the back of the house. Lydia remains in her seat. Pettit's look goes to Lisa.

BEN  
(continuing)  
Have them bring the car around front. I'll be there in a minute.

She glances enigmatically toward Lydia, then nods understanding and leaves the auditorium. Pettit moves to the apron of the stage and gracefully hops down to the house level. As he moves up the aisle closer to Lydia:

BEN  
(continuing)  
I hope I wasn't out of line, giving the kids an assignment like that?

LYDIA  
Not judging by their reaction, you weren't.

BEN  
And what about your reaction?

LYDIA  
I'm still thinking it over.

BEN  
I'm no expert when it comes to grading kids. I hope you'll be willing to help me out.

LYDIA  
If I can.

BEN  
Maybe we could talk about it at dinner some evening.

(CONTINUED)



LYDIA

Mr. Pettit --

BEN

(correcting)

Ben.

LYDIA

Okay... 'Ben'... you tend to come on in high-gear a lot... and, uh...

BEN

Moving too fast for you, huh?

LYDIA

In some ways.

BEN

You think I'm likely to hit on you, is that it?

LYDIA

The thought crossed my mind.

BEN

Well, you're probably right.

(and)

If I did come on to you, and you said 'no,' you think I'm likely to hit you over the head, or get violent?

LYDIA

Of course not.

BEN

You think I might put something in your drink, some kind of knockout drops or something...?

LYDIA

Be serious.

BEN

Well, sweet Lydia... if you don't think I'm likely to do any of those things... I'm not the one you don't trust.

(beat, and)

You're the one you don't trust.

(CONTINUED)



57 CONTINUED: (6)

57

His smile is wreathed with triumph as he bows ever so slightly and starts on up the aisle. Lydia turns in her seat, looking after him, then:

LYDIA

Hey.

He turns at the door, looking back.

LYDIA

(continuing)

When...

BEN

Tomorrow night.

Lydia nods, gaze holding steadily on Pettit.

LYDIA

But there's one condition.

BEN

I'm listening.

LYDIA

No limo. No fancy restaurant. None of your gofers or 'assistants' hanging around. Just you and me in someplace quiet where we can talk.

It takes Pettit a couple of counts to come around. After a thoughtful moment of consideration:

BEN

Damn. You drive a hard bargain.

LYDIA

And I'm waiting for an answer.

BEN

Okay. You call it; that's how it'll be.

He starts out, and:

LYDIA

Oh, Ben...?

He turns back to be greeted with a promising smile.

(CONTINUED)



57 CONTINUED: (7)

57

LYDIA

(continuing)

If it was easy... it wouldn't be  
as interesting.

He grins. He's got an opponent he can respect.

BEN

Too true, too true...

A courtly nod, then Pettit leaves the auditorium. Lydia sits back down, savoring the solitude and looking forward with a combination of apprehension and excitement to the evening to come as we HOLD a beat, and then we:

DIRECT CUT TO:

58 OMITTED

58 \*

59 EXT. VILLAGE COFFEE SHOP - ESTABLISHING SHOT - NIGHT

59

A small sort of place, the kind New Yorkers don't tell visiting tourists about, the kind they keep to themselves. We HOLD and then:

DIRECT CUT TO:

60 INT. VILLAGE COFFEE SHOP - ON LYDIA - NIGHT

60

She's studying the menu idly, though chances are she knows very well what's offered as this is one of her favorite hangouts. She's looking across the table with a small smile. We WIDEN TO FIND Ben Pettit also studying the menu, though his expression is one of slowly-growing puzzlement. The coffee house is small, each table sporting a candle. The decor is friendly, casual, the clientele reflecting a downtown ease and grace. Pettit looks over at Lydia, still thrown by what he's reading.

BEN

There's no booze on here.

LYDIA

They have wine.

BEN

Terrific.



as the YOUNG WAITER comes up to their table. He's obviously got a stack of textbooks with NYU labels stashed in the kitchen.

YOUNG WAITER  
You folks decided what you want yet?

LYDIA  
White wine, please.

YOUNG WAITER  
Sir?

BEN  
Uh...white wine, I guess.

YOUNG WAITER  
Right away.

He moves off and Pettit looks about uneasily, studying the patrons in the place.

LYDIA  
Something wrong?

BEN  
Yeah...sort of.

LYDIA  
What...?

It takes a moment's consideration before deciding he can answer her question honestly.

BEN  
Nobody's recognized me.

LYDIA  
Sure they have.

BEN  
Well...they're not making much of a --

LYDIA  
(supplying  
the word)  
'Fuss?'  
(off his nod)  
This isn't a cornball crowd, Ben.  
(MORE)

(CONTINUED)



61 CONTINUED:

61

LYDIA (CONT'D)

They figure you don't want to  
be hassled. \*

BEN

Not used to this kind of place --  
Too quiet, for one thing. \*

LYDIA

That's so people can talk to  
each other. \*

He doesn't pick up on her pointed barb. Instead his eye falls on the jukebox standing against the opposite wall. He rises, digging in his pocket for change as he does so.

BEN

Let's get some sounds going; put  
some juice into this place.

Lydia watches him go, then slides her chair back and moves after him, passing the Waiter who arrives with the two glasses of wine.

62 ANGLE TO JUKEBOX

62

as Ben comes up to it, dropping in a coin before he's even had a chance to look over the selections available. Lydia comes to his side, watching him thoughtfully. While he's still looking, she punches in a couple of buttons, preempting his ability to make a selection. He looks at the selection she made and reacts with mild disappointment.

MUSIC #3 - Coffee house slow dance, Lydia and Ben  
Temp. track  
P.B. #2726-3-NV (1:15 est.)

BEN

Not much heat to that...

LYDIA

Right. Couldn't put together  
much of a number at all with  
that. But it's okay for two  
people who just want to dance...  
not perform... but just dance  
with each other. Come on...

She takes him by the hand and he allows himself to be led out onto the dance floor, though he's clearly ill at ease with this. Out of his element he is oddly and appealingly defenseless.



He seems strangely awkward as he takes her in his arms and they dance slowly about the floor. He's closer to a sophomore at his first sockhop than he is to the sophisticate of silken grace we've been seeing before. Lydia watches him with a small smile.

LYDIA

You ever see 'The Wizard of Oz?'

(thrown, but)

Sure.

LYDIA

You know the part I like best...?

He shakes his head. She goes on, voice a soft entreaty.

LYDIA

(continuing)

When they get to the castle...and there's this big kind of statue with smoke and all kinds of fire and noise ...and a big booming voice...and the dog...Toto...goes over and pulls back the curtain...and here it's just this guy...regular guy...working behind the curtain with gimmicks and machinery ...trying to be something bigger than life...

(beat, and)

I'm trying to get behind your curtain, Mr. Pettit...but you're not making it easy.

BEN

What...do you want me to do?

LYDIA

(quietly)

I'm afraid of heights...what are you afraid of...?

BEN

Why does it matter?

LYDIA

Because until you admit to being scared sometimes...or not knowing what to say or do sometimes...you're always going to be 'on'...and that's not going to work...not for me, at any rate.

(CONTINUED)



63 CONTINUED:

63

They dance in silence for a few seconds. Lydia does the hardest thing of all. She remains still and lets the moment happen. The glitter and the hustle peel away from Ben's expression with painful slowness.

BEN

I'm... afraid of being alone.

Lydia tilts her head up slightly and her lips brush his cheek. He looks down at her.

BEN

(continuing)

How about you coming back to my place?

Lydia shakes her head, no reprimand in her eyes.

LYDIA

You come back to mine. You have to walk up three flights. There's nothing to drink except fruit juice and distilled water. Maybe some leftover salad... but there's a nice living room where you can kick off your shoes and we can sit on the floor and talk... talk till dawn if we want.

\*

\*

\*

BEN

(simply)

Any other rooms besides the living room?

LYDIA

(beat, and)

That's one of the things we'll have to talk about...

64 WIDER ANGLE - BEN AND LYDIA

64

Alone on the dance floor. The selection on the jukebox comes to an end. They do not move apart, continue to dance slowly about the small area as we HOLD a beat, and then we:

FADE OUT.

END OF ACT TWO



ACT THREE

FADE IN:

65 INT. SCHOOL OFFICE - FULL SHOT - DAY

65

Sherwood is behind the counter seated at an empty desk, sorting out the never ending fount of paperwork that the school generates. Her concentration on this early morning chore is broken by the entrance of Shorofsky who is trailed by two firmly determined young ladies named Doris Schwartz and Coco Hernandez.

DORIS

Mr. Shorofsky -- what we're asking is not unreasonable. We are willing to compromise.

SHOROFSKY

What you are asking is something I do not have the power to decide. It's up to Martelli.

COCO

But you know if you talked to Bruno, he'd do whatever you say.

SHOROFSKY

Miss Hernandez -- if the Pulitzer people gave out a prize for oral fiction, I would nominate you on the basis of that last statement.

COCO

But we need him to compose something!

SHOROFSKY

He can't compose for everyone involved with this 'Flying High' nonsense.

DORIS

Hey -- no problem. We'll let him choose.

Shorofsky laughs derisively.

SHOROFSKY

What a great spot to put him in. I'm almost tempted.

(MORE)

(CONTINUED)



SHOROFSKY (CONT'D)

(quickly)

But I won't. I'll talk to him.  
I'll convey your concerns, and  
that's all.

COCO

Can we go with you?

SHOROFSKY

Now?

Coco and Doris nod eagerly.

SHOROFSKY

(continuing)

Probably not. I'm going to the  
men's room. Likely to cause  
talk. Good day.

He moves out the door to the lobby, Doris and Coco pursuing him. They AD LIB quick hellos to Lydia, who is just coming in as they're on their way out. Lydia stops at the mailboxes and starts going through a few forms waiting for her there. She's smiling, humming, generally exuding the air of one for whom spring has been declared a perpetual state. Her buoyant spirits draw Sherwood's interest and she leaves her duties at the desk and crosses to the counter.

SHERWOOD

Morning.

LYDIA

Morning. Elizabeth. How are you  
today?

SHERWOOD

Fine. And yourself?

LYDIA

On a scale of one to ten -- I'm  
about a twelve.

SHERWOOD

The evening...went well, then?  
Is that a safe assumption?

Lydia has finished with the paperwork in the box. She moves to the door, executing a deft spin as she gets there, turning back to her friend.

(CONTINUED)



65 CONTINUED: (2)

65

LYDIA

Tell Houston...we have liftoff!

Her smile is a constellation fueled with life. She continues on her way and goes out into the lobby.

66 ON SHERWOOD

66

When you've got a friend riding a rocket, you stand back, you share the excitement empathetically, and then you hope. We HOLD ON her a beat, and then we:

DIRECT CUT TO:

67 INT. SHOROFSKY'S CLASSROOM - TIGHT ON BRUNO - DAY

67

Baton in hand. So, as far as he's concerned, is the situation.

BRUNO

Then you're ordering me to give up all this conducting stuff?

68 WIDER ANGLE

68

REVEALING Shorofsky at his desk, his coat hanging nearby. Students file in from the hallway for first period, their presence making the exchange between teacher and student one that takes place in muted tones.

SHOROFSKY

I am not comfortable with 'ordering' anyone to do anything, Martelli.

BRUNO

You ordered me to do the conducting gig.

SHOROFSKY

I instructed you. And I certainly never instructed anyone into a 'gig.'

BRUNO

Well, whatever you did, I'm still going to see this thing through.

(CONTINUED)



68 CONTINUED:

68

SHOROFSKY

Martelli, your friends are driving me crazy.

BRUNO

But you said yourself I can't compose for all of them.

In the b.g., Julie comes into the class. Her seat, in the front of the room, allows her to tune in on much of what is passing between Shorofsky and Bruno.

SHOROFSKY

So: pick just one.

BRUNO

And turn the rest down?

SHOROFSKY

Yes.

BRUNO

They'd kill me.

SHOROFSKY

A little risk adds zest to life.

BRUNO

No, sir. I'm going to do just what you said. I'm sticking with the conducting.

SHOROFSKY

Sir? You called me 'sir,' Mr. Martelli?

BRUNO

I did.

The RINGING of the BELL produces a last flurry of students from the corridor into the classroom and sends Bruno moving to his seat, the matter between him and Shorofsky still unresolved. Shorofsky seems to sag in his chair, weighed down by the length of the day ahead as we:

DIRECT CUT TO:

69 INT. SHERWOOD'S CLASS - FULL SHOT - DAY

69

as the RINGING of the first BELL trails off and relative order is allowed to temporarily prevail.

(CONTINUED)



69 CONTINUED:

69

Sherwood is at the blackboard, just finishing some last-minute notes. She speaks to the class without turning to face them full front.

SHERWOOD

Where we left off yesterday, people.  
Page 353. I'll be with you in a  
second. Hang in there.

She resumes writing.

70 ANGLE TO CLASS - DORIS AND DANNY

70

She is looking for the proper page. He's using the added few seconds before class in search of the perfect laugh. He leans over to her, speaking in quiet tones.

DANNY

I tell you the joke about these  
three eskimos who go sky diving?

DORIS

Danny...

DANNY

These three eskimos decide to go  
sky diving, see. And they're having  
a tough time fitting the parachute  
on over their fur parkas, so they  
decide they'll go sky diving in the  
nude. No matter how cold it is.  
And they go up and the first one  
steps up to the door of the plane,  
and --

He trails off as it becomes clear he does not have Doris' full attention. She is gazing o.s. Her look is bemused, calm. Analytical.

DANNY

(continuing)

It might be a rotten joke, but you  
could at least hear it out before  
you decide.

DORIS

I am honestly...not sure which  
is more bizarre...listening to  
an Italian kid from the South Bronx  
tell me a joke about three naked  
sky diving eskimos...

(MORE)

(CONTINUED)



70 CONTINUED:

70

DORIS (CONT'D)

... or what it is I am seeking  
out in the corridor right now.

Danny follows her look to:

71 THEIR POV - THROUGH DOOR

71

On the other side of the door can be seen an appropriate-  
ly garbed belly dancer. Standing just behind her is a  
gentleman in a terry cloth turban, wearing a sash about  
the waist of his J. C. Penney pajamas, and with a conga  
drum draped over one shoulder.

72 ANGLE TO SHERWOOD

72

as she turns away from the blackboard, all business and  
efficiency.

SHERWOOD

All right. We're talking about  
the use of color and description  
as it applies to the setting of  
a mood. Let's take a look at  
the first few pages of The Yearling.  
The author's description of the  
swamp --

It is about at this point that the DRUMMER pulls the  
door open and seemingly vaults into the center of the  
room, accompanying his entrance with a series of Persian  
rimshots. Before Sherwood has had a chance to do more  
than gasp:

\*

DRUMMER

Gentle people, the giver of  
this gift to gorgeous Lydia  
brings sweets to the sweet!

\*

SHERWOOD

Hold it, now --

\*

DRUMMER

Sweet Lydia, my love dances in  
my heart like the beautiful  
friend you are about to see!

\*

MUSIC #4 - Belly dancer at Sherwood's Class  
Record live (:20 est.)

\*

(CONTINUED)



72 CONTINUED:

72

This signals the entrance of the BELLY DANCER, who charges into the room with finger cymbals going, hips twitching, motor running. The Drummer earns his check, sending out a frantic tattoo of action on the drum. Sherwood just looks a beat, no doubt contemplating the possibility that it's finally happened: she's snapped and is hallucinating. The fact, however, that the students are experiencing the same hallucination finally sends Sherwood forward intent on quelling this before it gets too far out of hand as we HOLD a beat, and then:

DIRECT CUT TO:

73 INT. LYDIA'S DANCE CLASS - TIGHT ON LYDIA - DAY

73

Lydia can share and relate to Sherwood's thought that she's stepped through the Looking Glass.

LYDIA

I didn't order any of this stuff!

74 DIFFERENT ANGLE

74

Lisa stands opposite Lydia, her manner cool and composed. In the b.g., looking on with great interest is the first period dance class, Leroy and Coco among those most interested. Lydia tries to keep their conversation somewhat circumspect, but it's a tough task in these close surroundings.

LISA

I know that, ma'am. Mr. Pettit ordered these things for you. He's obviously quite... taken ... with you.

The ANGLE WIDENS SLIGHTLY as Lydia moves to the piano and we see that there are several packages of varying sizes and wrappings piled on top of the instrument.

LYDIA

Why here? Why not my apartment?

LISA

There's no one to sign for them. And some of these things are too valuable to leave with a super or anybody like that. Then there's the matter of sizes. I did my best to estimate your sizes, but if there's anything that has to be exchanged --

(CONTINUED)



LYDIA

I'm sure all the sizes are just --

In rummaging through the closest package to prove her point, Lydia pulls the top off the box and while we may not see enough of the garment to know what it is, it is definitely fur and definitely not on the cheap side. There is an audible reaction from the onlooking kids and that draws Lydia's ire.

LYDIA

(continuing)

Leroy -- don't you children have something to rehearse?

LEROY

(enjoying it)

No. You said we'd be starting a new routine today. Can't rehearse what we haven't been taught.

SHERWOOD (V.O.)

Oh, Lydia...?

Lydia looks over to:

75 ANGLE ON SHERWOOD

75

leaning casually in the doorway, arms folded, smile carrying a scimitar's curve and edge.

SHERWOOD

To paraphrase you -- 'Houston... we've got a problem here.'

MUSIC #5 - Belly Dancer at Lydia's class  
Record live (:20 est.)

\*

She nods once and the belly dancer comes snaking her way into the classroom, her drummer and faithful caboose bringing up the rear. In these surroundings, unlike the English class, the kids look upon this lady as one of them, and that drumbeat is very much what it's all about, as far as they're concerned. Leroy meets the belly dancer more than halfway and there is soon a circle about the matriculating midriff and her winking navel, as we HOLD ON the scene a beat, and then we:

DIRECT CUT TO:



76 OMITTED 76 \*

77 INT. THE SCHOOL THEATRE - DAY 77

Leroy is onstage going through some moves. Like all of Leroy's work, there is a grace and flair to what we're seeing, but there is also a kind of reluctance on his part, a certain lack of enthusiasm.

78 ANGLE TO BACK DOORS 78

as Julie and Doris enter quietly. Julie's manner is a bit hesitant. She looks to Doris for encouragement and gets it. Doris nudges Julie ahead of her and they move down the aisle toward the stage.

79 WIDER ANGLE 79

as they near the apron of the stage and Leroy becomes aware of their arrival. He closes off his rehearsing, a degree of defiant privacy in his manner. He is, after all, creating, and doesn't relish someone looking over his shoulder.

JULIE

Hi.

LEROY

Hi. What do you want?

DORIS

You getting ready for that  
'Flying High' bit?

LEROY

Thinking about it.

Julie looks unsure as to how to proceed, but Doris' steely gaze indicates that she better proceed, if she knows what's good for her.

JULIE

Well, I was wondering... I know that Bruno's into other stuff right now... and... he's not the only composer in school, and... I'd like to take a shot at composing something for your number.

LEROY

You?

(CONTINUED)



79 CONTINUED:

79

JULIE  
(a shade defensively)

Yes.

LEROY  
On the cello?

JULIE  
Yes. On the cello.

Julie's look isn't cowed by Leroy's tone and seeing that, he decides he'll give this concept a ride.

LEROY  
Okay... what I was thinking of  
was something kind of like this...

Leroy moves to one side of the stage, getting set. The two girls find seats close to the front and slide into them.

80 ANGLE TO LEROY

80

Unaccompanied by any music, Leroy vaults himself into a dazzling series of leaps and spins, fighting the laws of nature and physics to at least a standoff. It lasts for twenty or thirty seconds, enough to impress upon both Julie and Doris, that this is not going to be a standard issue sort of challenge. Leroy moves to the apron of the stage, towelling off, looking down at Julie and Doris.

LEROY  
Well...

81 ON JULIE AND DORIS

81

both a bit intimidated now. Doris speaks for Julie's ears only.

DORIS  
Can you put together anything  
on a cello for that kind of  
thing...?

JULIE  
(very unsure)  
Uh... maybe.

DORIS  
(at once to Leroy)  
No problem!

(CONTINUED)



81 CONTINUED: 81

On Julie's somewhat astonished look toward Doris, we:

DIRECT CUT TO:

81A INT. SCHOOL OF ARTS LOBBY - DOWN CORRIDOR - DAY 81A

The halls are empty, the light spilling from the classrooms infused with late afternoon gold. A JANITOR can be seen at the far end of the corridor using an electric floor waxer. Lydia comes out of her classroom, coat tossed over her shoulder, demeanor thoughtful, troubled. As she reaches the juncture of corridor and lobby:

BEN'S VOICE

(softly)

If this is how presents affect  
you, you must really hate  
Christmas.

81B DIFFERENT ANGLE - BEN 81B

Garbed in casual gear, though still ultimately stylish and attractive, he is seated on the top step on the stairway leading out of the building. He gets to his feet as the ANGLE ADJUSTS and Lydia crosses to him.

LYDIA

Thought you were going to pick  
me up at my apartment.

BEN

Well, I figured you might need  
some help getting some packages  
to your place. There was a rumor  
that you received a few presents  
today.

LYDIA

I surely did... and they're in  
the prop room under lock and key.  
One of the other teachers is going  
to give me a hand with them  
tomorrow.

BEN

I was hoping you might let me see  
you wear some of that stuff tonight.  
Made nine o'clock reservations at  
La Russo's.

(CONTINUED)



81B CONTINUED:

81B

LYDIA

Nine o'clock... that's kind of late, isn't it...

BEN

Nothing gets started at La Russo's till ten at the earliest.

LYDIA

But I've got school in the morning. And La Russo's... it's awfully noisy.

BEN

Hey, I invited a few people to have dinner with us. Got to have a little room...

LYDIA

How many is few guests...?

BEN

Fifteen. Twenty. Something like that.

(off her look)

Told you I was afraid of being alone.

LYDIA

(a small smile)

You did... can't deny that.

Ben's manner becomes energized, his smile a new sparkler.

BEN

Go get some of that stuff I got for you. Let's show 'em how Ben Pettit's new lady can dazzle! I'll have the car brought around front.

He kisses her quickly, but with feeling, then turns and moves on down the steps, calling back with:

BEN

(continuing)

We're going to dazzle 'em, girl! Dazzle 'em!

And his FOOTSTEPS ECHO and fade. We TIGHTEN SLOWLY on Lydia as she looks down the staircase. A good deal of knowledge and sadness in the look. Then:

(CONTINUED)



81B CONTINUED: (2)

81B

LYDIA

... Lydia Grant starring in  
"Ben Pettit's New Lady".

(beat, and:)

A limited engagement.

Lydia turns and moves on back through the lobby, ANGLE  
ADJUSTING as she moves down the empty corridor until we --

82  
thru OMITTED  
84

82  
thru  
84

FADE OUT.

END OF ACT THREE



ACT FOUR

FADE IN:

85 INT. SCHOOL OF THE ARTS OFFICE - ON REARDON - DAY

85

looking off into space, concentrating intensely. As we WIDEN we FIND him being tested on his recall abilities by MRS. BERG, who holds the seating chart from his classroom in hand. During this quiz, Sherwood comes in, checking his mailbox, assessing what's going on very quickly.

REARDON

Chapman...Goldman...Amatullo...  
Harpster...Benzer...Dalton...  
Wallenstein...

MRS. BERG

Which one? There are two.

REARDON

Uh...the girl.

MRS. BERG

(chiding)

And her first name is...

REARDON

Uh...Heidi.

MRS. BERG

That's right.

SHERWOOD

How could you forget a name like  
Heidi Wallenstein?

REARDON

It's not easy.

MRS. BERG

We're going to have these little  
quizzes every day until he's got  
all the seating charts memorized.

(proud)

You did very well today.

REARDON

Thank you, Mrs. Berg.

She returns the class seating chart to him and he glances over to see Sherwood's sardonic appraisal, as Mrs. Berg moves off to take care of business.

(CONTINUED)



85 CONTINUED:

85

SHERWOOD

We're all so proud of you.

He takes the jibe with good nature, nods to Mrs. Berg  
O.S.

REARDON

I couldn't have done it without  
the help of my director and her  
faith in me.

MRS. BERG (V.O.)

Oh, Miss Grant?

Reardon and Sherwood look off to:

86 DIFFERENT ANGLE

86

as Lydia enters the office, skirting around the growing  
number of kids and faculty filling the area. Lydia's  
manner is polite but restrained. There's a cloud on  
her personal horizon. Mrs. Berg crosses to her, bearing  
a small phone message memo.

MRS. BERG

There was a message for you  
from Mr. Pettit. It came in  
just a few minutes ago.

LYDIA

Was it Mr. Pettit who called,  
or his assistant?

MRS. BERG

It was a lady's voice.

No more than Lydia expected. She takes the phone message  
from Mrs. Berg and unfolds it. The ANGLE ADJUSTS TO  
INCLUDE Sherwood and Reardon who are watching her read  
the note with interest. She crumples the scrap of paper  
with some anger after digesting its contents.

SHERWOOD

Problem.

LYDIA

(nods, and)

But not a surprise. Just another  
step in the pattern.

(MORE)

(CONTINUED)



LYDIA (CONT'D)

Went to a party at his place  
Friday night. Hundred people or  
so. Went to dinner Sunday night.  
A small intimate party for twenty.

REARDON

And the phone message...

LYDIA

He can't come here to take a look  
at what the kids have done with  
the 'Flying High' assignment. He  
wants us to bring all of them  
around to the theater after his  
rehearsal this afternoon.

SHERWOOD

If you want some help getting the  
bodies down there, I'm free.

REARDON

Likewise.

LYDIA

(listlessly)

Thanks.

REARDON

Let me know.

And he heads on out into the lobby. The ANGLE CLOSING ON  
Sherwood and Lydia. The latter tosses the phone message  
into a wastebasket and starts to move off, but finds  
Sherwood's hand on her arm turning her back.

SHERWOOD

For a little person...you're showing  
a whole lot of hurt.

LYDIA

Well...he's got me on a kind of  
roller coaster, Elizabeth...and  
that's a hard ride to get off of  
...when everything's still moving...

And Lydia frees herself from Sherwood's grasp, moving  
swiftly toward the escape of the lobby as we HOLD ON  
Sherwood's look for a count, before we:

DIRECT CUT TO:



87 INT. SHOROFSKY'S ROOM - CLOSE ON BRUNO - DAY 87

MUSIC #6 - String ensemble (with Julie) Bruno conducting \*  
 "EINE KLEINE NACHE MUSIK", Mozart  
 P.B. #2726-6-NV Pre-Recorded (:15 est.)

as a STRING ENSEMBLE is heard and we WIDEN THE ANGLE TO REVEAL Bruno conducting the ensemble, one of the players being Julie Miller. Shorofsky is at his desk, gazing at Bruno thoughtfully, evaluating what he sees, weighing the performance with an expert's eye.

88 CLOSER - SHOROFSKY 88

concentrating on Bruno, then his attention distracted by something caught out of the corner of his eye.

89 HIS POV - AT CORRIDOR DOOR 89

where we can see Lydia and Sherwood guiding a group of some thirty or so students down the corridor. There is some CHATTER, but not to any disruptive degree. A beat, then Leroy appears on the other side of the door, looking into the class plaintively, impatiently.

90 FULL SHOT - SHOROFSKY'S CLASS 90

as the SELECTION PLAYS on for a few counts, then is brought to a conclusion. As soon as the music comes to a halt, the door is opened by Leroy, who stands there smiling uneasily.

SHOROFSKY

The music was so irresistible,  
 you couldn't stay out. Is that  
 correct, Mr. Johnson?

LEROY

(the diplomat)

It was terrific music, for that  
 kind of music.

SHOROFSKY

Thank you very much.  
 (to Bruno and kids)  
 That's called a mixed review.

LEROY

Thing is... if you're done... I  
 need Julie Miller. She's doing  
 the backup to this number I'm doing.

(CONTINUED)



BRUNO  
(surprised)  
Julie's backing you up?

JULIE  
Martelli, composing is a skill,  
not a secret formula known only  
to you.

BRUNO  
I just meant that a cello --

LEROY  
We're going to be late. How  
about you two yell at each  
other tomorrow?

JULIE  
(seeking  
permission)  
Mr. Shorofsky?

SHOROFSKY  
(untroubled)  
Dismissed. Go. Good-bye.  
All of you.

Julie quickly takes the cello and moves to the door,  
where Leroy gives her a hand with the instrument and  
the two of them move out into the corridor and on their  
way. Bruno looks after them a beat, then crosses to  
Shorofsky at the desk.

The teacher looks up with a smile.

SHOROFSKY  
Waiting for a grade?

BRUNO  
If one's available.

SHOROFSKY  
I'll give you a grade in  
exchange for an answer.  
(off Bruno's nod)  
Why didn't you try harder to  
get out of this assignment?  
You don't have any interest in  
it. You have plenty of motive  
to want to compose for your  
friends. Why did you... give in?

\*

(CONTINUED)



BRUNO

I... don't honestly know. I mean, I talked to my Pop, and... well, I just figured you wouldn't let me off the hook and I probably just ought to buckle down and get it over with, like it or not.

Shorofsky leans back in his chair, studying Bruno for a count or two, then:

SHOROFSKY

Martelli -- are you growing up on me...?

Bruno smiles a bit, then shakes his head.

BRUNO

Naw... you just caught me on an off day.

SHOROFSKY

(a responding smile, then:)

Out.

BRUNO

Grade?

SHOROFSKY

B.

Bruno decides he can live with that, though he's not overwhelmed. He starts for the door. Just as he's about to leave the room.

SHOROFSKY

(continuing)

Plus.

Bruno holds just a brief second, then nods his gratitude and moves on out into the hallway. Shorofsky starts to work on the paperwork awaiting his attention. After a second or so, he puts down the pencil and looks after Bruno, his smile one of pride and sadness all at once, as we--

DIRECT CUT TO:



92 INT. BROADWAY THEATRE - FULL SHOT - DAY 92

Coco is onstage going through a number we'll term "Flying High #1", a jazzy dance execution that's being put forth with drive and the level of sterling talent we've come to expect from the lady.

MUSIC #7 - "FLYING HIGH" Coco dancing, with band \*  
 P.B. #2726-7-NV  
 Pre-recorded (3:20)

93 ANGLE TO AUDIENCE - LYDIA AND SHERWOOD 93

both looking toward the stage, interested and approving. Lydia's gaze swings off to one side, holding on a point in front of her closer to the stage proper.

94 HER POV - BEN PETTIT 94

Dressed in dance rehearsal clothes, he's seated in one of the front rows, foot resting on the seat in front of him. His body language reveals little of how he's greeting Coco's number.

95 BACK ON LYDIA 95

studying him pensively, then reacting a count or two later than she ought to as the music for Coco's number comes to a halt o.s.

96 WIDER ANGLE 96

as Lydia gets to her feet, taking charge of the "class" once the performing reaches a break.

LYDIA

Thank you, Coco. That was...  
 well, I'm not the one who's  
 supposed to say how it was.  
 That's up to Mr. Pettit.

BEN

Well... no one'd fall asleep  
 during that routine, and that's  
 half the battle. Be better if  
 you'd gotten some lyrics behind  
 that melody.

COCO

Well... we had a little bit of  
 trouble finding composers to  
 help us out.



97 ANGLE TO REAR OF THEATRE

97

as Bruno comes in, sliding into a seat in proximity to Reardon.

BEN (O.S.)

Well, you did good, sweetheart.  
Not great, maybe. But 'good'  
ain't anything to be ashamed of.

98 ANGLE TO STAGE

98

That's not praise enough for someone of Coco's temperament and she's clearly displeased with that outcome as she moves off to the cassette recorder that provided her background music and removes the cassette during:

LYDIA

Well... the next one on the list is Leroy Johnson, but I think I better move him on down a couple of notches. Don't want two uptempo numbers back to back.

LEROY (O.S.)

The number isn't uptempo.

99 DIFFERENT ANGLE

99

as a couple of students assist Leroy as he carries a small frame out onto the stage.

It has dark curtains on each side, with a white backdrop. It looks almost as if it might be a puppet stage. Beyond this trio Julie moves out onto stage, carrying her cello and setting up off to one side.

100 ANGLE TO LYDIA AND SHERWOOD

100

A glance between them. Each is as surprised and baffled as the other.

101 ANGLE TO STAGE

101

as Doris takes her place a few feet behind and off to the side of Julie. A few last-minute adjustments to the cello, then Julie nods to Doris, and:

DORIS

'High Flying'.

(CONTINUED)



101 CONTINUED:

101

Julie starts to play, the melody stately, yet simple.

MUSIC #8 - "FLYING HIGH" Leroy, Julie, Doris  
Pre-record cello for playback  
P.B. #2726-8-NV (2:00 est.)

\*

102 ANGLE TO FRAMEWORK "STAGE"

102

as Leroy's hands emerge from the masked lower portion of the stage, striking a graceful, classic pose. As the MELODY BUILDS from Julie's CELLO, we HEAR:

DORIS (V.O.)

It happens in dreams and they  
give it a meaning,  
They tell us we're trying to flee.  
They say those wings are feathered  
terror  
And our souls are grimed with fear.  
Surviving's the best we can do.

We flee and defend, they keep saying.  
We attack and retreat, and cause  
dying.  
Surviving's the best we can do.  
So they say  
It's what they've told us;  
Surviving's the best we can do.

Well, I've seen miracles in the sky  
and  
If that sky's a dream then that dream  
Will outlive the ashes.  
And if embracing my brother's a dream,  
Then I'll dream it, and I'll hold  
babies  
And old people too. And so be it.  
They haven't built a chisel that can  
tear  
Down a dream.  
It's way out there now, can you see it?  
High flying... Way out there, keep  
locking.  
High flying... In sunlight belief.  
High flying... I see it... keep hoping...  
It'll come down to earth very soon...  
It's something we used to call peace.

\*

Leroy's hands transcribe a ballet of motion answering to the words, as Julie's supportive melody comes to a close. Then Leroy's hands slip silently out of sight behind the small framework stage.



103 ANGLE TO AUDIENCE

103

Stillness that signals respect. Maybe one or two start to clap, then:

BEN (V.O.)

Now, what in the hell do you call that?

104 FULL SHOT

104

Pettit is on his feet, moving down toward the apron, but surely performing as well as instructing or commenting.

BEN

You were supposed to deliver a number, not some pitty-pat greeting card!

DORIS

(cowed)

We were just trying to do something different...

BEN

Doing a boring number isn't all that different, but it's sure a quick way out of this business, I'll tell you that!

LEROY

Well, at the school they tell us --

BEN

(interrupting)

School's out, young man! You're dealing with me, now! I haven't read a book in ten years, but there's no audience cares about that! I don't know geography from gee whiz, but when there's a curtain call, I'm there for my share of the glory! You want to make it in this racket, you better start building up some calluses, and if that school of yours doesn't teach you how to do that, then frankly I don't think it's worth very much!

Stillness. The kids look to one another, a little affected by the anger behind the outburst. Lydia rises at her seat, eyes holding on Ben Pettit, regret and knowledge in her look. She speaks with quiet authority.

(CONTINUED)



104 CONTINUED:

104

LYDIA

All right, people. That's it.  
You're dismissed.

BEN

Why? Don't you want them to  
hear the truth?

LYDIA

Not your version, I don't.

BEN

Why not?

105 CLOSE ON LYDIA

105

Her look holds on Ben, though she gestures a few of the kids to get moving. Those that comply do so slowly, walking up the aisle backwards, taking in Lydia's words to Pettit.

LYDIA

Because we're teaching them to be full people. Not people who only come to life when they perform. Not people who spend so much energy fighting stage fright they've got nothing left when it comes to just pure living. And if we can get them into being full persons... just maybe we'll have a chance at making one or two of them into artists.

\*

\*

(beat, and)

If performing was all it was about... well, there's monkeys sitting on top of organ grinders who do that stuff real well.

106 ON SHERWOOD

106

It's understood that Lydia and Pettit have some few things yet to clear up. Sherwood, with Reardon's swift understanding and assistance, guides the remaining students on up the aisle toward the doors leading to the theatre lobby.



107 WIDER ANGLE

107

as the DOORS to the lobby are CLOSED with a loud METALLIC SOUND. Both Lydia and Pettit are motionless. Lydia glances to the cassette player set near the wings.

LYDIA

There any worthwhile sounds in that machine?

BEN

Why?

Lydia starts down the aisle, moving to the stairway bisecting the orchestra pit. Her words aren't argumentative. They are a recitation of simple acceptance.

LYDIA

Well, you and I are done. I got too close to you for a while and you got scared, and that's all there is to that. You want to measure our future together, you use the big hand on the clock... not the little one.

Having reached the cassette player, Lydia kneels next to it and finds one of the selections to her liking. As she starts to pop it into the machine:

BEN

Woman -- what are you doing?

Lydia drops the cassette into the machine and hits the PLAY button. She stands, turning to face Pettit. Her smile has a lot of sad life knowledge behind it.

LYDIA

I'm selfish, Ben. I want to give myself a memory.

(beat, and)

It's time for you and me to dance each other good-bye...

108 THE DANCE NUMBER - LYDIA AND BEN

108

MUSIC #9 - "DANCING ENDLESSLY" Lydia and Ben dancing  
P.B. #2726-9-V  
Pre-recorded (3:20)

\*

(CONTINUED)



108 CONTINUED:

108

REH.  
TIME NUM.

:00

INTRO/PIANOVERSE 1 FEMALE

:16 1 SOMETIMES WE DANCE SO CARELESSLY  
BUT DARLING WHEN YOU'RE DANCING CLOSE  
TO ME  
I'M DANCING ENDLESSLY  
:28 SOMETIMES IT SEEMS SO INCONSISTENT  
YOU'RE SO RESISTANT BUT DARLING LET'S  
SEE  
:40 HOW CLOSE WE CAN COME TO BE IF YOU'LL  
JUST

CHORUS 1 FEMALE

:44 2 DANCE WITH ME COME ON DARLING  
DANCE WITH ME  
WE COULD BE ANYTHING  
YOU EVER THOUGHT LOVE COULD BE  
1:00 DANCE WITH ME COME ON DARLING  
DANCE WITH ME  
YOU COULD FEEL EVERYTHING  
YOU EVER THOUGHT LOVE SHOULD BE

VERSE 2 MALE

1:25 3 MAYBE IT'S NOT THE TIME OR PLACE  
TO FEEL THIS FREE WE'LL SAVE THIS  
DANCE

(MORE)

(CONTINUED)



108 CONTINUED: (2)

108

REH.  
TIME NUM.VERSE 2 MALE (CONT'D)

UNTIL OUR TIME IS MEANT TO BE  
TRULY DANCING ENDLESSLY

CHORUS 2 BOTH

1:41 4 DANCE WITH ME COME ON DARLING  
DANCE WITH ME

WE COULD BE ANYTHING  
YOU EVER THOUGHT LOVE COULD BE

1:58 DANCE WITH ME COME ON DARLING  
DANCE WITH ME

CHORUS 2 MALE ONLY

YOU COULD FEEL EVERYTHING  
YOU EVER THOUGHT LOVE SHOULD BE

CHORUS 3 FEMALEMALE

2:18 5 DANCE WITH ME COME ON  
DARLING

DANCE WITH ME

DANCE WITH ME

MY DARLING KNOW

WHEN WE'RE

DANCING

CHORUS BOTH

WE COULD BE ANYTHING  
YOU EVER THOUGHT LOVE COULD BE

(MORE)

(CONTINUED)



108 CONTINUED: (3)

108

REH.  
TIME NUM.CHORUS 3 FEMALE (CONT'D)      MALE (CONT'D)

2:34    6    DANCE WITH ME COME ON

DARLING

DANCE WITH ME MY

DANCE WITH ME

DARLING

WE'LL MOVE TOGETHER

WE'LL MOVE

TOGETHER

JUST LIKE A RIVER TO THE

SEE

RIVER TO THE SEA

WE WILL FEEL EVERYTHING

WE WILL FEEL

EVERYTHING

CHORUS BOTH

2:57    WE EVER THOUGHT LOVE COULD BE

3:00    VOCAL ENDING/PIANO3:16    FINAL CHORD3:20    OUTAs the MUSIC STARTS to emerge from the cassette player,  
Lydia moves to Pettit.

(CONTINUED)



108 CONTINUED: (4)

108

The look and carriage of her frame isn't sad or bitter-sweet. There is affection there and life and an invitation that he can neither ignore nor resist. He mirrors her movements, accepting her challenge and energy as a just forum through which they can say farewell. It becomes a kind of caring, joyous warfare, a mutually agreed upon combat. It's not unlike a marriage: when you push, there had better be someone there to push back or you'll fall flat on your face. The dance ends and there is a beat of savoring silence. Lydia moves back across the stage and turns off the cassette player.

109 DIFFERENT ANGLE

109

Pettit finds a straightbacked chair and seats himself center stage. He watches as Lydia moves on back to the house and gathers up her coat and belongings. She turns there, looking back at him.

BEN

No happy ending for us, huh...?

LYDIA

Ben... sometimes a happy ending is just knowing how to avoid the sad ones.

She moves on up the aisle, her FOOTSTEPS ECHOING slightly, hanging unseen in the stillness behind her. Just when she reaches the door that leads into the lobby:

BEN

Hey...

Lydia turns back.

BEN

(continuing; with affection)

You're sure no gypsy.

110 TIGHT ON LYDIA

110

You build a memory, then you put a ribbon around it. She smiles slightly, then steps on out into the lobby, the door closing after her.



111 THE THEATRE - LONG SHOT - THE STAGE 111

Pettit remains in the chair. He might seem a little lonely. He also seems very much at home and in place.

112 INT. THE LOBBY - ON LYDIA 112

As she moves for the outer doors, she passes a couch where Lisa is seated. For just a fractional beat, their eyes meet, then Lydia continues on her way. Lisa takes a breath, needing to gather herself, then she rises and moves slowly toward the door leading into the theatre where Ben Pettit waits. He probably knows she's coming through the door any minute. She knows he knows. She goes in anyway.

DIRECT CUT TO:

113 EXT. THE THEATRE - ON LYDIA - DAY 113

as she comes out, not crushed, but surely a shade thoughtful. She starts down the sidewalk, but her route is changed by:

DORIS (V.O.)

Look! Over there! There's a Broadway star!

114 DIFFERENT ANGLE 114

as Doris, Leroy, Julie, Coco, Danny and Bruno come hustling across the street, all enacting the role of star-struck dodos. Sherwood and Reardon are a few yards behind, not willing to make total certifiabiles out of themselves, but still eager to shore up Lydia's mood to the extent they're able.

115 GROUP SHOT 115

as the kids fall all over themselves in an effort to pantomime getting Lydia's autograph, Sherwood and Reardon catching up and flanking them. What they don't get is an autograph. What they do eventually get, though it takes a few seconds of persistent trying on everyone's part, is a starbursting smile from Lydia, and as that light warms the screen, we HOLD and then we:

FREEZE FRAME.

FADE OUT.

THE END