

12/118/6/86

ALBERT

THIS SCRIPT IS THE PROPERTY OF  
**METRO-GOLDWYN-MAYER**

NO ONE IS AUTHORIZED TO DISPOSE OF SAME  
Please do not lose or destroy this script.  
Return to Script Dept.

Dir: Luis Soto  
Thru Nov 13 - Fri Nov 21



"Love Kittens Go  
To High School"

Prod. #2951

*No Sharolky*

EXECUTIVE PRODUCERS  
Renee & Harry Longstreet

SUPERVISING PRODUCER  
Christopher Seiter

PRODUCERS  
Ira Steven Behr  
Michael McGreevey

CO-PRODUCER  
Denny Salvaryn

FINAL DRAFT  
November 6, 1986 (Pink)



THE WRITING CREDITS MAY NOT BE FINAL AND SHOULD NOT BE USED FOR PUBLICITY OR ADVERTISING PURPOSES WITHOUT FIRST CHECKING WITH THE TELEVISION LEGAL DEPARTMENT.

NO PORTION OF THIS SCRIPT MAY BE PERFORMED OR REPRODUCED BY ANY MEANS, OR QUOTED OR PUBLISHED IN ANY MEDIUM WITHOUT PRIOR WRITTEN CONSENT.

NO ONE IS AUTHORIZED TO SELL, TRANSFER OR DISPOSE OF THE SCRIPT. IF LOST OR DESTROYED, PLEASE NOTIFY THE SCRIPT DEPARTMENT AT MGM ENTERTAINMENT CO., 10202 W. WASHINGTON BLVD., CULVER CITY, CA., 90230

FAME

"Love Kittens Go To High School"

Prod. #2951

Written by

Susan Goldberg

EXECUTIVE PRODUCERS  
Renee & Harry Longstreet

SUPERVISING PRODUCER  
Christopher Seiter

PRODUCERS  
Ira Steven Behr  
Michael McGreevey

CO-PRODUCER  
Denny Salvaryn

FINAL DRAFT  
November 6, 1986 (Pink)  
Rev. 10/10/86 (Yellow)

MGM TELEVISION



"LOVE KITTENS GO TO HIGH SCHOOL"

CAST

JESSE VELASQUEZ  
REGGIE HIGGINS  
JILLIAN BECKET  
DANNY AMATULLO  
BOB DYRENFORTH  
PAUL SEEGER  
MAXIE SHARP

EARL DERRINGER  
JEFF STAVE  
A.D.  
CAMERAMAN  
ACTOR/FOOTBALL PLAYER

NON-SPEAKING

WAITER  
CHEERLEADERS/ACTRESSES  
FOOTBALL PLAYERS/ACTORS  
MOVIE PERSONNEL



"LOVE KITTENS GO TO HIGH SCHOOL"

SETS

INTERIOR

SCHOOL OF THE ARTS

HALLWAY

MAKEUP ROOM

(X)

DYRENFORTH'S OFFICE

SEEGER'S CLASSROOM

2ND FLOOR HALLWAY

ELEVATOR

HALL OUTSIDE ELEVATOR

DANCE CLASSROOM

CAFETERIA

BACKSTAGE

AUDITORIUM

BISTRO CAFE

EXTERIOR

SCHOOL OF THE ARTS

NEW YORK STREETS (STOCK) (X)



FAME

"LOVE KITTENS GO TO HIGH SCHOOL"

ACT ONE

FADE IN:

1 EXT. SCHOOL OF THE ARTS - DAY (Day #1) 1

MUSIC COMES UP: A hip, synthesizer version of "You Oughta Be In Pictures" ...

Students move in and out; there is an air of excitement. Across the entryway is a hand-painted sign which reads: "S.O.A. WELCOMES BRIDGETON FILMS". An Abby Rents/U-haul type truck rolls INTO SHOT.

CUT TO:

2 INT. SCHOOL OF THE ARTS - HALLWAY - DAY 2

MUSIC CONTINUES UNDER... as JESSE comes down the hall with DANNY, who is trying out some elaborate dance steps.

DANNY

The big screen ain't seen dancing  
like this since... since...

Jesse goes into an even more elaborate routine. Danny stops, watches, looking disappointed, as we...

CUT TO:

3 INT. SCHOOL OF THE ARTS - MAKEUP ROOM - DAY 3

MUSIC CONTINUES UNDER... REGGIE sitting before a mirror, trying on other-worldly wigs. JILLIAN looks on, wide-eyed.

REGGIE

If they're gonna shoot a movie here,  
I'm gonna be in it.

JILLIAN

You look like a -- a martian.

REGGIE

They have to notice me before they  
can discover me.

CUT TO:



4 EXT. SCHOOL OF THE ARTS - DAY

MUSIC CONTINUES UNDER... A couple of grips wearing baseball hats with the logo "Love Kittens" have begun to unload movie equipment.

CUT TO:

5 INT. SCHOOL OF THE ARTS - HALLWAY - DAY

MUSIC CONTINUES UNDER... Jesse and Danny each trying to out-do the other's dance steps.

6 IN ANOTHER PART OF THE HALLWAY

PICK UP Jillian and Reggie, who has settled for a turquoise spiked hairpiece with what look like antennae. They move down the hall, eliciting curious stares from passing kids.

REGGIE

You've heard of Lana Turner getting discovered in Schwabs. What if she hadn't been wearing a tight sweater that day? What if she'd been wearing an old housedress or something?

JILLIAN

Stories like that are just myths.

REGGIE

Do you always have to be so sensible?

7 BACK TO JESSE AND DANNY

As Danny winds up with an impressive split-twirl-backflip, an out-of-breath Jesse concedes:

JESSE

Maybe there's room for both of us in the movie. We'd be like Fred Astaire and -- Fred Astaire.

Danny shrugs, and they shake to the partnership.

8 ON JILLIAN AND REGGIE

continuing down the hall. As they approach Jesse and Danny:

(CONTINUED)



8 CONTINUED:

8

REGGIE

Jeff Stave is my favorite director.  
I loved "Rockin' Extraterrestrial."

JILLIAN

Reggie, this one's supposed to be  
a high school film...on earth.

REGGIE

You sure?

Jillian nods. Reggie looks horrified. Just as they converge  
with Danny and Jesse, in the middle of a joint routine... and  
EARL DERRENGER runs into SHOT.

DERRENGER

Hold on to your notebooks. You  
guys are gonna be in the movie!

(X)

(X)

Reggie smiles at Jillian, self-satisfied. Jesse and Danny look  
at each other, confused.

DANNY

But they haven't even seen us dance.

DERRENGER

Everyone in our class is gonna be  
in the movie -- I'm choreographing  
the film's big finale.

(X)

Off the kids' thrilled reactions, MUSIC FADES.

9 EXT. SCHOOL OF THE ARTS - ANGLE FROM BUILDING - DAY

9

The electricians are now laying cable, and the movie company is  
assembling. The action centers around a guy in his early  
twenties who doesn't look a whole lot older than our kids; cute  
in an off-beat way, we will come to know him as JEFF STAVE.

DYRENFORTH'S VOICE

I don't know how he talked the Board  
of Ed into this...

CAMERA STARTS TO CRANE UPWARD.

SEEGER'S VOICE

Jeff Stave's a pretty sharp guy.  
He's only made two movies, both low  
budget, already cult classics. This  
could be the one that puts him over  
the top...

(CONTINUED)



9 CONTINUED:

WE REACH a window in the school, from which PAUL SEEGER and DYRENFORTH look out.

SEEGER (cont'd)  
A modern-day Lysistrata set in an  
academic environment.

10 INT. DYRENFORTH'S OFFICE - CONTINUOUS

Dyrenforth refers to a script in his hand.

DYRENFORTH  
(reads the title; with  
disbelief)  
"Love Kittens Go To High School"?

SEEGER  
It's -- catchy.

DYRENFORTH  
It's unseemly. Worse, it'll get  
in the way of studies.

SEEGER  
It'll enhance them. I've already  
lined Stave up as guest artist for  
my drama class. Plus the kids get  
a chance to be in the movie.

Dyrenforth turns away from the window, faces Paul.

DYRENFORTH  
You probably think I'm an old  
curmudgeon.

SEEGER  
Not at all.  
(a beat)  
Well, sometimes --

DYRENFORTH  
I meant on the subject of this  
film...  
(this is difficult)  
It's just that -- as a young boy,  
I always had a fascination with the  
movies. Unfortunately, I wasn't  
blessed with any particular talent.

SEEGER  
In other words, you're jealous.

(CONTINUED)



10 CONTINUED:

10

Dyrenforth reacts to what is probably true by turning back to the window, SLAMMING it shut, and covering his feelings.

DYRENFORTH

Never mind. Forget I said anything.  
As for this Stave character -- I  
want someone responsible for making  
sure things don't get out of hand.  
A student -- if there is one  
levelheaded enough.

SEEGER

I've got just the girl.

11 EXT. SCHOOL OF THE ARTS - DAY

11

ON JILLIAN, making her way through the tangle of equipment.  
WIDEN to include the rest of the film company. Jillian looks  
uncomfortable, out of her element, particularly in contrast  
to... MAXIE SHARP, the teen-aged star of the movie, sitting  
nearby in a director's chair with her name on it, studying a  
script.

An ASSISTANT DIRECTOR hustles through and CALLS out to Maxie.

A.D.

Don't muss the hair, beautiful.  
You're on in two minutes.

Maxie reacts to the familiarity, looks up, sees Jillian.

MAXIE

Welcome to Hollywood... Fast friends  
till the last frame.

Jillian just smiles politely, unsure what she means. Maxie  
returns to her script. Jillian catches up with the A.D.

JILLIAN

Excuse me, where can I find Mr.  
Stave?

The A.D., a hundred other things on his mind, points.

12 JILLIAN'S P.O.V. - JEFF AND AN OLDER MAN

12

standing near the camera, about twenty feet away, deep in  
conversation.



13 BACK TO JILLIAN

13

She starts toward the men.

A.D.  
Turn on the fog!

14 NEW ANGLE

14

To include Jeff and the older man; their conversation has concluded. A machine between Jillian and the men begins to generate fog -- forcing Jillian to take a more roundabout route. As Jeff moves behind the camera:

JEFF  
I want a certain look here --

15 JEFF'S P.O.V. - THROUGH THE CAMERA

15

A gloomy, surrealistic street scene.

JEFF'S VOICE (cont'd)  
A cross between "Streets of Fire"  
and "It's A Wonderful Life." It's  
hardedged fantasy, ecstasy --

(X)

Jillian suddenly enters SHOT, ethereal-looking amidst the fog... and Jeff stops, struck by her.

JEFF'S VOICE (cont'd)  
Who-is-she?

Jillian disappears back into the fog.

16 BACK TO SCENE

16

Jillian approaches the men... as Jeff pulls back from the camera, searching for her, then returns to his senses -- pissed!

JEFF (cont'd)  
(shouting at Jillian)  
I was trying to line up a shot--

(X)

JILLIAN  
I'm sorry...

JEFF  
What the hell are you doing?

(CONTINUED)



16 CONTINUED:

16

JILLIAN  
(miffed)  
I said I was sorry...  
(to the older man)  
Mr. Stave, I'm Jillian Becket, your  
new student assistant. Will you  
please ask your cameraman to stop  
screaming at me?

OLDER MAN  
Sorry, Miss, but I'm the cameraman.  
(indicating)  
That's Mr. Stave.

Jillian turns back to face Jeff -- not thrilled with this turn  
of events. Jeff forces a smile.

JEFF  
You want to assist, do it from the  
sidelines, Marilyn.

JILLIAN  
Jillian!

17 ON JILLIAN

17

She starts off in a huff. After a few steps, she turns back and  
her eyes widen.

18 INCLUDE JEFF

18

his eyes locked into hers, the same frozen smile on his face --  
but with an arrow going through his head. Which only makes  
Jillian madder, as she turns back around and continues off to  
the side. And Jeff's attention switches focus to the fog still  
pouring out of the machine, starting to envelope all of them.

JEFF  
(to the crew)  
Will somebody please cool the smoke!

19 INT. SCHOOL OF THE ARTS - HALLWAY - DAY

19

JESSE, his face furrowed in concentration, is DRIBBLING a  
basketball down the hall. He shoots it behind his back, under  
his leg, pulling out all the stops -- when the ball slips from  
his grasp and BOUNCES OUT OF SHOT.

(X)



20 NEW ANGLE

20

to reveal Maxie, wandering down the hall, the ball BOUNCING toward her.

JESSE'S VOICE

Hey! You!

Maxie picks up the ball, as Jesse runs INTO SHOT. A beat -- and instead of tossing it back, she begins to DRIBBLE it, too. She's pretty good. Jesse is surprised, then gets into it... as without a word, the two of them play a game with an imaginary hoop, feigning shots, blocks, with maybe a rock version of "Sweet Georgia Brown" UNDERSCORING their efforts.

Maxie wears an expression of pure delight. Jesse, who has the ball, suddenly stops short.

JESSE

Wait a minute! I know you from somewhere...

MAXIE

You're hogging the ball!

Jesse doesn't budge. As his excitement builds, her happiness diminishes.

JESSE

"Rockin' Extraterrestrial"! You were the monster's girlfriend! Maxie Sharp, right?

MAXIE

You gonna pass the ball or what?

JESSE

(tossing her the ball)  
You're starring in "Love Kittens", too -- that's great! I'm Jesse Velasquez, and --

MAXIE

(abrupt)  
Nice meeting you...

She sends the ball back with a gesture of finality, turns, and goes. Jesse watches after her, totally thrown.

21 INT. SCHOOL OF THE ARTS - SEEGER'S CLASS - DAY (Day 2)

21

CLOSE ON JILLIAN'S FACE. She looks furious. Over that:

JEFF'S VOICE

Angry! Angrier! Outraged!

(CONTINUED)



21 CONTINUED:

21

Jillian's expression intensifies with each of Jeff's commands. As WE WIDEN to reveal Reggie, Danny, Derrenger and a few other students in a semi-circle around the stage, all participating in the same exercise.

JEFF'S VOICE (cont'd)  
Now turn the fury inward, I don't  
want to see it, I want to feel you  
seethe.

INCLUDE Jeff (who wears a flower in his work shirt lapel) and Seeger, facing the stage, the rest of the class seated behind them. As the kids onstage hold their expressions:

JEFF (cont'd)  
Bring it down, Becket, less is more.  
This isn't Broadway...  
(to the class)  
She's mugging isn't she? Reminds  
me of a bad audition for "The Blob".  
(back to Jillian)  
For God's sake, stop acting. Steve  
McQueen didn't act. Garbo didn't  
act. Veronica Lake didn't act...  
maybe she should have...

Jillian is so mortified, through gritted teeth.

JILLIAN  
Don't tell me I'm not angry!

Jeff breaks into a big smile.

JILLIAN (cont'd)  
(furious)  
Why are you smiling?! What's so  
funny?

JEFF  
Finally! Some real emotion.

SEEGER  
Very good, Jillian. Excellent work.

The kids APPLAUD. Jillian looks confused, realizes she's been manipulated. Then, pointedly, not looking at Jeff.

JILLIAN  
Thank you, Mr. Seeger.

SEEGER  
Now wipe the slates clean...

The group onstage relaxes -- although Jillian still seethes.



22 IN THE BACK OF THE ROOM

22

Maxie stands, lingering in the doorway. As she watches, unobserved, we should sense her vulnerability. There is something going on to which she can't quite relate.

SEEGER'S VOICE (cont'd)  
We've been thinking of our faces  
as an empty canvas, using emotions  
as an artist uses the colors on his  
palette...

Jesse moves through the door, a late arrival, passing Maxie.

MAXIE  
(whispering)  
Hey, Jesse... what kind of  
class is this?

SEEGER  
But as Jeff just showed  
us, if you want it to  
be real, you've gotta  
feel it.

JESSE  
(terse)  
What do you care?

(X)

Jesse continues on to a seat in the back, his turn to give Maxie the cold shoulder. Maxie looks momentarily thrown, then covers, her attention back to:

23 THE FRONT OF THE CLASS

23

DANNY  
It felt good --

SEEGER  
The key to acting is getting in  
touch with yourself. Delve into  
those inner reaches!

REGGIE  
America, watch out --

JEFF  
It's not all hard work --  
(moving to Jillian)  
Using Becket as an example again...

JILLIAN  
(quietly; between  
clenched teeth)  
You're picking on me.

Facing Jillian so that only she can see, out of the flower in his lapel pops a tiny banner which reads "Make My Day".

(CONTINUED)



23 CONTINUED:

23

JEFF

There are qualities we're either born with or we're not. Judy Holliday had a great smile. It's possible Miss Becket does, too, but she seems to be stuck in the last exercise.

Everyone LAUGHS, Jillian is more furious than ever, as the banner springs back into the flower, and Jeff moves on.

JEFF (cont'd)

Amatullo here has a natural intensity, Miss --

REGGIE

Higgins.

The BELL RINGS.

JEFF

Miss Higgins has this rare ability to set off bells.

Unlike Jillian, Reggie LAUGHS along with everyone else.

SEEGER

Your assignment for next time -- short, simple and to the point...  
(refers to blackboard on which this is written:)

I want a monologue revealing the "real you".

24 MAXIE

24

looks thoughtful as she disappears out the door...

25 BACK TO SCENE

25

SEEGER (cont'd)

Any further questions for Jeff, I'm sure he'll stick around.

The students eagerly surround Jeff. Only Jillian moves to get her books.



26 INT. SCHOOL OF THE ARTS - HALLWAY - DAY

26

Movie people intermingle with students, as we PAN to find Jillian at her locker, putting her books away. In the b.g., an electrician plugs a cable into a socket, and SPARKS FLY. Reggie comes up alongside Jillian.

REGGIE  
I think he's hot.

JILLIAN  
If you're talking about Jeff Stave--

REGGIE  
The crown prince of cool --

JILLIAN  
He's a jerk --

REGGIE  
Come on! Jeff Stave is the cutest,  
sexiest --

JILLIAN  
(overlapping)  
Most arrogant, obnoxious --

REGGIE  
I can't believe you get  
to be his assistant.

JILLIAN  
I can't believe I'm stuck  
being his assistant.

The two girls stop and look at each other.

JILLIAN  
He compared me to Judy Holliday.

REGGIE  
What's wrong with that?

JILLIAN  
Who is Judy Holliday?

REGGIE  
Jilly, it was a compliment.

JILLIAN  
(a beat, and:)  
I still think he's a jerk.

27 IN ANOTHER PART OF THE HALL

27

A preoccupied Jeff and Mr. Dyrenforth come out of Dyrenforth's office.

(CONTINUED)



27 CONTINUED:

27

DYRENFORTH

So how's it working out with the student assistant?

JEFF

She's a little on the humorless side.

DYRENFORTH

Not easily swayed or won over?

JEFF

No.

DYRENFORTH

Perfect.

As they begin to walk down the hall, Jeff looks at Dyrenforth appraisingly.

DYRENFORTH (cont'd)

Now, I've given Miss Becket a list of rules and regulations...

JEFF

Mr. Dyrenforth...

They are forced to step around some movie people TESTING out a PLAYBACK SYSTEM. Dyrenforth talks louder.

(X)

DYRENFORTH

...which I'll expect her to make sure you adhere to.

JEFF

Mr. Dyrenforth...

They are almost knocked over by a couple of guys carrying director's chairs. Dyrenforth stops, irritated.

DYRENFORTH

You haven't heard a word I've said, have you?

JEFF

I just keep thinking... you look exactly like -- like --

DYRENFORTH

(impatient)

Like what, young man?

JEFF

Like a principal.

(CONTINUED)



27 CONTINUED: (2)

27

DYRENFORTH  
Well, I am a principal.

JEFF  
(toying with a  
viewfinder)  
You know, that's the one role in  
"Love Kittens" which hasn't been  
cast yet.

DYRENFORTH  
You couldn't be suggesting...

JEFF  
It's just a small part. One line.  
"Not in my school, you don't."

DYRENFORTH  
"Not in my school, you don't?"

JEFF  
Will you do it?

DYRENFORTH  
I -- I couldn't possibly.  
(a beat)  
Without at least a couple of days'  
rehearsal.

Dyrenforth and Jeff exchange a smile, continue down the hall...  
as a couple more guys with director's chairs move past, and  
Dyrenforth gestures them the right of way:

DISSOLVE TO:

28 EXT. SCHOOL OF THE ARTS - ESTABLISHING - NIGHT

28

The trucks remain, but the movie company has apparently  
reassembled in the lighted school.

29 INT. SCHOOL OF THE ARTS - 2ND FLOOR HALLWAY - NIGHT

29

There are SOUNDS from below, indicating Jeff and Jillian aren't  
alone in the building. As we TRACK with them down the long,  
empty corridor.

JILLIAN  
(referring to a list)  
You can use the rehearsal hall up  
here during the daytime, but not  
the corridor.

(CONTINUED)



29 CONTINUED:

29

The LIGHTS DIM and come BACK UP.

JILLIAN (cont'd)  
And watch the electricity! This  
is an old building, not one of your  
fancy California highrises.

(X)

JEFF  
I know what I'm doing.

JILLIAN  
And it's my job to see that you do  
it!

JEFF  
(muttering)  
Of all the dames in all the high  
schools in New York --

JILLIAN  
Excuse me?

JEFF  
Casablanca.  
(beat)  
Don't tell me you haven't seen --

JILLIAN  
I don't go to the movies much.

(X)

JEFF  
It's over 40 years old. It's on  
the late show all the time.

JILLIAN  
I don't stay up late.

JEFF  
It figures.

JILLIAN  
(back to the list)  
We still have the third floor rules  
to run through --

JEFF  
"Music rooms out, corridors in, and  
no excess noise during orchestra  
rehearsal."  
(off Jillian's reaction)  
Dyrenforth gave me a list, too.

JILLIAN  
Then what am I wasting my time for?!

(CONTINUED)



29 CONTINUED: (2)

29

JEFF  
(shrugs)  
I had a few minutes, I took the  
tour.

Jeff smiles. Jillian forces one back. A long, quiet moment,  
and they reach the elevator. She HITS the button and he follows  
her inside.

30 INT. ELEVATOR

30

as it starts to go down. (Production note: it is half filled  
with movie equipment)

JEFF  
You know, when you're mad, you look  
like Natalie Wood in "Inside Daisy  
Clover."

JILLIAN  
I'm not mad.

Suddenly the elevator LURCHES and as the LIGHTS GO OUT, we hear  
a THUDDING SOUND.

JILLIAN'S VOICE (cont'd)  
Damn it, I warned you about  
overloading our circuits!

JEFF'S VOICE  
Would you please get off of me?

JILLIAN'S VOICE  
You mean, that's... ?

Jeff FLICKS ON a LIGHTER and WE SEE Jillian pressed against him  
in the corner.

JILLIAN (cont'd)  
You!

She crawls to the opposite corner. A long moment.

JEFF  
I didn't mean to scare you.

JILLIAN  
It's just that -- I really hate the  
dark.

JEFF  
You do?

(CONTINUED)



30 CONTINUED:

30

He smiles, and FLICKS OFF the LIGHTER.

JILLIAN'S VOICE  
This isn't funny! Stop it! I'm  
not going to beg.  
(a beat)  
Please!

The LIGHTER FLICKS BACK ON and we see Jeff has now crawled in the corner beside Jillian.

JEFF  
There's something about you that  
brings out the worst in me.

(X)

JILLIAN  
Then you admit it. You're purposely  
driving me --

(X)

Jeff moves the LIGHTER from one hand to the other, looking closely at her face.

(X)

JILLIAN (cont'd)  
What are you doing?

(X)

JEFF  
Jamie Lee Curtis... in "Halloween  
II", just before the boogeyman tried  
to stab her --

JILLIAN  
You're awful.

JEFF  
You're gorgeous.

Their eyes lock. A long moment, and he starts toward her, on the verge of a kiss, FLICKING OUT the lighter... when suddenly LIGHTS COME ON FULL and they reflexively move apart... just as the elevator door opens -- revealing people and equipment everywhere, the cast and crew ready to shoot a scene in the main hall.

31 INT. HALL - OUTSIDE ELEVATOR (CAFETERIA) - CONTINUOUS

31

The A.D. passes through, CALLS OUT to Jeff.

A.D.  
All set to go, boss.

Without so much as a beat, Jeff moves out of the elevator and back into the business of movie-making.

(CONTINUED)



31 CONTINUED:

JEFF

All right, let me have the first  
team. I want a long take...

Jillian just stands in the open elevator, watching Jeff go.

32 ANGLE ON JEFF

disappearing into the crowd.

33 CLOSE ON JILLIAN

She moves out of the elevator now, but still stares in Jeff's  
direction, her emotions a-jumble. As we...

FADE OUT:

END OF ACT ONE



ACT TWO

FADE IN:

34 EXT. SCHOOL OF THE ARTS - ESTABLISHING - DAY (Day #3) 34

The movie trucks remain parked outside. OVER WHICH WE HEAR:

DERRENGER'S VOICE  
Plie -- two, three, four --

35 INT. SCHOOL OF THE ARTS - DANCE CLASS - DAY 35

A group of students, including Jesse, Danny, Reggie and Jillian are at the barre running through warm-ups.

DERRENGER (cont'd)  
Releve -- two, three, four -- Limber  
those muscles up!

As Derrenger continues CALLING OUT instruction:

36 ANGLE ON JESSE AND DANNY 36

DANNY  
It's a pretty sad day when all the  
leads go to the girls.

JESSE  
The movie is called "Love Kittens".

DANNY  
Big deal. About a bunch of chicks  
who take over a high school.

JILLIAN'S VOICE  
It's a serious battle-of-the-sexes  
film.

CAMERA ADJUSTS to include Jillian and Reggie.

JILLIAN (cont'd)  
"American Moviegoer's" calling it  
Jeff's homage to Aristophanes.

The guys shut up. Reggie looks at Jillian, surprised.



37 ON REGGIE AND JILLIAN

37

REGGIE

Since when do you read "American Moviegoer"? And since when do you call Jeff Stave "Jeff"?

JILLIAN

I -- stopped by the library on my way to school this morning.

REGGIE

And was it there you decided he wasn't a jerk?

JILLIAN

Did I say he was a --?

REGGIE

Twice.

JILLIAN

A girl's entitled to change her mind.

REGGIE

(conspiratorial)

Then you agree -- he's a fox.

JILLIAN

He's -- not bad.

REGGIE

So, go for it! You're in the perfect position -- all those hours you'll be spending with him. Consider it a Valentine's Day present from Dyrenforth.

Jillian looks at Reggie, shocked.

JILLIAN

"Not bad" doesn't mean "in love".

REGGIE

Did I say anything about love?

JILLIAN

Second of all, he's only going to be here a few weeks.

REGGIE

Long enough --

(CONTINUED)



37 CONTINUED:

37

JILLIAN  
(really worked up now)  
And another thing --

Her eyes catch on something, and she stops short.

38 NEW ANGLE

38

to include Jeff and Maxie coming through the door, Derrenger now moving to meet them. Jeff's eyes meet Jillian's, but he immediately looks away. Reggie looks at Jillian expectantly, but she returns to her exercises.

39 ON JEFF AND MAXIE

39

as Derrenger leads them into the room.

DERRENGER  
This is only my preliminary work,  
but I think you're gonna like it.

40 WIDEN

40

as Derrenger turns back to the kids, excited at seeing Maxie and Jeff.

DERRENGER (cont'd)  
Okay, everyone, into position. The  
big cheese is watching -- so let's  
give a good show.

Derrenger CLICKS ON a tape, and it's a great rock song -- about "Love Kittens" being more than what they seem, (believe it or not) a celebration of the resilience of women. NOTE: the dance, featuring the girls, will eventually be a vocal lead for Maxie in Act IV. We will only see part of the number here.

41 INTERCUT - MAXIE AND JEFF

41

watching the dance. He can't keep his eyes off Jillian.

MAXIE  
Like a young Margot Kidder who  
dances, huh?

JEFF  
Took the words right out of my --

He stops, turns, and faces a knowing Maxie.

(CONTINUED)



41 CONTINUED:

41

JEFF (cont'd)  
I know what you're thinking, Maxie,  
but forget it. She's a high school  
kid.

MAXIE  
She's the same age as me.

JEFF  
Have I ever chased you?

MAXIE  
(smiles)  
There were times I wouldn't have  
minded.

JEFF  
Look, I've got a film to direct,  
she's my assistant. Strictly  
business.

MAXIE  
That's never stopped this crew from  
having a little fun.

JEFF  
Fun is one thing. Love is something  
else.

MAXIE  
Who said anything about love?

Jeff looks uncomfortable.

42 WIDEN

42

to include Jillian, dancing up a storm. But on her face is an  
uncomfortable expression, too. OVER THIS WE HEAR:

DYRENFORTH'S VOICE  
"Not in my school, you don't!"

43 INT. SCHOOL OF THE ARTS - CAFETERIA - DAY

43

CLOSE ON Dyrenforth, as he tries the line with another, softer  
inflection.

DYRENFORTH (cont'd)  
"Not in my school, you don't."

WIDEN to reveal he has an arm around Jeff. It is lunchtime and  
behind them, the movie company is outnumbering the students.

(CONTINUED)



43 CONTINUED:

43

DYRENFORTH (cont'd)  
(with a different  
inflection)  
"Not in my school, you don't."

JEFF  
If nothing else, you're versatile.

44 NEW ANGLE

44

to include Jillian, moving past with a trayful of food, making an effort to avoid them.

DYRENFORTH  
C'mon, what do you really think?

JEFF  
I like your second choice. It's solid and, well, principal-ish.

Jillian has almost made it past, when Dyrenforth throws an arm around her, too -- walking them over to the side of the room.

DYRENFORTH  
Take good care of this man, Miss Becket.

(X)

Dyrenforth moves off. Jeff and Jillian just stand there. An awkward silence, and:

JILLIAN  
(re: the tray)  
I -- was just going to take this to the table.

JEFF  
Want me to help you?

JILLIAN  
It's okay.

JEFF  
No trouble --

JILLIAN  
(overlapping)  
No thank you --

Jeff nevertheless goes for the tray, just as Jillian backs up, causing her to bump into the wall behind -- and the food from the tray ends up flying in the air, falling on top of both of them. A couple of kids pass by and LAUGH.

(CONTINUED)



44 CONTINUED:

44

Jillian looks mortified. Jeff starts to LAUGH, too.

JEFF

I don't know what's funnier -- the spaghetti in your hair or the look on your face.

(X)

JILLIAN

(brushing spaghetti off)

Mr. Stave --

(X)

JEFF

(Cary Grant)

This is no time to be formal.

JILLIAN

(bends to pick up food)

Don't just stand there --

He takes a couple of meatballs which have fallen into his shirt pocket and tosses them at her.

JILLIAN (cont'd)

You're crazy, you know that?

JEFF

Haven't you ever seen Moe and Larry and Curly...?

JILLIAN

(annoyed)

Curly -- who?

He keeps tossing food at her -- tomatoes, eggplant parmesan.

(X)

JEFF

The Three Stooges! How about the Marx Brothers? The Bowery Boys? The screwball comedies of the forties...

He finally bends down to help her... just as she picks up a plastic squeeze-container of mustard.

JILLIAN

(very prim)

Sorry, I've never seen any of those movies --

She squirts the mustard right in Jeff's surprised face.

JILLIAN

But I did see "Animal House".

And for the first time, Jillian breaks into a rich, happy LAUGH.



45 ON THE OTHER SIDE OF THE CAFETERIA

45

Jesse sits at a table, a sandwich in one hand, writing in a notebook with the other. Maxie arrives at the table, stands there watching him a moment, then:

MAXIE  
How about calling a truce?

JESSE  
(looks up)  
I'd like that.

MAXIE  
One condition. Treat me like you did before you found out who I was...

JESSE  
(smiles)  
When I thought you were just one mean ballplayer?

MAXIE  
(smiles, too)  
You should see me cheerlead.

She sits down.

MAXIE  
So what are you working on?

JESSE  
My drama class monologue.

MAXIE  
"The real you?" I'd like to hear about that.

JESSE  
Well, everyone thinks I'm this incredibly good-looking macho guy...

(X)

MAXIE  
And you're not?

JESSE  
Of course, I am. That's why I'm having so much trouble with this assignment. Everyone already knows the real me.

Maxie LAUGHS... as a couple of GUITAR PLAYERS on the podium start WARMING UP.

(CONTINUED)



45 CONTINUED:

45

MAXIE

This place is nothing like "Hog Wild High School."

JESSE

You played the girl who set the chemistry lab on fire --

MAXIE

The closest I ever got to a classroom.

JESSE

You never went to school?

MAXIE

Who had time? I started in commercials when I was six. Made my first movie at nine. I had a tutor on the set.

JESSE

(impressed)

What a way to grow up.

MAXIE

(sarcastic)

Hooray for Hollywood...

46 INT. SCHOOL OF THE ARTS - SEEGER'S CLASS - DAY (Day #4)

46

Paul stands in front of a class of n.d. students.

SEEGER

Sure, it's easy to write off the classics.

CAMERA STARTS TO PAN the faces of the kids.

SEEGER'S VOICE (cont'd)

But feelings are timeless. If you understand Shakespeare, you'll find you understand a little more about yourselves.

PAN ENDS on Maxie, once again lingering in the doorway. The BELL RINGS and she makes a move to go, when...

SEEGER'S VOICE (cont'd)

Class dismissed. Except Miss Sharp.

Maxie stops, a "caught" expression crossing her face.



47 NEW ANGLE

47

to include both Seeger and Maxie... as the kids file out and past, and she moves inside the room.

MAXIE

You don't have to say it. I'll quit crashing your class.

SEEGER

Actually, I was going to ask why.

MAXIE

No big deal... Just killing time between takes.

SEEGER

Things must be slow on the set. The only class you missed this week was my two o'clock independent scene study.

(a beat)

You could have come inside. We might've enjoyed having a star among us.

MAXIE

Some star --

SEEGER

You're a working actress.

MAXIE

Yeah, but --

SEEGER

What?

MAXIE

I always play the same kind of character... Don't get me wrong, a gig's a gig, but once in a while...

SEEGER

You'd like a challenge.

MAXIE

I can't remember the last time I had one.

SEEGER

And you're curious about what we're doing here?

(CONTINUED)



47 CONTINUED:

47

MAXIE  
I guess --

SEEGER  
Maxie, if you want to join us while  
you're in town, come in, pull up  
a chair.

(more)

(CONTINUED)



47 CONTINUED:

47

SEEGER (Cont'd)  
But you're gonna have to prepare  
the assignments like everyone else,  
and get ready for the same tough  
criticism.

A long moment as Maxie mulls this over, then:

MAXIE  
Forget it, Mr. Seeger.

SEEGER  
Frightening, huh?

MAXIE  
(laughs)  
Come on, you said it yourself, I'm  
already a star.

Maxie gives Seeger a merry wave and exits. HOLD ON Seeger (the assignment still written on the blackboard behind him) as he watches her go -- not buying her act for a minute.

48 EXT. SCHOOL OF THE ARTS - ESTABLISHING - NIGHT

48

The trucks remain outside. OVER WHICH WE HEAR:

JEFF'S VOICE  
Roll camera.

CAMERAMAN'S VOICE  
We've got speed.

49 INT. SCHOOL OF THE ARTS - HALLWAY - NIGHT

49

The brightly-lit hall is decked out with "LOVE KITTENS STRIKE" banners. Maxie and four other actresses, wearing cheerleader's costumes with pussycat insignias, face Mr. Dyrenforth.

Between them and the camera stands the A.D. with a clapperboard which reads "Love Kittens Go To High School." As he CLAPS it closed:

A.D.'S VOICE (cont'd)  
Marking.

50 NEW ANGLE

50

to include Jeff (in an "I Brake For Actors" t-shirt) next to the camera, Jillian beside him. More of a sense of easiness between them.

(CONTINUED)



50 CONTINUED:

50

Around and behind them it is chaotic: members of the movie company, actors in costume, and S.O.A. people -- including Seeger, Reggie, Derrenger, Jesse and Danny -- milling about.

JEFF  
Okay, everybody settle.

DANNY  
(whispers to Seeger)  
How come Dyrenforth gets to be in  
the movie?

(X)

Seeger just smiles.

JEFF  
And... Action!

Maxie confronts Mr. Dyrenforth.

MAXIE/ANNETTE  
"Mr. Principal, we're laying down  
the law. We've had it with Fat  
Cats, Hep Cats, Tom Cats and Peeping  
Tom's. You want to treat the women  
of this school like cute, little  
playthings, you're gonna have us  
to contend with. Because as of  
today..."

She holds up a "ladies room" sign with an "X" over it.

MAXIE/ANNETTE (cont'd)  
... 'Love Kittens' strike back!"

DYRENFORTH/PRINCIPAL  
(like he was born to act)  
"Not in my school, you don't --  
sweetheart!"

JEFF  
And cut! That's a print.

The S.O.A. onlookers MURMUR to each other, impressed. Jeff  
moves out to the actors.

JEFF (cont'd)  
Real good, everyone.  
(to Dyrenforth)  
Nice work, Bob.



51 ON JEFF AND DYRENFORTH

51

DYRENFORTH

(modest)

You think so? I added the  
"sweetheart," thought it was a good  
effect.

JEFF

I liked it. Very Raymond Burr.  
In fact...

(an arm around  
Dyrenforth)

Based on your performance tonight,  
I'm adding the principal to the  
final sequence.

DYRENFORTH

Another line?

JEFF

An entire monologue.

Jeff moves off and WE HOLD on Dyrenforth, motionless, suddenly  
looking scared to death.

A.D.'S VOICE

Let's get ready for the next shot.  
Props, bring out the water pistols.

52 ON JEFF AND JILLIAN

52

JEFF

This next scene is gonna be great.  
The Love Kittens keep the football  
team hostage by, get this,  
threatening to ruin the guys'  
hair-do's.

JILLIAN

Three Stooges meet the Brat Pack?

JEFF

(smiles)

You're catching on.

The A.D. rushes up.

A.D.

Bad news, Jeff.

JEFF

(all-business)

How bad?

(CONTINUED)



52 CONTINUED:

52

A.D.  
Props screwed up and forgot the  
water pistols.

JEFF  
We've got to get that scene tonight.  
Have they called...?

A.D.  
They're phoning around right now,  
but it'll take a while --

JEFF  
I haven't got a while --

JILLIAN  
Jeff...

JEFF  
(ignoring her)  
Listen, Ray, can you think of a way  
to improvise this?

A.D.  
You're the director.

(X)

JILLIAN  
Jeff...

JEFF  
Jillian, please --  
(to A.D.; growing  
frantic)  
What the hell can we get to replace  
water pistols in the next ten  
minutes?

FLIP TO:

53 INT. SCHOOL OF THE ARTS - HALLWAY - NIGHT

53

CLOSE on 5 hands holding out plastic squeeze-bottles of mustard.  
WIDEN to reveal Maxie and the "Love Kittens" threatening 5  
over-coiffed football players, cowering against the lockers.

MAXIE/ANNETTE  
"Say it again!"

FOOTBALL PLAYER  
"Come on, Annette, I'm sorry I  
called you a 'babe' --"

(CONTINUED)



53 CONTINUED:

53

MAXIE/ANNETTE  
"Say it!"

The football player looks sheepishly around, then:

FOOTBALL PLAYER  
"Meow."

JEFF'S VOICE  
Cut, print -- and that's a wrap.

54 NEW ANGLE

54

to include the movie company, S.O.A. onlookers, and Jillian and Jeff. He turns and looks at her with new respect.

JEFF  
Jillian, you're incredible.

CUT TO:

55 EXT. NEW YORK CITY STREETS - (STOCK) - NIGHT (Day #5)

55

CAMERA PANS along the sidewalks and shop windows till it reaches the Bistro Cafe.

56 INT. BISTRO CAFE - NIGHT

56

ON Jeff and Jillian, at a small table, sitting over coffee.

JILLIAN  
You didn't have to buy me dinner.

JEFF  
I owe you.

JILLIAN  
I was only doing my job.

JEFF  
Stop arguing.

JILLIAN  
Okay. Tell me more about your favorite movies.

JEFF  
You know what I like. Anything slapstick, everything with Godzilla, and I'm a sucker for --

(CONTINUED)



56 CONTINUED:

56

JILLIAN  
(finishing for him)  
Audrey Hepburn.

JEFF  
I've given myself away. Underneath  
this goofy exterior, I'm a simple  
sentimentalist.

He puts his head down shyly, and Jillian smiles at him. Then he  
breaks the moment by raising his head -- wearing a pair of  
glasses with pop-out eyeballs. She LAUGHS.

JILLIAN  
You're a nut!

(X)

JEFF  
(removing the glasses)  
Tell me about your favorite films.

JILLIAN  
I haven't seen that many old ones  
-- my dad and brothers usually tie  
up the TV watching sports stuff.

JEFF  
But you must have seen some --

JILLIAN  
Only one with Audrey Hepburn, and  
I can't even remember the title.  
She kept meeting Gary Cooper at a  
hotel in Paris, and these Gypsy  
violinists would play one special  
song for them over and over --

Jeff starts to HUM "Fascination".

JILLIAN (cont'd)  
That's it!

He HUMS another bar or two.

JILLIAN (cont'd)  
What's the name of it?

JEFF  
The song, I couldn't tell you. The  
film was a classic. Billy Wilder.  
1957. "Love in the Afternoon".

(CONTINUED)



56 CONTINUED: (2)

56

JILLIAN

So we do have something in common.  
(she stops, embarrassed,  
realizing that might  
sound suggestive)  
I mean, we like the same movie.

JEFF

And underneath that serious  
exterior, you're a sentimentalist,  
too.

JILLIAN

I don't know what I am anymore...

He takes her hand.

JEFF

Don't you think you've turned my  
world upside down a little bit, too?  
I came here to work --

JILLIAN

I didn't ask Mr. Dyrenforth for this  
assignment.

JEFF

And there's no future between us--

JILLIAN

I'm into Broadway, not Hollywood.

JEFF

You're too young for me --

(X)

JILLIAN

We don't even get along half the  
time.

JEFF

Will you stop arguing?!

JILLIAN

(a beat, and)  
Who's arguing?

He leans toward her and they finally kiss. As CAMERA PULLS BACK  
and we...

FADE OUT:

END OF ACT TWO



ACT THREE

FADE IN

57 EXT. SCHOOL OF THE ARTS - ESTABLISHING - DAY (Day #6) 57

Movie company people hang around the trucks on a break. OVER  
THIS, WE HEAR:

MAXIE'S VOICE

"Who am I? Well, that's easy...  
I guess.

58 INT. SCHOOL OF THE ARTS - AUDITORIUM (DOWNSTAGE AREA) 58

CLOSE ON Maxie, alone in the room, referring occasionally to a  
scrawled piece of legal paper.

MAXIE (cont'd)

I'm an actress. It's a tough job,  
too -- I mean, people look up to  
me, expect me to be cool and  
together like the characters I play.

59 ON JESSE 59

a box in hand, coming through the door. He HEARS MAXIE'S VOICE  
but cannot see her, and inches through the cartons and clutter  
as:

MAXIE'S VOICE (cont'd)

I've never looked inside much. It's  
not like I'm afraid to or anything,  
but -- what if the image turned out  
to be more interesting than I am...?

60 NEW ANGLE 60

as Jesse appears behind Maxie, unnoticed.

MAXIE (cont'd)

Maybe that sounds weird for a  
sixteen year old, I wouldn't know  
-- I don't hang around with a lot  
of kids my age."

(CONTINUED)



60 CONTINUED:

60

Maxie looks down at her paper, frustrated. A long moment, and:

JESSE

You've got the right idea. You've just gotta dig a little deeper, go for raw honesty --

Maxie spins around, startled.

JESSE (cont'd)

Sorry. I had costumes to put away -- I couldn't help overhearing --

MAXIE

(defensive)

What do you know about me and how I feel?

JESSE

Sounds to me like you don't even know how you feel.

MAXIE

(embarrassed)

I was just playing around with a -- a piece for my next movie. It's about a girl who doesn't quite know where she fits in and...

JESSE

You're working on Seeger's assignment, aren't you?

MAXIE

Wrong. I already told you --

JESSE

Relax. None of us are having an easy time with it.

MAXIE

(nearly shouting)

Well, I'm not one of you!

A beat. Maxie's VOICE ECHOES in the empty auditorium. Jesse looks surprised at her sudden anger.

JESSE

I'm trying to help.

MAXIE

Forget it, Jesse. You couldn't possibly understand.

(CONTINUED)



60 CONTINUED: (2)

60

Jesse shrugs, shoves the box in a corner, and exits. Maxie takes her piece of paper, crumples it, and tosses it into a trashcan -- a perfect basket! But she looks as if she's going to cry.

61 INT. SCHOOL OF THE ARTS - HALLWAY/LOBBY - DAY

61

TRACK WITH Jillian and Jeff as they move down the hall. She is in a slightly hipper outfit than usual; he wears a "Love Kittens" baseball cap. (Production Note: The halls should be overrun with members of the film company)

JEFF

Who starred in Roger Corman's "War of the Satellites?"

JILLIAN

Dick Miller?

LIGHTS GO OFF on Jeff's hat and a BUZZER SOUNDS, signifying a correct answer. As they pass the Cameraman.

CAMERAMAN

Way to go, Jillian. Thirty eight out of thirty eight.

(off Jeff and Jillian's look)

You can hear that hat up on the 4th floor.

JILLIAN

(stops)

Wait a minute, you're not supposed to be up on the 4th floor.

JEFF

(pulling Jillian along)

Phil Tucker's worst movie?

JILLIAN

Uhm -- I'm losing my concentration, this is a hard one -- "Robot Monster?"

Jeff's HAT GOES OFF.

JEFF

The man was a genius.

(calls out to A.D.)

Hey, Ray, get Maxie into wardrobe and makeup, will you?

(more)

(CONTINUED)



61 CONTINUED:

61

JEFF (Cont'd)  
(back to Jillian)  
Okay, this one's for the free lunch.  
Best director of rock n'roll outer  
space flicks?

JILLIAN  
(pulling the baseball  
cap down over his eyes)  
Cute, Jeff.

JEFF  
(taking the cap off)  
You're cute.

He puts the cap over both their faces as they kiss... and the  
HAT GOES CRAZY with FLASHES and SOUND. An unaware Derrenger  
CALLS OUT from behind.

DERRENGER  
Hey, Jeff!

Jillian and Jeff move apart like a couple of kids whose parents  
just walked in. As Derrenger catches up:

DERRENGER (cont'd)  
I've got a great new idea for the  
dance.

JEFF  
Let's get together and talk --  
(checks his watch)  
Say, in ten minutes? The cafeteria?

DERRENGER  
You're on.

Derrenger moves off. Jeff and Jillian continue on.

JEFF  
Now where were we?

He starts toward her again, but she plays it cool.

JILLIAN  
I got 40 out of 40 in Film Trivia...  
and I thought you were taking me  
to lunch.

JEFF  
(realizing)  
I'm sorry. Want me to try to catch  
Derrenger?

(CONTINUED)



61 CONTINUED: (2)

61

JILLIAN  
That's okay.

JEFF  
(smiles)  
We've still got ten minutes.

He stops in front of the elevator door.

JEFF (cont'd)  
Bring back any memories?

JILLIAN  
(smiles, too)  
I almost punched you that night.

JEFF  
You almost did something else.

JILLIAN  
(playing shocked)  
I don't kiss strange men in  
elevators.

(X)  
(X)

JEFF  
Maybe you haven't met the right  
strange man...

They look at each other amorously. As the door opens and  
there's Dyrenforth. Jillian's happy expression starts to fade.

DYRENFORTH  
Jeff, just the man I've been looking  
for. I've been thinking about that  
speech you gave me --

JEFF  
You're not worried, are you?

DYRENFORTH  
(a nervous wreck)  
Who -- me? Of course not. I just,  
well, wanted to go over it again.  
(to Jillian)  
You don't mind, do you?

JILLIAN  
(a beat; disappointed)  
He's all yours.



62 ON JILLIAN

62

as she watches Jeff move off with Dyrenforth, immersed in conversation. Frustrated, she moves inside:

63 INT. ELEVATOR - CONTINUOUS - DAY

63

CLOSE ON JILLIAN pushing a button, the door about to close, when WE HEAR a LURCHING SOUND. WIDEN to reveal Jeff has stuck his head inside the door.

JEFF

Got anything on for dinner tonight?

JILLIAN

(a beat)

Got anything in mind?

JEFF

Eight o'clock? The Bistro? "Our table."

He WHISTLES a few BEATS of "Fascination" as his head moves out and the elevator doors close.

64 INT. MAKEUP ROOM/BACKSTAGE - DAY

64

JILLIAN'S VOICE HUMMING "Fascination" from behind a rack of wardrobe. PAN across to Reggie at a mirror, fixing her hair.

(X)

(X)

REGGIE

Jillian, this behavior of yours has gotten out of hand.

JILLIAN

You talking to me, Reg?

Jillian flips through the clothes. Her HUMMING continues.

(X)

REGGIE

It's not like you -- making jokes, cutting class, staying up for the late show -- and this humming all the time...!

Jillian moves out, dressed in a full-slip. She begins to try on an outfit.

(X)

(X)

JILLIAN

I didn't hum before?

REGGIE

A different song once in a while.

(CONTINUED)



64 CONTINUED:

64

JILLIAN  
I think I'm in love.

REGGIE  
But -- but he's so much older, he's  
not your type... he's going back  
to California and --

JILLIAN  
When did you suddenly become so  
sensible?

(X)

And into a fun, upbeat SONG with Jillian and Reggie. It's almost as if they've switched personalities here -- with Jillian talking about how love has set her free, making her wild, and Reggie reminding of the practicalities of life. Jillian finishes getting dressed during the piece, perhaps utilizing some of the wigs and other props from the top of the show for emphasis. She is dressed in a new, "hip" look... as the NUMBER ends.

JILLIAN  
The question is, what to do? I  
can't just leave school and go back  
to Hollywood with him.

REGGIE  
Of course not. That's crazy.

JILLIAN  
On the other hand, it might be fun.

REGGIE  
Jillian!

JILLIAN  
Why not? That's what love's all  
about, isn't it?

REGGIE  
Loosening up is one thing. Giving  
up your whole life is something  
else.

JILLIAN  
My mom married my dad when she was  
only seventeen.

REGGIE  
And, no offense, but is she a star  
on Broadway?  
(a beat)  
Or have you changed your attitude  
about that, too?

(CONTINUED)



64 CONTINUED: (2)

64

JILLIAN

Why are you giving me such a hard time? You're the one who told me to go for it.

REGGIE

Yeah, but who would've figured you'd listen?

As she starts for the door, Reggie steps in front of her.

REGGIE

Has he even asked you?

JILLIAN

I'm going to ask him. Tonight.

And Jillian is out the door, once again HUMMING "Fascination"... as Reggie looks on with a mixture of envy and concern.

65 INT. SCHOOL OF THE ARTS - HALLWAY - DAY

65

TRACK with Maxie, slightly out-of-breath, dressed in her "Love Kittens" costume, as she moves down the corridor. She opens a couple of doors, glances through the windows of a couple of others, obviously looking for someone. She rounds a corner and stops:

66 HER P.O.V. - JESSE

66

He's DRIBBLING a basketball, but with a great deal less interest than last time.

67 BACK TO SCENE

67

Maxie rushes up to him.

MAXIE

Hey, Jesse, I've been looking all over you!

A beat. Jesse just continues to DRIBBLE the ball.

MAXIE (cont'd)

You're mad at me.

She grabs the ball away from him and holds it.

(CONTINUED)



67 CONTINUED:

67

MAXIE (cont'd)  
All right, so I was fooling around  
with Seeger's assignment. But I  
took your advice and I'm starting  
to get somewhere. Thanks.

JESSE  
Forget it. That's what friends are  
for.

MAXIE  
I guess I don't have a whole lot  
of experience in that area.

JESSE  
I guess not...

(X)

MAXIE  
(a beat; sardonic)  
Maxie Sharp -- star of stage, screen  
and commercials. I thought I had  
it all aced.

JESSE  
You know, we're not real different.  
Maybe we come from different places,  
but I thought I had it aced when  
I came here, too. And finding out  
the truth was scary.

(X)

MAXIE  
It's the worst.

JESSE  
What changed things for me was  
opening up to people -- like Mr.  
Seeger, the kids in my classes --  
and letting them help.

(X)

A long moment, and:

MAXIE  
(with difficulty)  
Will you help me?

JESSE  
(a beat; and he smiles)  
If you'll quit hogging the ball.

She smiles back, passes the ball, and as they move into another  
impromptu game of basketball, it is clear a friendship has been  
cemented.

DISSOLVE TO:



68 EXT. BISTRO - NIGHT

68

The SOUNDS of people EATING, LAUGHING, HAVING FUN. THROUGH THE WINDOW WE FIND Jillian at the same small table -- alone.

69 INT. BISTRO - NIGHT

69

Jillian shifts in her chair, glances at the door, fiddles with the salt shaker. A waiter comes over.

JILLIAN

Another few minutes, okay?

70 ANOTHER ANGLE

70

to reveal Maxie at a table across the room with actors from the movie company. She reaches for her coat, purse and a book.

ACTOR/FOOTBALL PLAYER

Where you goin', Maxie? It's only nine thirty.

MAXIE

I've got studying to do.

ACTOR/FOOTBALL PLAYER

But we finish shooting tomorrow.  
There's only a couple more scenes--  
(his eyes fall on the  
book)  
Shakespeare...?

Maxie grabs at the book protectively, and begins putting on her coat. As she does, she sees:

71 HER P.O.V. - JILLIAN

71

at the table, again glancing toward the door.

72 MAXIE

72

starts out past Jillian's table.

JILLIAN

Maxie... hi. You wouldn't happen to know where --?

MAXIE

Jeff ran into an old film school friend. They said something about a screening.

(CONTINUED)



72 CONTINUED:

72

JILLIAN

Oh. I, uh, guess he forgot to tell me..

MAXIE

(doesn't believe her)  
Welcome to Hollywood.

JILLIAN

What do you mean?

MAXIE

There's an old expression about how you can fit all the sincerity in that town into a flea's navel. Make it an amoeba.

(off Jillian's confusion)  
Never mind.

She starts to go, but Jillian stops her.

JILLIAN

Maxie, wait!

MAXIE

Look, I shouldn't have opened my big sarcastic mouth --

JILLIAN

Jeff isn't insincere.

MAXIE

Not exactly... But his movies come first, always have, always will.

JILLIAN

I understand that.

MAXIE

No, you don't. I've spent my entire life with people like him. They're fun, they're charming, but they live in a world of their own.

JILLIAN

Maybe I want to live in that world with him.

MAXIE

Happily ever after?

Jillian gives Maxie a sharp look. Maxie sits down.

(CONTINUED)



72 CONTINUED: (2)

72

MAXIE (cont'd)  
(as sincere as we've ever  
seen her)

Jillian, please, listen to me --  
I'm trying to be a friend. He  
thinks he's Cary Grant, and you're  
Ingrid Bergman... or Jamie Lee  
Curtis, whoever fits the scene.  
It's okay... but only if you don't  
take it too seriously.

(X)

JILLIAN  
I'm dead serious. And I'm getting  
a little tired of you, Maxie.

MAXIE  
Then you may as well hear it  
straight. I've seen him on movie  
sets before and it's always the same  
thing. He meets a girl, thinks he's  
in love... and when the film wraps,  
he's gone.

JILLIAN  
(terse)  
Maybe all the other times. But what  
Jeff and I have is different, it's  
special. He's not gonna let me  
down.

MAXIE  
(shakes her head)  
Oh, yeah? Then where is he now?

A tense moment between them... and Maxie goes. CAMERA SLOWLY  
PUSHES IN on Jillian, and finds tears in her eyes.

FADE OUT:

END OF ACT THREE



ACT FOUR

FADE IN:

INT. SCHOOL OF THE ARTS - AUDITORIUM - NIGHT (Day #7)  
73

CLOSE ON Mr. Dyrenforth, talking directly into the camera.

DYRENFORTH

"Love is a many splendored thing  
-- more or less.

SLOWLY WIDEN to reveal the "Love Kittens" cameras shooting Dyrenforth on the auditorium stage, decorated in a state-of-the-art style. Maxie, her fellow Love Kittens, and the football players are on opposite sides of Dyrenforth. An intense Jeff and his crew are positioned around the cameras.

DYRENFORTH (cont'd)

It is a joy and a curse and has been  
the cause of problems between men  
and women for time immemorial.

74 ANGLE ON THE WING

74

where Jillian and Reggie, in costume, are among the group of dancers (including Jesse, Danny and Derrenger) waiting to go on. In whispers:

REGGIE

So what happened last night?  
Was it heaven?

JILLIAN

Not exactly.

REGGIE

Did you ask him?

JILLIAN

(with determination)  
I'm going to -- just as soon as  
we wrap.

DYRENFORTH'S VOICE  
(continuing)

But this is a new generation  
willing to take chances  
and try it another way.  
To show mutual  
respect and dignity  
and, if necessary, a  
sense of humor.

75 WIDEN

75

to include stage.

(CONTINUED)



75 CONTINUED:

75

DYRENFORTH (cont'd)  
Released from the shackles of  
history, we owe a debt of gratitude  
to the 'Love Kittens' --I mean, the  
women of Fair Lawn High."

A spontaneous BURST of APPLAUSE from the kids -- more in  
recognition of Dyrenforth's impressive performance than the  
proclamation. Dyrenforth wipes his brow, and as he relaxes,  
only now can we see how nervous he was.

JEFF  
Keep the cameras rolling, standby  
effects -- and Maxie, hit it!

Maxie moves centerstage and begins SINGING the "Love Kittens"  
THEME. After a stanza or two:

76 ANGLE ON THE WINGS

76

DERRENGER  
Okay, guys, you're on.

Reggie looks at Jillian worriedly, as the dancers move out and  
into the number they rehearsed earlier.

77 WIDE ANGLE

77

The dancers back up Maxie, who continues SINGING. And the  
effects begin -- a LIGHT SHOW -- in celebration of the "Love  
Kittens'" triumph. As the NUMBER WINDS UP in a configuration  
of solidarity.

JEFF  
Cut, print -- and that's a wrap!

Scattered APPLAUSE.... and the group starts to disperse. WE  
HEAR snippets of EXCITED CONVERSATION re: the film, the wrap  
party, going back to L.A. Jesse approaches Maxie.

JESSE  
Boy, I really envy you, heading back  
to Hollywood.

MAXIE  
(unenthusiastic)  
Yeah... right...

78 ON JEFF

78

surrounded by his crew, thanking everyone. Juxtaposed against:



79 JILLIAN

79

making her way toward him -- confused and unsure -- but nonetheless determined. As she reaches him:

JILLIAN  
Jeff, I need to talk to you--

JEFF  
You were terrific... Better than  
Ann Margret in "Kitten With A Whip".

JILLIAN  
We haven't even talked about the  
future.

JEFF  
The future? It's gonna be great!  
I've got a movie all set to shoot  
in Japan -- "Mortron's Revenge" --  
a combination "Rodan" and "The Great  
Gatsby."

JILLIAN  
(thrown)  
You're going to -- Japan?

JEFF  
(oblivious)  
Good thing I like sushi.

JILLIAN  
What about me?

JEFF  
You'd be perfect for the lead.  
(a beat)  
Too bad you're not Japanese.

JILLIAN  
What about us?

The crowd moves in on their conversation.

CAMERAMAN  
Let's go, Jeff, we can't start  
without you.

(X)

JEFF  
(an arm around Jillian)  
We'll talk later. You don't want  
to miss your first wrap party.

As they head for the door with the others, he slips on the pair  
of goggle glasses. But she is suddenly no longer entranced by  
this, and she turns her head away. OVERLAP MUSIC.



80 INT. SCHOOL OF THE ARTS - CAFETERIA - NIGHT

80

The wrap party is in progress. The room is done up with streamers, a buffet, and a ROCK BAND BLARING MUSIC. Jeff and Jillian move in together, and the crowd seems to all but swallow him up -- the students and movie company members all wanting a word with him.

81 ANGLE ON JILLIAN

81

separated from Jeff now, looking on -- watching him laugh, play with his props, charming everyone he comes in contact with -- and she looks as uncomfortable as she did the day she first went on the movie set. Reggie comes up beside her.

JILLIAN

(remembering Maxie)

If only I didn't take things so seriously.

REGGIE

Nobody can change all at once.

JILLIAN

No matter how hard I try, I'll always be on the outside looking in.

(X)

Jillian looks back at Jeff and away again.

PAN past Jeff TO FIND Danny and Jesse engaged in a little spontaneous dancing (of the type we saw at the top of the show). A few moments into the number, Jesse glances over to:

82 MAXIE

82

in the middle of a serious, animated conversation with Seeger. PULL BACK to INCLUDE Jesse, curious, but continuing on with his dance.

83 ON DYRENFORTH

83

in a quieter corner, surrounded by well-wishers, including Derrenger.

DERRENGER

I guess after this, you'll be out there at open calls with the rest of us.

DYRENFORTH

I -- don't think my nerves could handle it. But I'll say this: I have a whole new respect for those of you who can.



84 BACK TO JILLIAN

84

as the NUMBER draws to a close. She is alone now, sitting on the side... CAMERA ADJUSTS to INCLUDE Jeff, breaking away from the crowd. He WHISPERS something to the bandleader, and comes up to her.

JEFF  
You wanted to talk?

JILLIAN  
Yeah, I did, but --

JEFF  
Can you dance at the same time?

JILLIAN  
I -- kind of changed my mind about what I had to say.

JEFF  
You don't have to say a word.  
Because it just so happens I have something to say.

Jillian looks at Jeff, confused -- as he takes her hand, and leads her out on the dance floor... and the BAND BREAKS INTO "Fascination". Jillian can't help but be moved.

JEFF (cont'd)  
I finally remembered the name of it.

JILLIAN  
(sadly)  
It's beautiful, Jeff. But --

JEFF  
You're thinking this is goodbye?

(X)

JILLIAN  
Isn't it?

JEFF  
In "Love in the Afternoon", Gary Cooper got on that train alone, but at the last moment, he knew -- he couldn't let Audrey go.  
(a beat)  
Come with me, Jillian.

Jillian stops dancing -- just looks at him.

(CONTINUED)



84 CONTINUED:

84

JEFF (cont'd)  
I know I'm selfish, and a little  
on the crazy side -- but it'll be  
fun.

A long moment, and:

JILLIAN  
Sounds like a dream come true--

JEFF  
MGM didn't make 'em any better.

JILLIAN  
Only trouble is... it isn't my  
dream.  
(with difficulty)  
You see, it's just not important  
to me who starred in "Robot Monster"  
or whether I look like Natalie Wood  
on a rainy day. When we look at  
each other, I want you to see  
Jillian Becket -- and you don't even  
know who that is.

JEFF  
(for the first time, the  
fun & games are gone)  
I can learn -- Jillian, trust me...  
(the old Jeff smile  
reappears)  
How could you not like "Robot  
Monster?"

JILLIAN  
I'm not going with you, Jeff. And  
don't ask again.  
(a beat)  
'Cause I just might say yes.

She moves back in his arms, and holds him tight. And they  
finish their dance.

85 INT. SCHOOL OF THE ARTS - MAKEUP ROOM - NIGHT

85

Maxie comes in, starts to comb her hair... when SHE HEARS the  
SOUND of CRYING. TRACK with her as she moves around the  
wardrobe rack to investigate and finds Jillian, alone on a  
bench, in tears. She sits down beside her, hands her a tissue.

JILLIAN  
(a beat, and:)  
Thanks.

(CONTINUED)



85 CONTINUED:

85

MAXIE

Yeah.

JILLIAN

No, I mean it. You were right,  
I don't belong in that world.

(X)  
(X)

(sincerely)

But for awhile, I sure had a good  
time.

MAXIE

Then why are you crying?

(CONTINUED)



85 CONTINUED:

85

JILLIAN

I don't know... I guess I'm entitled to a few tears. I mean, it was good enough for Ingrid Bergman in "Casablanca." And Jamie Lee Curtis in "Halloween II."

Maxie puts an arm around Jillian and smiles.

MAXIE

You're okay.

JILLIAN

You, too --

Jillian smiles, too.

JILLIAN (cont'd)

That is, for a tough old Hollywood broad.

MAXIE

Hey, watch the language! What do you think we "Love Kittens" went on strike for?

And suddenly, the two girls break into LAUGHTER.

86 INT. SCHOOL OF THE ARTS - HALLWAY (OUTSIDE MAKEUP ROOM)

86

Seeger and Dyrenforth are walking down the hall.

DYRENFORTH

Of course, maybe after the reviews come out, I could be talked into another small role...

The men suddenly stop at the SOUND of RAUCOUS LAUGHTER. They look at each, baffled, as Maxie and Jillian come down the hall, arm-in-arm, still nursing a bad case of the GIGGLES. (X)

DYRENFORTH (cont'd)

(to Seeger; re: Jillian)

You call that levelheaded?

Seeger just smiles, shrugs, as much at Dyrenforth as at the girls.

SEEGER

Things are gonna be dull around here after this.

(CONTINUED)



86 CONTINUED:

86

And as the CAMERA follows the girls around the bend, and out of sight...

(X)

DISSOLVE TO:

87 EXT. SCHOOL OF THE ARTS - DAY (Day #8)

87

One more day like any other. The movie trucks are gone.

88 INT. SCHOOL OF THE ARTS - HALLWAY - DAY

88

Jesse, Danny, Reggie, Jillian gathering books at their lockers.

JESSE

It seems so -- I don't know, quiet.

REGGIE

Yup. Back to the grind.

DANNY

I hear Coppola's doing some filming downtown.

(to Jillian)

Feel like checking it out?

JILLIAN

No thanks.

JESSE

Maxie said she's gonna write.

JILLIAN

Yeah, Jeff, too.

REGGIE

Well, the trucks should be in Milwaukee by now.

DANNY

And we should be getting on to class.

As locker doors SLAM and the kids prepare to go, they all suddenly react to something, wide-eyed.

89 NEW ANGLE

89

to include Maxie BOPPING a basketball down the hall.

JESSE

What's she still doing here?!

(X)

(CONTINUED)



89 CONTINUED:

89

The kids look at each other, confused. OVER THIS, WE HEAR:

MAXIE'S VOICE

"Who am I? That's a tough question."

90 INT. SCHOOL OF THE ARTS - SEEGER'S CLASS - DAY

90

Maxie stands alone on the stage

MAXIE (cont'd)

William Shakespeare said 'To thine own self be true...' But if you've spent your entire life looking every direction except in, that's not easy to do.

91 ANGLE ON THE CLASS

91

Seeger stands to one side. As WE PAN the faces of Danny, Reggie, and finally Jesse and Jillian -- paying rapt attention, aware of how difficult this is for Maxie.

MAXIE'S VOICE (cont'd)

I know what I'd like to be -- a good actress, a good person, a friend -- and if that isn't what I am right now, I'm going to make damn sure I end up that way.

92 NEW ANGLE

92

to include both Maxie and the class.

MAXIE (cont'd)

I may be a late starter... but I'm going to finish along with the best of them.

She stops. A beat. And the kids burst into APPLAUSE. But Maxie doesn't even smile. Her eyes are on Seeger, who remains expressionless... as he moves between the class and the stage with his gradebook.

SEEGER

Okay, class, calm down -- this isn't the Maxie Sharp fan club.

The kids stop applauding. Maxie doesn't even flinch.

(CONTINUED)



92 CONTINUED:

92

SEEGER (cont'd)  
This is just another student  
performing a piece -- because as  
of today -- on the basis of this,  
shall we say, audition -- I welcome  
Miss Maxine Sharp as a full-time  
student at the School of the Arts.

A beat for this to sink in. And the kids jump up and surround  
her with AD LIB congratulations... Jesse and Jillian on either  
side... Seeger looking on with an amused smile.

JESSE  
I don't believe it.

JILLIAN  
You're really going to be a student  
here?

MAXIE  
You bet, I am --

And, "all-kid", she throws an arm around each of them.

MAXIE (cont'd)  
But I'm gonna need all the help  
I can get.

(X)

FREEZE FRAME... and:

FADE OUT:

THE END