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"Pros and Cons"

Prod. #2954

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REVISED DRAFT
November 24, 1986

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FAME

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Written by

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MGM TELEVISION

3 P. 45
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November 24, 1986

FAME
"Pros and Cons"
CAST

LYDIA GRANT
JESSE VELASQUEZ
IAN WARE
BENJAMIN SHOROFSKY
REGGIE HAMILTON
CHRIS DONLON
DANNY AMATULLO
BOB DYRENFORTH
LOU MACKIE
MRS. BERG
PAUL SEEGER

LAURA MACKIE
BILLY WATERS
JACK WARE
MR. BAUER
ELI SELLERS

NON-SPEAKING

STUDENTS
LOU'S LANES PATRONS
RESTAURANT PATRONS and EMPLOYEES

November 24, 1986

FAME
"Pros and Cons"
SETS

INTERIORS

SCHOOL OF THE ARTS
CORRIDORS
ADMINISTRATION OFFICE
CAFETERIA
DANCE CLASSROOM
MUSIC CLASSROOM
AUDITORIUM
PAY PHONE
MUSIC CUBICLE

LOU'S LANES

LYDIA'S APARTMENT
BEDROOM
LIVING ROOM

LE CAFE

EXTERIORS

STREET IN FRONT OF S.O.A.
LE CAFE (STOCK)
LYDIA'S APT. (STOCK)

ACT ONE

FADE IN

1 SERIES OF SHOTS

1

A 1971 romantic song "YOU DON'T HAVE TO SAY YOU LOVE ME" by Dusty Springfield over a series of yearbook stills depicting the high school career of LYDIA GRANT:

- ...performing the lead in a school play
- ...decorating the gym for a dance
- ...claiming a trophy for a debating team competition
- ...selling kisses at a booth in a fund-raising fair
- ...reigning as homecoming queen with her court
- ...teaching ballet to a class of children

(NOTE that many of these shots feature her with a good-looking young man whom we will later come to know as BILLY WATERS).

END on the Class Officers of 1971, shoulder-to-shoulder across a school corridor. CAMERA PUSHES IN on Lydia in the center.

MATCH CUT TO

2 INT. S.O.A. CORRIDOR - EARLY MORNING - ON LYDIA

2

walking, carrying a load of paraphernalia in the pre-school bustle. She seems preoccupied, listless. WIDEN as MUSIC ENDS to reveal its source: a nearby student's ghetto blaster.

IAN'S VOICE

(filtered; on radio)

A WSOA Record Relic to honor Miss Lydia Grant and her schoolmates of the same era. They don't make 'em like that any more.

Ad lib REMARKS from the students Lydia passes, along the lines of "do they mean the music or Miss Grant..?" etc. -- which she answers with only a forebearing smile.

IAN

(filtered; on radio)

And to prove it, something a little more 'with it' --

He flips on some new-wave 'message' MUSIC, as Lydia shakes her head and moves OUT OF FRAME.

3 INT. ADMINISTRATION OFFICE

3

MRS. BERG answers PHONES as students rush in and out. DANNY and PAUL enter, each adding a box to a stack by the door, as DYRENFORTH hovers anxiously.

DANNY
(grabbing books off
counter)
I'm off.
(for Dyrenforth's benefit)
Don't want to be late for homeroom.

Dyrenforth doesn't notice. Instead he checks his watch. Danny exits.

DYRENFORTH
Miss Grant is usually in by now.

BERG
Oh, cut her some slack -- it wasn't
your average weekend.

PAUL
(shudders)
Fifteen year reunion --
(indicating boxes)
I'd rather tackle that paperwork.

DYRENFORTH
(tapping boxes)
Good. It's time to process these
mid-semester applications...

MRS. BERG
I'm sure Miss Grant would be
grateful for your help.

PAUL
Organization is not my strong
point...
(backs away)
And..uh...I wouldn't want to get
in Lydia's way....

LYDIA
(at the door)
Why change now?

AD LIB hellos as Lydia moves to the cubbies to inspect her mail. Paul does the same. Lydia's now upbeat -- a little too upbeat.

MRS. BERG
How was your weekend?

(CONTINUED)

3 CONTINUED:

3

LYDIA
Great.

PAUL
That bad, huh?

LYDIA
Say what?

MRS. BERG
Give us the scoop on the reunion.
Anything happen?

LYDIA
I saw some old friends, ate a so-
so dinner, counted the bald heads,
and came home.

PAUL
It was that bad.

LYDIA
(rising irritation)
Isn't there anything new and
interesting we can talk about?

DYRENFORTH
Well, since you mention it....

Dyrenforth rests his hand on the boxes. Mrs. Berg joins him, both smiling ingratiatingly. Lydia's upbeat mood vanishes. The look on her face says she knows what's in the boxes.

4 INT. SOA HALLWAY

4

as Lydia pushes out of the Administration office, Paul catches up with her. CAMERA TRACKS with them as they walk.

PAUL
C'mon -- what really happened at
that reunion? You were so excited
about seeing your old flame...

LYDIA
Billy Waters? Honey, he didn't even
show.
(trying to laugh it off)
No big deal -- I wasn't that
excited. Nothing to hang a girl's
hopes and dreams on....

As she reaches the door to her classroom, Lydia realizes she's fooling no one. She enters and Paul follows.

5 INT. DANCE CLASSROOM

5

as they come in.

PAUL
(concerned)
It got to you, didn't it?

LYDIA
It's not just the reunion. It's
like everywhere I turn, there's
something I'm missing.

PAUL
Wait a minute. Is this the same
woman who came to me six months ago,
urging me to teach? Telling me how
fulfilling it was?

LYDIA
Don't get me wrong -- I love what
I do and I love the kids. But it
can't be the only thing I have.

PAUL
It isn't. You're building a
career, -you've got friends, students
who admire you -- and more than one
of my pals has asked for your
number...

LYDIA
But when I wake up at night, the
only one I know will be there is
the cat. It feels like I've got a
whole lot -- almost.
(admitting it)
I really was looking forward to
seeing Billy again.

PAUL
So look him up.

LYDIA
I don't know where he is.

PAUL
You know where he used to live.
Start there.

LYDIA
(hesitant)
I don't know...

(CONTINUED)

5 CONTINUED:

5

PAUL

Lydia -- you can't control the breaks; you can't give yourself a wealthy uncle; you can't rewrite the last ten years -- but you can make a phone call or two.

PUSH IN on Lydia's face as we see a resolve forming...

6 INT. LOU'S LANES - LUNCH TIME

6

LAURA works behind the counter where REGGIE and IAN sit. Danny stands nearby, stamping his feet and rubbing his hands over a space heater. Everyone shivers in layers of clothes -- except for Ian, who wears only shirt and slacks.

DANNY

(to Ian)

How can you sit there in shirtsleeves? It's inhuman.

IAN

You kidding? This is summer weather for England.

REGGIE

Forty-two degrees?

IAN

Balmy. As me mates used to say, 'Give me a nice summer's day and I'll give you busfare to Brighton.'

Ian smiles, but the remark elicits confused reactions from the others. Chris stumbles out from the back and across to the group, coughing and wiping soot from his face. Laura rushes to support him as LOU emerges from the kitchen area.

DANNY

What happened?

CHRIS

Don't ask me -- I just loosened the cover on the thermostat and boom! Lights out!

LAURA

(to Lou; indignant)

You had him fixing the furnace? He's a singer, not a repairman!

(CONTINUED)

6 CONTINUED:

6

LOU
Donlon -- whaddya doin'? I told
you I called somebody.

JESSE enters through the front door, very "up," carrying an
electrician's tool box. He calls out:

JESSE
You'll never believe who I found
looking for this place...

A smiling repairman, JACK WARE, comes through the door. Jack is
warm, charming, witty, with a natural sophistication that belies
his broad accent and rough clothes.

IAN
(disconcerted)
Pop! What are you doing here?

LOU
Whaddya think? He's here to fix
the furnace.

Jesse and Jack cross, Jesse carrying the tool case and Jack
unbuttoning his coat. Jesse sets the case on the counter.

DANNY
(to Jack)
Boy, are we glad to see you!

JESSE
(incredulous)
He stopped me on the street, told
me his name, asked directions....

CHRIS
(to Ian)
Amazing. Outta all the electricians
in New York, they send your father.

LOU
Donlon -- I called him special.

JACK
(eyeing Chris)
Nick o' time, from the look of it.
(to Ian, glancing around)
So this is where you spend all your
evenings.

IAN
You never said anything about fixing
Lou's furnace...

(CONTINUED)

6 CONTINUED: (2)

6

LOU
I only called him an hour ago. I figure I gotta spend the money, might as well keep it in the family, so to speak.

IAN
(to Jack, awkward)
Want me to help?

JACK
Oh, no -- you stay here with your friends....

CHRIS
Look, I'm already dirty. I'll lend you a hand. It beats sitting here freezing.

JACK
I'd be glad of an assist -- not to mention the company...

LOU
I'll be in the kitchen if you need me.

JACK
(picking up tool box)
Right-o. We're off to work then.

Jack and Chris exit as Lou goes back to the kitchen. Laura joins Danny at the heater as Jesse sits with Reggie and a subdued Ian at the counter.

REGGIE
(to Ian)
Your dad seems like a great guy.

IAN
(touch wistful)
Yeah...everybody thinks so...

FLIP TO:

7 INT. LOU'S LANES - LATER

7

Coats are off -- everything is toasty. Jack Ware, having completed his work, sits among a group of Lou's regular customers, TELLING A STORY. Ian sits off to one side, listlessly fingering his guitar as Chris approaches him.

(CONTINUED)

7 CONTINUED:

7

JACK
...every port we stopped in. I recall in Hong Kong, they had these bars set underground, off the street. We get shoreleave Saturday night, all spiffed up in our best whites. First place we hit is full of local dockworkers, and Darby -- bein' just 5 foot 1 -- of course marches up to the biggest bloke in the place and insults his mother with a name I won't repeat, ladies being present.

CHRIS
Your Dad knows how to tell a story. He's a born entertainer.

IAN
(sardonic)
Yeah -- he can weave a yarn with the best of 'em, can't he?

CHRIS
My old man could do that...it's a gift.

Ian hits a LOUD sour CHORD on his guitar to match his expression -- which says he doesn't share Chris' evaluation. Jack's audience AD LIBS protests at the interruption. Ian rises, removes his guitar and approaches the group.

JACK
You have to forgive him -- he's heard these stories....

IAN
(chiming in)
....a hundred times. Dad -- Mum must have dinner on by now. Won't she be worried?

JACK
(proudly, to group)
Isn't that just like the lad?
Always concerned about other people's feelings.
(to Ian)
You're right.

Jack stands and Ian looks relieved -- then disbelieving as Jack digs into his pocket for change and hands it to Ian.

JACK
Better ring her and say we'll be a bit late.

The kids laugh. Jack sits back down.

JACK
(continuing)
Now where'd I leave off?

CHRIS
Darby was about to be creamed by some Hong Kong dockworker.

(CONTINUED)

7 CONTINUED: (2)

7

JACK
Right. So this gent picks up Darby
with one hand and a bottle of rye
with the other, at which point I
intervene...

HOLD ON Ian, defeated. A beat, then he heads out.

8 INT. SOA - CLOSE - A PAY PHONE

8

A beat, then CAMERA PULLS BACK to REVEAL Lydia dropping in
change, waiting as the line rings.

LYDIA
Shavonne? Lydia Grant.
(beat)
Of course I had a good time! You
did a beautiful job. I was
wondering -- do you have Billy's
mama's phone number?
(beat)
You think Robbie might know where
she moved to?

As she writes in a small notebook.

DISSOLVE THRU TO:

9 INT. ADMINISTRATION OFFICE - DAY

9

Quiet, after school hours. Lydia is on the phone, as Paul comes
in.

LYDIA
(into phone)
If you do hear from him, Mrs.
Waters, would you give him my
number?
(beat)
Yes, ma'am, thank you.

PAUL
What'd she say?

LYDIA
Well, he's some kind of
international stock broker now.
(Texas dialect)
And ever since he dropped out of
Harvard in his junior year, he's
been as scarce as hen's teeth.

(CONTINUED)

9 CONTINUED:

9

PAUL
Pardon me?

LYDIA
(recovering)
He's almost never around. Likes
to keep on the move -- has an
apartment in London, but doesn't
stay there much.

PAUL
So now what?

LYDIA
Nothing. I tried and it didn't
work.
(sighs)

PAUL
C'mon... I'll cheer you up. It's
'Open Mike' Day at Lou's. Ian told
me he's singing a duet with Reggie.

LYDIA
I need to work out the staging for
my third period's dance recital.
Then I've got to start on the
applications...

PAUL
All work and no play...

LYDIA
(moving off)
Makes me too busy to sit around with
'shiftless actors'...
(turns back, smiles)
Thanks anyway.

PAUL
Don't say you weren't invited.

And he watches her leave.

10 INT. LOU'S LANES - ON IAN

10

in a light jacket, carrying his guitar case. He rushes in,
stands just inside the door, catching his breath. A PIANO PLAYS
as someone SINGS. Ian reacts.

11. WIDER ANGLE TO INCLUDE STAGE AREA 11

Jack Ware, on the bandstand, SINGS and dances an English MUSIC HALL NUMBER with hat and cane while Jesse PLAYS the PIANO. They perform for a CHEERING audience which includes Paul, Reggie, other SOA kids. Laura's at the counter; Lou stands to one side with Chris. Jack pulls Reggie up, gets her to PERFORM with him. She can't quite pick up Jack's fancy footwork, but she's game and the audience expresses its appreciation. There is LOUD APPLAUSE as the NUMBER WINDS UP.

Chris ascends the bandstand, leading the APPLAUSE, amid CRIES of "ENCORE" from the audience.

CHRIS

Jack Ware, ladies and gentlemen.
(beat, over applause)
Let's get him back for one more.

Jack speaks to Jesse, who nods and grins. Reggie starts off stage, but Jack pulls her back for the next number...

12. ANGLE ON DOOR 12

where Ian, with one glance backward, slowly pushes through the door and back out into the street before anyone sees him.

13. INT. SOA AUDITORIUM - STAGE 13

where a single doorframe has been erected. Lydia walks out measurements and marks them with chalk. She tries a step or two inside the chalk markings, opens and shuts the door as part of the routine. However, it hangs lamely open when she lets go. Lydia tries to shut it a few times, grows quickly irritated, finally slams the door -- and it half falls off.

From somewhere out in the darkness of the auditorium comes a rich, deep-throated LAUGH. It stops Lydia cold.

14. NEW ANGLE 14

In the darkened auditorium we see a silhouette leaning against a rear wall. Lydia stares into the shadows intently, stepping slowly backwards across the stage, ready to escape.

LYDIA

Hello? Hello?

MAN'S VOICE

And I was afraid I wouldn't recognize you -- as if I could ever forget that face...or that temper.

(CONTINUED)

14 CONTINUED:

14

Lydia reacts with confusion.

LYDIA
Paul...? Leroy....? Mr.
Dyrenforth...?

CAMERA TRACKS with the man as his silhouette moves away from the wall and toward the stage.

STRANGER (BILLY)
And as always, a list of men to call
upon... Still, I should be
flattered...

15 BILLY WATERS

15

appears. He is a tall, handsome man in his mid-thirties -- dressed beautifully -- He steps out of the darkness and into a pool of light. He is self-assured and handsome. But something more seduces us -- he has a warm smile in his eyes that matches the one on his lips. This man has seen alot -- and likes what he now sees. He is BILLY WATERS.

16 LYDIA

16

gasps.

17 NEW ANGLE

17

as he comes toward the stage.

BILLY (Cont'd.)
I hear you've been asking for me.

LYDIA
(a whisper)
Billy?
(beat)
Billy Waters?
(laughing in recognition)
Is that you?

BILLY
As real as I'll ever be.
(beat; big grin)
And about as happy as I'll ever be.

A split second, then he leaps up on stage as she runs across it and they are in each other's arms, spinning away the years and the separation. They finally stop, both breathless now.

(CONTINUED)

17 CONTINUED:

17

LYDIA
I thought I'd never see you again.

BILLY
After just fifteen years?
('down home' accent)
No way you can get shed of me that
easy, girl.

LYDIA
But where have you been? What --

BILLY
Plenty of time for questions later.
First things, first.

He starts to draw her into a kiss -- she resists only a moment...

18 INT. LYDIA'S APARTMENT

18

CAMERA STARTS CLOSE ON the remains of a gourmet picnic dinner which pepper a red-checked cloth spread over Lydia's table. Candlelight flickers. PULL BACK to see Billy sitting across from Lydia, staring at her with his chin propped on his hands. A briefcase lies on its side near him.

LYDIA
(beat; flirtatious)
What are you staring at?

BILLY
You. I've imagined you all over
the world...

LYDIA
Oh? Such as....?

BILLY
An urchin selling flowers on the
Champs Elysee; a queen on her barge
on the Nile; a geisha serving tea...

LYDIA
(wry)
Wish I could have been there.
(an admission)
I've imagined you with me, too, but
in less exotic places -- the
supermarket, the crosstown bus...

She breaks off as a muffled PHONE RING comes from inside the briefcase. Billy flips the case open, picks up the receiver.

(CONTINUED)

18 CONTINUED:

18

BILLY

Excuse me...

(into phone; formal)

Yes? No, no problem at all.

(listening beat)

Two hundred thousand should cover it. Tomorrow then. Good evening.

(to Lydia as he hangs up)

I'm sorry. Where were we?

LYDIA

You were on the Orient Express and I was on the subway.

BILLY

Your life hasn't been dull, Lydia. You've lived your dream -- you wanted Manhattan and here you are...

LYDIA

(beat)

But look at you -- high finance, a tux, meetings uptown...

BILLY

Not bad for a college dropout, eh?

LYDIA

Why did you leave school?

BILLY

To get an education.

LYDIA

Couldn't do that at Harvard?

BILLY

Life, Lydia. Where the real challenges are. That's an education worth having. I need the heat of actual combat...

LYDIA

(empathizing)

The difference between rehearsing and performing.

BILLY

That's right.

The telephone RINGS inside the briefcase. Billy answers it.

(CONTINUED)

18 CONTINUED: (2)

18

BILLY
(apologetic)
Business...
(into phone)
Hello? Bernie -- how was Peru?
(beat as he listens)
Hmmm -- by all means, sell.

He replaces the receiver, disconnects the phone, and closes the briefcase.

LYDIA
Problem?

BILLY
Nothing major. A revolution's
threatening some mining interests
in South America. But back to more
important things....

He rises, rounds the table, extends his hand. She takes it.

BILLY
As I recall, you could sing and
dance at the same time.

LYDIA
Any special requests?

BILLY
How about that tune from the Harvest
Dance our junior year?

LYDIA
Ohhhh.....

As Lydia hums "IF I WERE YOUR WOMAN" (Gladys Knight and the Pips). Billy holds her close in his arms, enjoying every delicious moment.

19 INT. S.O.A. - CAFETERIA - DAY

19

The usual lunchtime antics: minor food fight at a back table, occasional TWANGS from various instruments, CLATTER and CHATTER. CAMERA PANS TO Lydia and Paul who are in the serving line.

LYDIA
(eyeing the selections)
I can't decide if I want the
noodle-roni or the tuna special.
Everything looks so good.

(CONTINUED)

19 CONTINUED:

19

PAUL
(disbelieving)
You feeling okay?

LYDIA
(suddenly self-conscious;
more reserved)
Of course. Why wouldn't I be?

Paul indicates a salad to a server as he ventures a guess.

PAUL
He called.

LYDIA
(being precise)
Nooo....I'm just trying a change
in attitude. Go with the flow.

PAUL
He showed up.

LYDIA
Whatever.

Paul is flabbergasted, but Lydia just picks up her tray and turns toward the cashier. A beat, then Paul reaches for a soda, but he is interrupted by Billy, dressed in his most dashing, who takes a surprised Lydia by the hand, and passes her tray into Paul's free hand.

BILLY
(to Paul)
Hold that, would you, pal?

Billy stands on a chair amid the chaos.

BILLY
Excuse me! Can I have your
attention?

The VOLUME level in the cafeteria DROPS.

LYDIA
(whispers)
Billy, what are you doing?

(CONTINUED)

19 CONTINUED: (2)

19

BILLY
(paying Lydia no heed)
Be it known then, by all here
assembled, I lost this woman --
(indicates Lydia)
Some fifteen years ago, through
youthful ignorance and pride.
Therefore, I am declaring before
all these witnesses...
(his tone grows softer;
he looks at Lydia)
That I love her. And this time I'm
not going to ever let her go.

Lydia is a little embarrassed, but very pleased. The assembly begins to CHEER and APPLAUD. Lydia cooperates as Billy sweeps her into his arms and dips her into a very theatrical kiss -- the crowd GOES WILD. Paul puts down both trays to join in the CHEERING as Lydia and Billy bow to the crowd. HOLD on them LAUGHING and glowing at one another....

CUT TO:

20 TELEPHONE BOOTH - ACROSS THE STREET FROM SOA - CLOSE - THE
PHONE

20

MALE VOICE
(into phone)
This is Eli Sellers.
(beat)
No... I haven't lost him. Fact is,
we got the best chance at him we've
ever had.

ANGLE WIDENS to INCLUDE ELI SELLERS, late thirties, good-looking, Newman Blue eyes, big, dressed in a business suit.

SELLERS
(continuing)
He's distracted right now... some
woman. I got him right in front
of me.

And he hangs up the phone and starts out of the booth, keeping a watchful eye on the front of SOA.

FADE OUT

END OF ACT ONE

END ACT ONE

ACT TWO

FADE IN

21 EXT. STREET - DAY

21

Lydia is walking down the street after school. She carries a large brown paper bag but it's cold and she scrunches her shoulders to ward off the chill. She gets distracted by the flowers in a flower shop, continues... then she stops to look at the display in a jewelry store. Her eyes light on a strand of pearls... "YOU DON'T HAVE TO SAY YOU LOVE ME" BLEEDS IN as she remembers:

22 CLOSE - LYDIA

22

as she remembers.

23 LYDIA'S MEMORY - BLURRED OPTICAL EFFECT

23

as Lydia at eighteen, in her prom dress, a corsage at her waist, is smiling into a mirror as Billy Waters, also eighteen, fastens a single strand of pearls around her neck.

24 RESUME LYDIA

24

and in the present, but wearing the prom dress, with the pearls and the corsage, moves into a FANTASY DANCE. FOUR TUXEDOED MALE DANCERS join her and after a few moments the music changes to "BROWN SUGAR" (Rolling Stones) and they move into a hotter dance... then two MOTOWN Hits of 1971, the last of which is romantic and finds her slow dancing with a tuxedoed Billy Waters. It's her high school prom all over again. At the dance's end, AN OPTICAL EFFECT and we find Lydia again in her coat as she resumes her walk.

25 INT. LYDIA'S APARTMENT - DAY

25

Late afternoon sun filters into the room as Lydia lets herself in, her arms laden with roses and paper bags. The TELEPHONE is RINGING. Hurriedly she leaves the door open, dumps everything on the sofa and rushes to answer it. Next to the phone we see unmistakable signs of Billy's habitation, including business files, a portfolio case, etc.

(CONTINUED)

25 CONTINUED:

25

LYDIA
(into phone)
Hello?
(beat; then disappointed)
Oh... Well what do you have?
(beat)
Can you chill it?... And have it
delivered by 6... Fine. Thank you.

She hangs up.

MALE VOICE (o.c.)
Excuse me... Miss Grant?

Lydia starts and turns to see the man we saw on the phone at the end of Act One. He seems to survey the place casually, and takes in Billy's belongings by the phone.

SELLERS
(lying ingenuously)
Clifton Bauer. Is Mr. Waters in?

LYDIA
Not at the moment.

SELLERS
(looks at his watch)
Well, Billy said he might not be
back, but I took a chance.

LYDIA
I don't expect him for an hour or
so. Would you like to leave a
message?

SELLERS
Oh no, that won't help. You see,
we were supposed to meet tomorrow
and now I'm stuck with a trip to
Washington tonight. He promised
to give me some figures and...
(innocently eyes the
portfolio)
If I could just -

LYDIA
I'm sorry but I can't reach him
right now.

SELLERS
I really need those figures. Do
you think you could see if he has
my file here?

(CONTINUED)

25 CONTINUED: (2)

25

Lydia hesitates a beat. Sellers smiles, engagingly.

SELLERS

Hey, he told me he was staying with you, gave me your address, phone number. I'm sure he wouldn't mind.

LYDIA

Well, let me see if I can find what you need.

They move to the desk. Lydia looks at the various folders, finds one that says: CLIFTON BAUER.

LYDIA

This must be it.

SELLERS

(charming relief)
Oh, great!

And he pulls out a small pad and pencil and begins to make notes and look through the file. Lydia watches.

SELLERS

This is it! Boy, I sure do appreciate this. You be sure and tell him I came by... and how generous you were!

Lydia smiles as he starts to hand her the folder, then accidentally-on-purpose drops a few papers to the floor.

SELLERS

Whoops.

He bends to pick them up. Lydia joins him and helps, but does not see him slip some items into his jacket. They straighten. He hands back the file, appears even more rushed.

SELLERS

Thanks again. And give Billy my best.

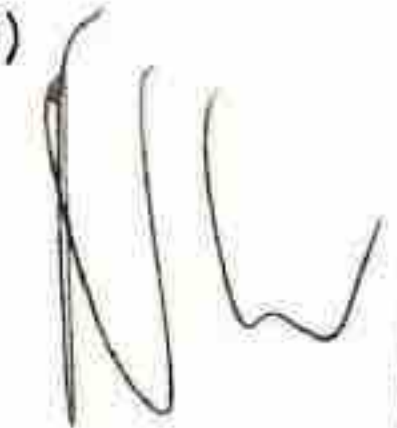
Then he's gone. Lydia moves over, closes the door behind him, locking it securely.

26 INT. S.O.A. CORRIDOR - AT LOCKERS

26

Ian is just closing his locker when Jesse comes up.

(CONTINUED)



26 CONTINUED:

26

JESSE

Hey, where have you been lately?
We really rocked Lou's the other
day. Should have seen it.

IAN

Well...uh, I've been getting deep
into some reading at the library
for... for my Phrygian composition.

JESSE

Do you have any time to listen to
a song I'm working on?

IAN

(perking up)

No problem -- how about later today?
Say Lou's, about three...

Ian is interrupted by a slap on the back. WIDEN to include Jack
Ware, flanked by Reggie and Danny. Reggie sports a derby and
cane, while Danny juggles an apple and orange. In b.g., we see
SHOROFSKY coming towards them.

JACK

Been looking all over for you.
(coaching Danny)
Keep the weight evenly distributed.
That's it.

REGGIE

Your dad's gonna teach me that
number he did at Lou's.
(twirls the cane)
He's even willing to lend me this.

JACK

(to Ian)

I've invited your friends over
tonight, so be sure and let your
mum know they're coming.
(handing him some money)
Pick up a pizza or something on the
way home.

IAN

Can't. Jesse and I are working this
evening...

JACK

(to Jesse)

You can work at our place.

(CONTINUED)

26 CONTINUED: (2)

26

JESSE
I don't see why not --

Danny grabs Reggie's hat, tries to juggle it as well. Ian stands away, again the outsider. Shorofsky passes the group, taking in the scene.

REGGIE
(tries to recapture the hat)
Give that back!

JACK
Eh! Careful with the merchandise.

DANNY
(returning the hat)
Sorry.

The BELL RINGS. Jesse, Reggie and Danny AD LIB goodbyes, exit. Ian stands at the locker, looking at his father.

IAN
You're doing it again.

JACK
What?

IAN
Hanging about at Lou's. Showing up here.

JACK
I'm just looking things over. Your mum and I worry about you finding friends, settling in.

IAN
Well, I don't need your help. I don't need your checking up on me.

JACK
You're too sensitive by half, my boy. Loosen up a bit.
(beat)
Gotta go -- Union Hall called. Only a couple of hours, but every job counts...see you tonight...
(as he exits)
-- and try to cheer up that gloomy puss o' yours. It's disheartening.

As Jack disappears, the hall is almost empty. The late bell rings but Ian doesn't move, instead glowers after Jack.

27 INT. LYDIA'S APARTMENT - NIGHT 27

Very dim lighting. CLOSE ON BILLY as he enters, preoccupied with an envelope in his hand. As he takes out a card, we see that his name is written in beautiful script.

BILLY
(reading)
'Just follow the roses....'

Intrigued, he smiles, looks up.

28 ANOTHER ANGLE 28

Sitting on a table near the door, in a pool of light, is a single rose in a bud vase, a card propped in front of it. A switchbox (attached to an extension cord) rests nearby. Billy steps over to the rose and reads the card:

BILLY
'Number One -- MOOD.'

Billy reaches for the electrical switch. He reacts to...

29 WIDER ANGLE 29

tiny white lights glow in various corners of the room, lighting up a trail of roses that leads first to a vase containing two blossoms near the stereo. A tape is already loaded, and Billy leans down to read the card propped against the vase:

BILLY
'Number Two -- MUSIC.'

At his touch, an ORCHESTRATED version of "IF I WERE YOUR WOMAN" now FILLS THE AIR.

30 ANGLE ON BEDROOM DOOR 30

where the trail leads next. Three roses are tied in a ribbon and attached to the door. The card here reads:

BILLY
'Number Three -- MAGIC.'

Pushing open the door, he reacts with pleasure.

31 INT. BEDROOM 31

which is also lit by hundreds of tiny white lights, and filled with roses. On an overstuffed armchair, in a bewitching but not overtly sexual lounging robe, is Lydia.

(CONTINUED)

31 CONTINUED:

31

A champagne bucket nearby holds a bottle and two glasses.

LYDIA
How was your day?

BILLY
Not nearly as good as my evening's
going to be.

Billy enters and approaches her. He leans down, kisses her,
then pulls back to look at her for a moment.

LYDIA
Miss me?

BILLY
I spent the day on a luxurious yacht
with one of the richest men in New
York, eating lobster and closing
a major stock deal. And you ask
if I missed you?
(beat)
Every minute. I could hardly keep
my mind on business.

LYDIA
(playful)
Good. Because I'm more than worth
it to you.

BILLY
I won't argue with that.

He extends his hand to her and she gets up from the chair. He
pulls her into his arms.

LYDIA
Since when do you go on giving your
friends my address?

BILLY
What?

LYDIA
Clifton Bauer.

Billy is immediately wary, but covers it well.

BILLY
(casually)
Clifton Bauer? He was here?

(CONTINUED)

31 CONTINUED: (2)

31

LYDIA

Couple hours ago. He has to miss your meeting tomorrow, but he needed the figures.

Billy is more than suspicious now. He's sure something's amiss, but he doesn't let Lydia know a thing.

BILLY

Which figures?

LYDIA

I don't know. I just let him take a look at his file and put it right back. He thought that was very generous, wanted me to tell you that.

Now Billy pulls her back into his arms.

32 ON BILLY

32

as he caresses her neck, her hair, and manages to hide his dire concern.

BILLY

Didn't make a pass at you, did he?

LYDIA

(draws back, looks at him curiously)
Of course not.

BILLY

But he's pretty good-looking guy. Great blue eyes.

LYDIA

Yeah... if you like blue eyes.

BILLY

(smiles)
I like brown eyes.
(beat)
Show me what figures.

Lydia senses something.

LYDIA

Billy, something wrong?

(CONTINUED)

32 CONTINUED:

32

BILLY
No, babe. Just want to make sure
he didn't pick up a wrong digit.

Lydia eyes him, but Billy doesn't falter. They start back to the living room.

33 INT. LIVING ROOM - CLOSE - BAUER'S FILE

33

as Billy's hand flips through it.

34 NEW ANGLE

34

Billy checking the file. Lydia stands nearby. He closes the folder, puts it back on the desk.

BILLY
Now where were we?

LYDIA
Something about brown eyes.

BILLY
Right.

LYDIA
You sure everything's okay?

BILLY
If I can forget about business, you
can -- give me one of those fabulous
smiles.

LYDIA
(teasing)
I might give you more than that.

Though he's performing well, Billy's heart and mind are definitely elsewhere.

35 INT. S.O.A. - HALLWAY - THE NEXT MORNING

35

It is before school, early. The halls are deserted. As Ian climbs the stairs, he catches sight of Shorofsky, who's headed for his classroom and carrying papers, lunch, and a Beethoven record.

(CONTINUED)

35 CONTINUED:

IAN
(calling)
Mr. Shorofsky?
(catching up)
Can I have a word?

SHOROFSKY
How 'bout Solitude. That's a good word. One I was just on my way to enjoy.

36 INT. MUSIC CLASSROOM

As Shorofsky enters, walks to the front and puts down his things, tagged by Ian.

IAN
I'm not getting onto the Phrygian thing... Could you give me an extension?

Shorofsky begins to get ready for the day -- assembling his materials, erasing the board -- as he talks with Ian.

SHOROFSKY
I could, Mr. Ware, but I will not. You'll turn in your assignments with the rest of the class.
(looking at him directly)
And as for 'getting the Phrygian thing', the purpose of the exercise is to help you do just that.

IAN
In case I ever want to whip out a number using the 'pre-Renaissance 2-voice mode'? Unlikely.

SHOROFSKY
You're quite capable of this. I don't understand why you're having trouble.

IAN
(nonchalant)
Got a lot on me mind.

SHOROFSKY
All his life, an artist will have problems -- he must use them to enrich his art. Not block it.

(CONTINUED)

35

36

36 CONTINUED:

IAN
(glad for the opening)
Now that's how I feel. Blocked.
On every side. Music. Friends.
My family.
(attempts a laugh)
It's bleedin' annoying.

Shorofsky senses Ian's need for a confidante, stops his work, is gentle.

SHOROFSKY
You don't sound annoyed, more troubled.

IAN
(surprisingly direct)
Truth is, I don't always have an easy time of it with my old man.

SHOROFSKY
(smiles)
Your friends seem to like him very much.

IAN
Always happens.

SHOROFSKY
(a beat; digesting)
And that bothers you...

IAN
(disdainful)
There's one of him in every pub in England. Throw 'em tuppence and they'll sing you a randy song. I don't wanna be like me old man.

SHOROFSKY
I said that myself once... And I'm not... He taught only at the University.

Ian can't help but smile at that.

SHOROFSKY
In my experience, a young man can't change his father... He can only attend to himself.
(a beat)
Take till Monday, Mr. Ware. The Renaissance has been dead this long, another two days can't hurt.

(CONTINUED)

36 CONTINUED: (2)

Ian appreciates Shorofsky's understanding and they share a look before Ian turns and leaves the classroom.

37 INT. HALLWAY

37

The end of the school day. The trio of Lydia, Paul and Mrs. Berg come down the corridor each carrying one of the boxes of mid-term applications. They near the door of the dance classroom.

MRS. BERG
Should be the newest faculty member
that gets this job.

LYDIA
That's what I been saying for six
years.

PAUL
Neither one of you is very subtle.

MRS. BERG
Don't mean to be.

Paul laughs and adroitly opens the door to the dance classroom.

PAUL
But I haven't even got tenure.

LYDIA
(as they enter the
classroom)
I got your tenure right here.

38 INT. DANCE CLASSROOM

38

They put the boxes down on the floor just inside the door.

MRS. BERG
(on her way out)
There's one more small box. I'll
get it.

PAUL
(looking for escape; backs
toward the door)
Well... I gotta go call my agent.

LYDIA
That's right... pull out all the
stops.

(CONTINUED)

38 CONTINUED:

38

PAUL
No, really!

LYDIA
I won't forget this.

And he's gone. Lydia turns to the task at hand. A beat, then she hears the DOOR OPEN.

LYDIA
(without looking up)
At least you've got a conscience.
Change your mind?

BILLY'S VOICE (o.c.)
Never.

Lydia turns, and with a delighted squeal, she runs to greet Billy, stops when she sees his leather duffle bag.

LYDIA
(beat; wryly)
Never...

BILLY
You heard me. I got to go out of town for awhile. I'll be back.

Lydia disappointed and not knowing whether to believe him, just nods her head.

BILLY
Believe it, Lydia. I'm a man of my word.

LYDIA
Just like before? Harvard, but you'd write, you'd call.

BILLY
Haven't I apologized for that yet?

LYDIA
Not enough.

BILLY
(comes to her, kisses her forehead)
You wait...

LYDIA
I'm not going anywhere.

(CONTINUED)

38 CONTINUED: (2)

38

And he turns and leaves. Lydia stares at the door for a long beat. It OPENS once again. She's expectant, hopeful. Mrs. Berg comes through, carrying a pile of applications, sees Lydia's face and looks concerned.

39 EXT. SOA - DAY

39

as Lydia, stuffing her hands deep into her coat's pockets moves down the street. The wonderful lilt in her step has disappeared.

40 WITH LYDIA

40

as she moves along the sidewalk.

MALE VOICE (o.c.)
Miss Grant?

She turns to see the man she knows as Clifton Bauer in a store doorway.

LYDIA
Mr. Bauer...

SELLERS
(shakes his head; holds
out an ID card)
Elias Sellers, Securities and
Exchange Commission.

LYDIA
(totally confused)
I beg your pardon?

SELLERS
I've come to ask you for your help.

LYDIA
But you told me you were Clifton
Bauer?!

SELLERS
Yes, I'm sorry about that. You see,
I'm investigating one of the most
prodigious bunco artists we've ever
encountered.

LYDIA
What?

(CONTINUED)

40 CONTINUED:

40

SELLERS

Yes, Ma'am. You know him as Billy Waters. I know him as William Wellborn, Bill Dawson, Billy Cooper.. Woodrow -

LYDIA

You can just stop right there, Mister...

SELLERS

I've been trying to put him away for nearly ten years.

LYDIA

(tough)
Didn't you hear me?

She turns on her heel and starts to walk away, but Sellers takes her by the arm.

SELLERS

Yes, I did. But I'd like to tell you about -

But Lydia's having none of it. She shrugs his arm off and strides off down the street. Sellers, pissed, looks after her.

41 CLOSE - LYDIA

41

biting her lip to keep the enormous wave of tears from overflowing. She closes her eyes as if to ward off the words she's just been assaulted with.

42 WIDE - THE STREET - UNKNOWN POV

42

as Lydia marches down the street leaving Sellers in her wake. CAMERA PULLS BACK to REVEAL that we are watching from Billy Waters's point of view as he leans down low in a rented n.d. sedan parked down the street.

FADE OUT

END OF ACT TWO

ACT THREE

43 INT. S.O.A. - DRAMA CLASSROOM - DAY

43

Boxes and stacks of applications are scattered everywhere. Paul and Lydia are sorting papers. Paul's effort is laid back, but Lydia is going at it with a flurry of energy.

LYDIA

If you don't get your buns in gear, we're gonna be here till midnight.

PAUL

What's with you? I thought you wanted me to help.

LYDIA

I didn't expect you to move like a snail.

PAUL

Some appreciation. What's the matter with you... have a fight with Billy?

LYDIA

(bristling)

You men! Just because I'm not all sugar and honey, you think I have problems with a man? After all, there are a lot of other things in my life worth getting upset over.

PAUL

So what is it?

LYDIA

I just hate this project and I get stuck with it every year.

PAUL

Then don't do it.

LYDIA

I do what others expect me to do. I don't just run away from everything...like some people.

Paul now has an idea of what's wrong.

(CONTINUED)

43 CONTINUED:

43

PAUL
Some people...anyone in particular?

LYDIA
(quietly, confiding)
The man walked, Paul...

PAUL
No word? No goodbye?

LYDIA
Short and sweet.

PAUL
I'm sorry.

LYDIA
I'm a fool, okay?

PAUL
He seemed like he was ready.

LYDIA
There were signs I should've picked up on. One week with me couldn't change a fifteen-year party.

PAUL
Where'd he go?

LYDIA
(shrugs)
I thought about calling his briefcase, but I don't think I want to find him.

PAUL
You giving up?

LYDIA
Anyone that good-looking, that slick...you can't really trust him.

PAUL
(softly)
Liar.

A beat as these two friends share the moment. Then Lydia digs into the applications again. Paul senses that she's not about to tell him any more and he joins her in silent camaraderie.

44 INT. LOU'S LANES - DAY

44

Lou and Jack (who wears his tool belt) toast each other with soda bottles and throw one back. In the b.g. Reggie and Danny talk at a table.

LOU

I never thought that fryer would see the light of day again. Could you take a look at the mike feed before you go?

JACK

Thought I noticed a spot of trouble with it the other night.

They start toward the bandstand.

LOU

Feedback like crazy. But you handled it like a pro --
(motions toward Reggie)
Kids tell me you're teaching 'em some of the numbers you know.

Ian comes into the Lanes.

JACK

Just passing along the expertise of a lifetime of dance hall patronage.

LOU

(to Ian as he comes up)
I tell ya, kid -- your old man's great whether he's out front on the boards or out back on the wires.

Ian shrugs as Lou returns to the kitchen.

IAN

(digs into pocket, pulls out a ten-dollar bill; to Jack)
Sorry I couldn't buy the pizza.

Jack eyes his son for a beat, then takes the bill.

JACK

Nice to see you again. You're not about the house much these days.

Jack begins to fiddle with knobs and microphone wires.

IAN

You noticed...

(CONTINUED)

44 CONTINUED:

44

JACK
(a little irritated)
Your mum was glad to meet your friends the other night, though they did take her by surprise a bit. Little awkward for them, showing up and you not being there.

IAN
(voice rising)
Yeah, well -- they didn't come to see me, did they? You invited them.

Ian strides away as Jack stands a beat, controls his temper, goes into the back to continue working.

45 ANOTHER ANGLE - ON DANNY AND REGGIE'S TABLE

45

as Ian comes up. Their expressions reveal they've noticed the exchange he had with his father. Ian slumps into a chair, obviously in a foul mood.

REGGIE
You at him again?

IAN
Leave off, Reggie.

DANNY
He's a good guy, Ian. What are you on his case for?

IAN
That's between me and him.

REGGIE
I like him.

DANNY
Yeah. Jack's my friend.

IAN
Oh, everybody likes him. Where I come from we're smart enough to know that if a bloke is everyone's friend, they're nobody's friend.
(shoving Danny's shoulder)
So you know what that makes you, Amatullo?

DANNY
Cut it out --

(CONTINUED)

45 CONTINUED:

45

REGGIE
Ian... stop.

In the b.g., we see the blurry figures of Lou and Chris emerge from the kitchen area, look toward the table.

IAN
(shoving harder)
A patsy. One more prop to the Jack
Ware Comedy Hour --

Ian lunges at Danny. They scuffle. Lou and Chris rush over.

CHRIS
Break it up, guys.

DANNY
He's acting crazy --

LOU
(to Ian)
What's the matter?

IAN
(shrugging free; getting
up)
Nothing. Everything is ducky --
just ask ol' Jack...he'll fix
anything with a song or a joke.
But don't ask him for a moment of
honesty -- he only knows how to put
on a show.
(starts to move off)
You comin,' Reggie?

A beat. Reggie isn't sure. She's concerned and doesn't move right away. Ian starts away.

REGGIE
Ian -- wait!

But Ian's temper is short, even at her. Ian looks at her a beat, then storms out, leaving the group bewildered, exclaiming at his behavior.

46 BEHIND THE STAGE AREA

46

where a concerned Jack Ware stands, having overheard it all.

47 INT. LYDIA'S APARTMENT - THE FRONT DOOR 47

It's early evening as Lydia, exhausted, still upset, comes into the dimly lit living room, deposits her things, and immediately realizes that she hears the SOUND of WATER RUNNING from the bathroom area of the apartment. Moving to the fireplace, she picks up a poker, a potential weapon as she eases on into the bedroom.

48 INT. BEDROOM - TRACK WITH LYDIA 48

Gathering courage, Lydia steps toward the half-open bathroom door...

49 ANGLE ON BATHROOM DOOR 49

It is thrown open and Lydia is dazzled by the light. As her eyes adjust, leaning 'casually' in the doorframe is Billy.

LYDIA
(lowering poker, relieved)
Oh!
(then, angry)
You....

BILLY
I didn't mean to startle you...

LYDIA
'Startle' hardly covers it. You
took ten years off my life...

BILLY
(glancing at watch)
I'm really sorry but -- I need
someplace to...hang out a while.
There wasn't anywhere else.

Billy is having some trouble speaking, but Lydia doesn't notice.

LYDIA
That's okay, honey -- after all,
it isn't every day a girl can come
home and find a notorious stock
swindler hiding out in her bathroom.

BILLY
Lydia -- I wish I could explain but
there's only time, really, to say
goodbye.

He starts to reach out to her, but she pulls back, walks a few steps away, nodding knowingly.

(CONTINUED)

49 CONTINUED:

49

LYDIA

Figures.

(beat)

But as long as you're here, mind
if I ask you a couple things?

Billy makes a feeble gesture as he moves to an armchair and sinks carefully into it. Beads of sweat dot his forehead.

BILLY

If that's how you want to spend this-
time....

There's a long beat as Lydia considers where to start....

LYDIA

What were the romantic picnic, the
public scenes, the flowers... part
of your image?

Billy can't seem to get comfortable in the chair. He shakes his head in response to Lydia's accusation, puts his hand to his side ever so gently, but Lydia is now on a roll.

LYDIA

Why did you have to lead me on?
Why did you tell me you loved me?
Just to see if it would work? Well,
congratulations.....

There is a long beat as their eyes lock. The pain in Billy's eyes is quite real...but the moment is broken as Lydia's clock chimes the hour; he starts to hurriedly rise out of the chair....

LYDIA

Not so fast, mister.

She pushes him back into the chair and is surprised to see him suppress a little gasp of pain...

LYDIA (Cont'd.)

What's the matter?

BILLY

Nothing. I gotta go. Now.

He starts to rise again and Lydia notes he's having some trouble. She gasps and reaches toward the side of his jacket; he stops her before her hand can reach what she sees:

50 CLOSE UP OF BILLY'S SIDE

50

where a dark stain has spread -- it looks like blood.

51 BACK TO SCENE

51

LYDIA
You're hurt!

BILLY
I'll be fine...I've got an
appointment in a few minutes.

Billy pulls out a satchel from the far side of the chair. He checks the clasps, tries to stand, does so with difficulty.

LYDIA
(crossing to phone)
I'm calling an ambulance.

BILLY
No, Lydia. I've got to get to Bauer
...the real Bauer. My 'business
associates' are watching me. They
know the S.E.C. is on to us.

LYDIA
Because I let that man see the file?

BILLY
(nodding)
He paid them a visit, too. Acted
like I tipped him off...so they
think I might be planning a double
cross. I have to act fast and close
the deal or...
(indicating wound)
...they'll finish the job.

LYDIA
Then this is my fault.

BILLY
(ignoring her guilt)
Look, I can't stay here -- even if
I don't make it... I'm not involving
you...done that enough.

He lurches toward the door, but Lydia pulls him into a chair and goes once more to the phone, starts to dial.

LYDIA
I'm so sorry, Billy, but I'll make
it up to you. I'll get you some
help and then I'll go meet Bauer.

BILLY
No -- I can't let you...

(CONTINUED)

51 CONTINUED:

51

LYDIA
(taking the satchel from
him)
I'm going -- and that's that.
(into phone)
Yes, I need an ambulance...

52 INT. LE CAFE

52

A small, upscale restaurant. Lydia nervously waits at a table, checking her watch as she sips a cup of coffee.

53 INT. LE CAFE

53

Lydia still waiting. In b.g., a small, dark, intense man enters -- this is BAUER. Dressed in a brown, plain-wrap suit, he's not what you'd expect a millionaire to look like. He's worked his way to the top. He speaks to the maitre'd, who motions toward Lydia. With a perplexed expression, Bauer approaches, carrying a briefcase, hat and gloves.

BAUER
Miss Grant, is it? How do you do?
I'm Clifton Bauer.

LYDIA
Lydia Grant. Won't you sit down?

BAUER
(as he sits)
I apologize for being late. What
happened to Waters?

LYDIA
He was...detained, and asked me to
bring you the papers.

As she says this, Lydia reaches down, brings up the case, unlatches it and withdraws the contents.

54 NEW ANGLE - ELI SELLERS

54

carrying a file of his own, moves into the restaurant and makes his way toward the table. Lydia hasn't yet seen him.

55 RESUME LYDIA'S TABLE

55

LYDIA
Here they are.

(CONTINUED)

55 CONTINUED:

55

BAUER
I've been anxious to conclude this deal -- the profit margins are very promising...
(examining the papers)
Now where do I sign?

LYDIA
Let me see...

Eli Sellers reaches the table, speaks directly to Bauer, holds out his ID.

SELLERS
Mr. Bauer -- Elias Sellers,
Securities and Exchange Commission.

Lydia reacts, stunned for a moment. Bauer just looks confused.

BAUER
I beg your pardon?

LYDIA
Mr. Sellers... this is a private meeting.

SELLERS
(ignoring Lydia)
Sir, I am here because, at this moment, you are the victim of a sophisticated confidence game.

BAUER
What?

LYDIA
Why that's the most ridiculous thing I've ever heard.

SELLERS
(to Lydia)
I had an idea that you and the boyfriend would be pushing this right along once I made the mistake of thinking you were innocent.
(to Bauer)
Mr. Bauer, you are being taken.

BAUER
(bristling)
Nobody 'takes' Clifton Bauer.

Sellers pulls a chair over from an empty table, sits down.

(CONTINUED)

55 CONTINUED: (2)

55

SELLERS

Billy Waters does. Take a look.
(spreading out contents
of his file folder)
I have proof here that the company
you're investing in doesn't even
exist.

Bauer looks at the papers in his hands, examines the ones spread
out on the table. Lydia watches apprehensively.

BAUER

My, you seem to have been very
thorough. Looks as though this
"Motson Services" is a bogus
company.
(beat)
Luckily, I've never heard of such
a place. Mr. Waters has invested
me in Kimberley and Wells.

SELLERS

What?

He takes papers from both stacks, examines them hurriedly. He's
calm and checking his incredulity.

SELLERS

(to Lydia)
Changed the names much faster than
I would have expected... Mr. Bauer,
do you know who this woman is?

BAUER

Of course, I do.
(taking him on)
She's a highly respected dance
teacher from the School of the Arts.

Even Lydia looks surprised at that one.

BAUER

(continuing)
Despite the bumpkin you take me for,
Mr. Sellers, I checked Miss Grant
out the moment Billy told me she
might be the one meeting me here.

LYDIA

(can't contain herself)
What? He did?

(CONTINUED)

55 CONTINUED: (3)

55

BAUER
(still to Sellers)
And I assure you Kimberley and Wells
is as legitimate as IBM.

SELLERS
(to Lydia)
You're fast, lady. Real fast.

LYDIA
(straight as an arrow)
I afraid I don't know what you're
talking about.

BAUER
(taking back his own
papers)
Now why don't you apologize to the
lady and go on your way?

Sellers maintains his cool as he picks up his folder and gets
up from the table.

SELLERS
(to Lydia)
Tell Billy I'll see him real soon.

And he's gone. Lydia isn't sure how to proceed, but Bauer moves
right along as if nothing has happened.

BAUER
Yes, I believe that this is where
I sign...you may tell Mr. Waters
that I shall have the three hundred
thousand for him here tomorrow at noon
as planned.

LYDIA
Three hundred thousand what?

BAUER
(looks up sharply)
I see you don't know all the
details...good. I like it that way.

Bauer signs the documents, then prepares to leave. A WAITER
approaches with a chilled bucket of champagne. Bauer looks at
it, smiles.

BAUER
That really wasn't necessary, but
sweet. I'll be seeing you, Miss
Grant. And give Billy my best.

(CONTINUED)

55 CONTINUED: (4)

55

He leaves. Lydia sits there for a moment, rather in shock. The waiter uncorks the champagne with a mighty pop, bringing her back to the present.

WAITER
Will you be dining alone now, Miss?

LYDIA
I don't know if I can dine at all.

WAITER
(place a glass of bubbly
in front of her)
Your champagne.

LYDIA
I didn't order any champagne.

WAITER
It's compliments of Mr. Motson.

LYDIA
Who?

THIS is all getting to be too much.

WAITER
The gentleman right over there.

With great trepidation Lydia turns around in the direction the waiter indicates. She's hoping against hope that her great fear... isn't realized. It can't be Billy.

56 LYDIA'S POV

56

At a table a distance from her a man lowers his menu. It is Billy. He's alive and well and sitting not twenty feet from her.

FADE OUT

END OF ACT THREE

ACT FOUR

FADE IN

57 EXT. RESTAURANT (STOCK) 57

To establish.

58 INT. RESTAURANT 58

Lydia, holding her champagne, reaches Billy's table. Without a word, she pulls back Billy's jacket, notes the clean shirt, touches the place where his "wound" was bleeding -- confirms it never existed. She slides in opposite Billy, eyes him, finally speaks.

LYDIA
Why?

BILLY
It's what I do.

LYDIA
Use people?

BILLY
Manage people. Situations. Money.
Especially when one or all are
difficult. That's what makes it
worthwhile.

LYDIA
I must've been quite a challenge
for you.

BILLY
Lydia...

LYDIA
(on a roll)
Not a friend, not a lover...just
some gamepiece to be managed?

BILLY
No... never. Fact is, I let my
guard down because of you... If
Sellers hadn't shown up -

LYDIA
Don't tell me about your guard, you
tell me what it is you do to these
people. And play it straight for
a change.

(CONTINUED)

58 CONTINUED:

58

BILLY

Okay... Tomorrow I'm going to cheat Mr. Bauer out of three hundred thousand dollars.

LYDIA

An innocent man like that?!

BILLY

He's not entirely innocent. See he figures he's gonna cheat the IRS out of fifty percent of the profits.

LYDIA

That's why he doesn't even blink an eye at Mr. Securities and Exchange?

BILLY

That's right. I make it look good. The stocks, the prospectus...

(smiles, remembering)

I've spent months on him. Returned him some huge profits on previous 'investments' -- all of the money coming from my own accounts. And all tax-free. So he doesn't want to check too deep.

LYDIA

So what did you need me for?

And she gets up, puts down the champagne glass.

BILLY

Let me explain that.

LYDIA

Never mind. I've heard enough. You were sitting just far away enough to duck out if there was trouble. I wasn't. But I will be.

BILLY

(gets up, reaches for her)

Lydia, I love you.

Lydia looks at him for a beat, then turns and moves out of the restaurant, leaving Billy alone with his conscience.

59 INT. MUSIC CLASSROOM - NIGHT

59

Shorofsky is looking through the drawers of his desk. From the auditorium offscreen we can hear the SOUNDS of a MUSICAL PROGRAM going on and occasional APPLAUSE. As he finally locates the piece of music for which he was searching, he looks up to see:

60 ANOTHER ANGLE TO INCLUDE DOORWAY

60

Jack Ware leans casually against the doorframe, watching him.

SHOROFSKY

The program is in the auditorium.

JACK

I'm not here for the program. I came to take a look at this person me boy is always talking about. You are Benjamin Shorofsky?

SHOROFSKY

I am. And judging by your accent, I would guess that you are the celebrated Mr. Ware.

JACK

I don't know about the celebrated part -- that would seem to be more your bailiwick.

(coming into the room)

Mind if I ask how you do it?

SHOROFSKY

Do what?

JACK

Get on so well with a lad Ian's age?

SHOROFSKY

But I don't. Your son and I argue almost all the time.

JACK

You'd never know it to hear him. Shorofsky this, Shorofsky that... We seldom argue, but I doubt he talks about me to his teachers.

SHOROFSKY

I have noticed that in order to argue, you have to listen to what the other person is saying.

(CONTINUED)

60 CONTINUED:

JACK

I listen to the boy --
(shakes his head)
If I'd ever talked to me father the
way he talks to me...

SHOROFSKY

(agreeing)

I also was raised in a very strict
household -- the most intimate thing
I knew about my father was his brand
of pipe tobacco.

(sighs)

But this is America, Mr. Ware. I've
been here thirty-five years, I still
don't understand it.

He picks up his music, starts out, turns back.

SHOROFSKY (Cont'd.)

One thing I have noticed though,
here and at home. Teachers move
in and out of a child's life and
are forgotten. Fathers -- never.

Jack Ware smiles wryly at Shorofsky's exiting figure.

61 INT. SOA - ADMINISTRATION OFFICE - DAY

61

Paul and Dyrenforth stand watching a student enter data on a computer which has been set up in a corner of the office. She is getting her information from a stack of the mid-term applications which are piled high on the floor beside her. Mrs. Berg is on the telephone at her desk, jotting a message down on note paper.

PAUL

It's a new age, Bob. Twice the work
in half the time.

DYRENFORTH

I liked Miss Grant's method --

PAUL

She'll love this, believe me. And
we'll have an audition schedule in
a couple of days. Trust me.

Dyrenforth heads back to his office and Paul watches the girl for a beat.

62 NEW ANGLE

62

Lydia comes into the office. She's wearing the clothes we saw her in at the restaurant, looks exhausted, distracted.

63 PAUL

63

sees her, comes to get her.

PAUL

Have I got a surprise for you!

LYDIA

My quota on surprises is just about gone, Paul.

PAUL

(ushers her to the
computer)

Look at this... I've brought new
age technology into your life.

Lydia barely glances at the computer. Just then Mrs. Berg comes over.

MRS. BERG

Well, he's consistent, I'll say that
much for him.

(reading from a small
stack of messages)

'Lydia... Call me at the Regency
ASAP.'

(and another)

'Lydia... Call me at the Palm Court
before eight.'

(and another)

'Lydia...

(she smiles)

I love you. Leave a message at my
hotel.'

(and the last)

'Lydia... Where are you?!'

PAUL

He's back.

LYDIA

Not really.

MRS. BERG

You want these or should I just keep
stacking them up?

LYDIA

I don't care, Mrs. Berg.

(CONTINUED)

63 CONTINUED:

63

MRS. BERG
(disappointed)
Well, all right. But he seemed like
such a winner.

And she moves back to her desk.

64 WITH PAUL AND LYDIA

64

He speaks quietly to her.

PAUL
What happened?

LYDIA
You don't want to know.

PAUL
You giving up?

LYDIA
Nothing to give up.

PAUL
I can't believe that.

LYDIA
He's a phony, Paul. One hundred
percent con-artist.

PAUL
How do you know?

LYDIA
He told me, Paul. He admitted it
to me.

PAUL
Then he's not a 'con.'

LYDIA
Yes he is.

PAUL
Good cons don't tell.

LYDIA
He's good, don't you worry about
that.

PAUL
Then why'd he talk?

(CONTINUED)

64 CONTINUED:

64

LYDIA
Guilty conscience.

PAUL
Good cons don't have consciences.

Lydia shuts up for a moment. Paul is serious.

PAUL
If he's feeling guilty, he can't
be that much of a phony. Or else
he's a phony in love.

The BELL RINGS.

LYDIA
Yeah, right. I gotta go.

PAUL
You gonna call him back?

LYDIA
I don't know.

PAUL
What could it hurt?

She looks at him, then turns and goes out of the office. He returns to the computer.

65 INT. SOA - MUSIC CUBICLE

65

Ian sits at the keyboard PLAYING occasional CHORDS, making notes on music sheets. Jack Ware appears at the door, KNOCKS, enters. There's an awkward moment.

JACK
You know, I could go out in that
hall and be chums with anybody
there. Upmarket or down. Ten
minutes, tops.
(beat)
Why, after all these years, can't
you and I be friends?

IAN
Perhaps because I'm really just
another member of the audience.

(CONTINUED)

65 CONTINUED:

65

JACK

That so? I sure as ruddy hell
wouldn't pack up me life and move
three thousand miles for 'a member
of the audience'.

IAN

Oh, now you're saying you
'sacrificed everything' and left
England for me? Rubbish.

JACK

(beat)

I could see where you were headed.
Cutting school, hanging out at the
clubs...

IAN

I can make it with me music ---

JACK

You know how many have said that?

IAN

Were you afraid the stage would get
too bit crowded for you?

JACK

I'm not competing with you, boy.
(long beat)
It's a hard world out there, and
I've found a way to grease the
skids. You're still looking. No
reason for me to change because some
yarb is worried he can't pull it
off like I can.

IAN

I don't want to 'pull off' anything
and I don't want to be like you.
I'm good.

JACK

Damn right you are. Too good to
play it hit or miss. Here at least
you'll have an education, choices.
(beat)
And I never had a chance at half
what you will.

IAN

(defensive)

That's not my fault.

(CONTINUED)

65 CONTINUED: (2)

65

JACK
(agreeing)
It's a roll of the dice, isn't it...
(a beat)
You know, you go at things different
from me. But we're alot alike.
(reacting to Ian's
skepticism)
I do a song and dance ...you walk
around with a guitar on your hip
and...
(elbowing Ian knowingly)
... hint at a 'mysterious past'.
But the upshot is... we're both
bloody fascinatin'.

Father and son share a LAUGH, then there's silence -- not quite comfortable yet, but getting there.

66 INT. LE CAFE - DAY

66

The noon crowd. Billy and Bauer sit at a table, Bauer signing a cashier's check as the waiter clears away the lunch dishes.

BILLY
(playing it smooth)
Are you sure you're ready? This
is a lot of money and I can't
promise you anything....

BAUER
You say that each time we do
business...I have every confidence
in you, Mr. Waters.

He is just about to hand the check over to Billy when he notices Lydia enter in the b.g. and look around.

BAUER (Cont'd.)
Isn't that your associate, Miss
Grant?

Surprised, Billy turns to look -- and his expresion changes swiftly to one of suspicion, at variance with his voice.

BILLY
(normal tone)
Why, yes it is.
(not at all curious)
I wonder why she's here?

Lydia waves, hurriedly crosses the room to the table, sits. She carries a briefcase.

(CONTINUED)

66 CONTINUED:

66

LYDIA

Mr. Bauer -- I see you still you
have the check. Thank goodness I
got here in time!

BILLY

(play on words)

You caught us right in the act...

LYDIA

The most terrible news, Mr. Waters!
I just got this wire at school...
It's about Kimberly and Welles.

(speaks rapidly; pulls
papers from briefcase)

It seems that the incline on the
shaft was drilled at 83 degrees
rather than the standard 91 -- see
permit oh-oh-ten right there --
owing to the 25 per cent probability
of striking an underground spring,
but -- as you can see by this graph
-- the structural division didn't
allow for the six to one chance that
the overall tonnage of the terrain
-- normally only fifteen point two
-- would exceed the minimum bearable
weight of the I-eleven beams, so
you can just guess what happened.

She pauses expectantly. Mr. Bauer is thoroughly confused.

BAUER

(covering)

Yes, of course. Quite right....

(beat)

May I ask how you came to have these
figures?

LYDIA

Mr. Waters was putting a little of
my cash into this, too. Our field
associate sent me the wire,
including the background info.

(pushing ahead)

Anyway, according to this chart,
at this point, our chances of
recouping any measureable dividend
on investments --

BILLY

(stopping her)

Bottom line, Miss Grant, what are
you saying?

(CONTINUED)

66 CONTINUED: (2)

66

LYDIA
Bottom line, Mr. Waters -- this deal
is busted.

There is a long beat.

BILLY
Thank you for sharing your analysis.

BAUER
(indicating check)
Then you won't be needing this.

BILLY
No. In fact, I'd recommend you put
that money into something stable,
like pork bellies.

BAUER
I think I'll do that. These fast
profits appear to go hand in hand
with equally fast losses.

LYDIA
Well, gentlemen, if you'll excuse
me...

And she takes off leaving two rather amazed men in her wake.

67 INT. LOU'S LANES - LUNCHTIME

67

Business as usual. Laura is behind the counter; Lou making
preparations for the evening. Ian breezes in, looks around,
sees Reggie, Jesse, Danny and Chris at a table, starts over.

REGGIE
Hi, slugger.

She elbows Danny, who finally turns to look at Ian, but doesn't
smile. Reggie nods for Ian to sit down.

IAN
(sits; to Reggie)
I'm hardly that. Scuffler, maybe.
(beat, to Danny)
Look, about the other day -- I had
a lot on me mind and you happened
to be handy...

He looks an appeal for his friend's understanding. A beat.

(CONTINUED)

67 CONTINUED:

67

DANNY
(shrugs)
So someday you may be handy when
I lose it....

IAN
(laughing)
I hope not.

Lou appears, bringing over the red candle holders for the tables. Laura is putting the holders on nearby tables.

IAN
Lou -- Dad wanted me to mention he's
worried about your wiring. Heater
operating at maximum could cause
a circuit overload.

LOU
(to Laura)
Anybody check the fuse box?

LAURA
Don't look at me.

Lou looks at Chris.

CHRIS
I'm a singer, not an electrician.
What're you worried about. It's
like a toaster in this place.

IAN
Relax. He said he might drop by.

General CHEERS. In b.g., Jack appears in the doorway. Lou sees him, comes over.

LOU
The man of the hour. My circuits
are your circuits.

JACK
I'll take a look, but I wanted to
let you know, I'm not going to be
available any more.

LOU
Why not? I just got used to you.

JACK
Well, you can always hire Grayson's
Electric -- I'm hiring on -

(CONTINUED)

67 CONTINUED: (2)

67

IAN
You're kidding? A regular job?

JACK
Not quite. Free lance consultant.

Chuckles around.

LOU
This calls for a celebration.
Drinks are on the house. One drink
limit.

REGGIE
I'll take anything hot, even
dishwater.

LAURA
One coffee, coming up.

CHRIS
Hey -- what's a celebration without
music? I say we have Jack give us
a number.

JACK
Only if you'll accept a duet.
(to Ian)
How 'bout it?

IAN
Let's give it a go.
(to Jesse)
Maestro?

Jesse sits at the piano, Jack and Ian ascend the stage and do a full-scale DANCE HALL NUMBER, winding up to an ENTHUSIASTIC RESPONSE from. As Jack and Ian share the limelight

CUT TO

68 INT. SOA - DANCE CLASSROOM - DAY

68

Lydia tosses some equipment into her bag, starts to shoulder it, when she hears a muffled TELEPHONE RING. Following the SOUND, she locates BILLY'S BRIEFCASE sitting in a far corner. She is amazed, looks around, sees nothing, nobody and tentatively goes to open the briefcase. She's wary as she springs the latches, reaches in, picks up the receiver.

LYDIA
Hello?

(CONTINUED)

68 CONTINUED:

68

BILLY
(filtered)
Lydia, you know this thing between us isn't finished. I think you really do love me.

LYDIA
What makes you say that?

BILLY
(filtered)
You'd have to, to try a stunt as ridiculous as that one in the restaurant --

LYDIA
Ridiculous!? Look who's talking about ridiculous!

BILLY
(filtered)
Girl, only an amateur would try that con.

LYDIA
It's not amateur when it works.

BILLY
(filtered)
It worked because I let it. If I wanted to, I could go after Bauer and have him back on a string like that. Still --
(beat)
You've got promise. Bauer's off the hook.

LYDIA
(sardonic)
Does that mean you're ready to go straight? Or should I mail you your briefcase?

BILLY
(unfiltered; from behind)
Me? Straight? That's a crime against nature.

Lydia whips around to see that Billy stands just inside the door, a second mobile phone in his hand. She reacts.

(CONTINUED)

68 CONTINUED: (2)

68

BILLY
All this knowledge, this expertise
...going to waste in Westchester
County... or Jersey. You wouldn't
like me at all.

LYDIA
(hanging up phone)
Try me.

BILLY
I'm not changing, Lydia.

LYDIA
You let three hundred thousand
dollars out the door. Honey, like
it or not, you have changed.

Billy smiles at this, thinks a beat.

BILLY
C'mere.

LYDIA
(hesitates, doesn't move)
Don't you try and con me, Billy
Waters. I'm not changing.

BILLY
You lied to the SEC, hustled Clifton
Bauer and stung me good. Baby, you
have changed.

Lydia smiles. Billy comes over to her, takes her in his arms,
buries his head against her hair, holds her very close.

BILLY
I got to go. It's tight for me
around here. Mr. Sellers doesn't
quit easy. But I'm coming back.

LYDIA
(draws back to look at
him)
I'll believe that when I see it.

BILLY
Trust me. You'll see it.

They kiss.

BILLY
Don't you forget me.

(CONTINUED)

68 CONTINUED: (3)

68

LYDIA
Not in this lifetime.

As he reaches over, picks up the briefcase. He passes, kisses her on the forehead and starts for the door.

LYDIA
Billy?

BILLY
(turning back)
Yeah?

LYDIA
I'm not promising another fifteen years.

BILLY
Won't be that long.

And he's gone.

69 LYDIA

69

Her face, a bittersweet moment.

FADE OUT

THE END