

MODEL WOMAN

"Pilot"

by

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January 23, 2016

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TEASER

EXT. STREET - MANHATTAN - DAY - 1977

"You Don't Have to Be a Star (to Be in My Show)" plays as we follow a hand truck - stacked with cases of Tab soda - that MOVES DOWN a midtown street, pushed by a DELIVERY BOY.

He rolls past gas-guzzlers double-parked at the curb - some with rainbow decals on the rear window - payphones, "WALK/DON'T WALK" SIGNALS, litter and "Airport '77" on a movie marquee across the street.

The delivery boy checks his clipboard in front of an unassuming building, turns the truck - pushes open the door with his back and pulls the truck inside...

INT. GEISS AGENCY - LOBBY - CONTINUOUS

He turns it around, and sees what he's stepped into: his jaw drops as he looks around in disbelief...

A hive of beautiful women - MODELS - almost alien in their beauty, most carrying large leather portfolios under their arms; they swarm about the lobby...

The lobby has a warm, "Swiss-chalet" vibe, as if we're all invited to vacation here (we're not). MESSENGERS and EMPLOYEES come and go among the models, between the front doors, the reception desk, and the glass doors that lead to the frenetically humming office space beyond.

Those doors push open as LONNIE GEISS, 29, enters. His clothes are perfectly tailored (you just know he has a handkerchief on him), there's an innocence about him, like a professor driven to slight madness. He's followed by VERA PAJOLI, 31; she's a size 14 managing a triple 0 world and she dares you to say something about it (you won't). They stop when they see the delivery boy (still getting his bearings).

VERA

That is literally a truck load of
Tab.

DELIVERY BOY

Delivery for Bertie Geiss?

JILL WEITZ, 20s - not model material, but all her flaws are ruthlessly whipped into obedience - rushes through the inner doors and intercepts the delivery, signs for the Tab.

JILL

(to Lonnie and Vera)

Bertie heard about the Saccharine thing, and bought out every bodega in midtown.

Jill, all one hundred and five pounds of her, heaves the hand truck like a stevedore and pulls it back through the glass doors. Lonnie and Vera cross to...

The large reception desk, "GEISS MODELS" in brass letters on the apron. A huge blow up of a BEAUTIFUL MODEL's face hangs behind the desk. SAM GOODEN, 20s, immaculately put together, with Barbra Streisand in "A Star is Born" hair, works the switchboard as she eats her late lunch of a Figurines bar. A man in a leather blazer has his back to us as he talks on the phone at the desk...

As Lonnie crosses, he glances over at... a scrawny girl with long braids, wearing a "Spirit of 76" ringer tee, and denim cutoffs. Adidas duffle bag at her feet. She clutches a book as she watches the swirl of activity. She is GEMMA PINSCHENAT, 18, looking out of place on the sofa beneath a mosaic of fashion magazine covers.

Lonnie and Vera reach the desk - the blazer turns around, revealing ELSON GEISS, 21, sensuous features, long hair; he has a broken quality he masks with a baffling but undeniable charm. If this were a royal court, Elson is the prince you'd employ just to keep him out of trouble. He reaches over the desk and hangs up the phone, turns to Lonnie and Vera.

ELSON

Steve Rubell just called. He said anyone with Geiss Models is guaranteed entry into Studio 54.

LONNIE

Geiss models aren't allowed to go to Studio 54. Don't get them in trouble, Elson.

ELSON

I have no intention. I'm simply passing along the message.

Lonnie eyes Elson dubiously as he hands off an envelope to Sam. Then, casually, without turning around:

LONNIE

Is it my imagination or has that poor girl been here all day?

He means Gemma behind him. They look over at her.

SAM

(hands a package to Vera)
Every day this week. She says she
won't leave until she meets Bertie.

VERA

That's not gonna happen. You should
call security.

SAM

Lobby lice. I'm ignoring it.
(answers RINGING phone)
Geiss Models.

Vera exits. Lonnie turns so he's looking over his shoulder at Gemma's face. There's something about her hunger-strike-level of determination - and her cheek bones - that suddenly seems to unhinge him. Gemma feels the weight of his stare and meets his gaze. She smiles shyly, curious. He looks away...

LONNIE

I'm gonna take her to Bertie.

ELSON

Pippi Longstocking?

Lonnie regards Elson with a measure of disdain.

LONNIE

I think she's special.

ELSON

That girl is about as special as a
navy bean sandwich.

LONNIE

You're not the only one here who
can find new faces.

ELSON

No, I'm not. But my record is
twelve and oh. And yours is -
(as if remembering)
oh. It's zero. And you're about to
drive it into the negatives.

Lonnie starts over anyway - but Elson holds him back.

ELSON

Alright, if you're gonna do it,
make sure her legs pull three Gs.
(off Lonnie)
(MORE)

ELSON (CONT'D)

Gaps - three gaps: crotch, thigh
and calf.

LONNIE

I know what the gaps are.

ELSON

And she has to hit the bottom of
Rebecca's nose, minimum.

We ZOOM IN on the cover of Viva magazine, directly above
Gemma. It features the same face that's on the huge blow up
behind the reception desk.

ELSON

(pats his back)
Godspeed, brother.

Lonnie approaches Gemma... she looks flustered to the point
of alarm as she realizes he's coming to talk to her.

LONNIE

Hi there. Can you stand up for me?

GEMMA

I'm sorry but I'm not leaving.

LONNIE

Just asking you to stand up.

She hesitates. As she slooowly stands, everything she's been
rehearsing in her mind comes out in one nervous stream:

GEMMA

I spent all my savings to come out
here. Back home, everyone says I'm
ugly. A beanpole with mosquito
bites, that's what they call me --

...With the nose of Rebecca hanging over Gemma like some kind
of mistletoe, Lonnie holds his breath as she inches up to her
full height... finally passing the nostril on the cover face.
He breathes, glances back at Elson. He shrugs.

GEMMA (CONT'D)

-- nobody asked me to prom, I'm
taller than every boy in my school.
But then I read this book --

She opens the book, "Beauty by Bertie," to the dog-eared page
that shows the height and weight chart for potential models.

GEMMA (CONT'D)

Look, see? I'm on her chart, I'm normal - for a model. But I can only afford one more night in New York. So I can't just let your secretary take a Polaroid and wait around for an answer. I have to see Bertie Geiss today.

Throughout this, Lonnie discreetly - there's no decorous way to do this - glances down at her gaps. Seeing the right apertures, he again glances to Elson, who gestures to the glass door. Still, he hesitates... and Gemma sees it.

GEMMA

I fit in here. Even just sitting in the lobby, I look around, and for the first time in my life, I don't feel like a freak.

That strikes a chord with Lonnie.

LONNIE

Follow me.

Gemma is momentarily stunned. She picks up her duffle bag, and follows Lonnie to the door that leads into...

INT. GEISS AGENCY - INNER OFFICES - CONTINUOUS

Gemma trails Lonnie past secretary desks and groups of tables in the middle of a large, open space wreathed by rolling bulletin boards with charts and Polaroids pinned to them.

LONNIE

Two people run this agency - Bertie and Miller. They're married.

Smaller offices line the perimeter of this space. Suddenly a tall, imposing figure in a suit (MILLER, 44) BLUSTERS out of the doorway up ahead, yelling back --

MILLER

I'm not taking this crap from some twenty year-old twit - I don't care what it costs us! Fire her ass!

He WHANGS the door shut and blows by Jill at her messy desk. Gemma looks at Jill, wide-eyed, but Jill shrugs it off.

LONNIE

That was Miller.

Another SLAMS O.S. Gemma starts like she has mild PTSD.

LONNIE (CONT'D)
He's the friendly one.

He gestures for Gemma to open the door. She grips the handle, beneath the nameplate: BERTIE GEISS. He sees her trepidation.

LONNIE
Wait a second.
(she looks at him)
Are you sure this is what you want?
Be sure. Because she'll tell you
the truth. And you will hear it in
your head the rest of your life.
She'll change how you see yourself.
She'll find flaws you never knew
existed, she'll find any little
fissure in your self-confidence and
open it into a crevasse. You may
never recover your sense of well-
being or inner peace. So if you're
okay, right now, with who you are,
then don't go in. But if you want
something more, if you think you're
better than the life you're living
now, if you want to be raised up
and adored by the world, then go
ahead. Open the door.

Gemma takes a breath, then she pushes the door open...

INT. BERTIE'S OFFICE - SAME

There she is, BERTIE GEISS, late 40s. She stands at her desk, back-lit by the window behind her, staring down at a light-box which bounces a glow onto Bertie's lowered face.

LONNIE
Mother?

Gemma looks from Bertie to Lonnie - "mother??"

Bertie looks up from her work - she has a curated bearing, and the heat-seeking eyes of a raptor. Never a ravishing beauty, but all the more intriguing for it, as you try to figure out why you can't look away. She looks straight INTO CAMERA, judging us, with a gaze as piercing as Medusa's --

SMASH CUT TO:

TITLE.

END TEASER

ACT ONE

INT. GEISS TOWNHOUSE - LIVING ROOM - MORNING

-- the FLASH of a camera bulb floods the screen.

TITLE CARD: "EARLIER THAT DAY"

A family is gathered for a formal portrait in the refined living room: at the center, the jewel in the crown, is Bertie, in a velvet straight skirt and cashmere top (Mainbocher) with matching ivory cuff bracelets.

Beside her is Miller Geiss - a closer look reveals a man's man in bespoke suit; he smolders without even knowing it. He has a smile that could tell you to go to hell, and make you look forward to the trip.

There's Lonnie, Elson and his twin sister MICHELLE, 21, a reluctant beauty in aviator glasses. She's an intellectual trapped in a distasteful reality-show life, but she doesn't have the confidence to just walk off the set.

The PHOTOGRAPHER reloads the camera. Reporter TODD ROCHLIN, 30s, as hip as he can be and still work for LIFE magazine, stands to the side taking notes. Jill stands by behind him.

BERTIE

(sotto voce to Michelle)

We should have bleached your upper lip.

MICHELLE

I look fine, Mother.

BERTIE

Yes. But you don't look your best.

(to photographer)

Can you get a couple of shots in soft focus?

MICHELLE

He's using a Tambar 90 millimeter f/2 lens -- all the shots are soft.

BERTIE

(to Todd)

Michelle is studying to be a fashion photographer.

Elson checks to see Michelle's reaction, bemused. Michelle doesn't contradict Bertie, but her mouth tightens.

TODD ROCHLIN

Geiss Models has had a complete monopoly over the modeling world for twenty years, but you and your husband still run your agency like a mom-and-pop shop - why?

BERTIE

Because that's exactly what we are, darling. I'm mom --

(re Miller)

he's pop, and our models are part of our family, just as much as our real children are.

(glances at children)

We're loving but firm with our models. Curfew is at nine, lights out at ten, no overnight visitors. You won't find our girls at places like Studio 54. We don't tolerate disco bunnies, or ducks or whatever they call themselves now. Geiss girls are nice girls.

TODD ROCHLIN

Isn't that a little out of step with the times? Women's liberation encourages those "nice girls" to own their sexuality.

BERTIE

(skips a micro-beat)

A woman can't own something she gives away.

MILLER

Or that gets taken from her. We protect our girls. New York is a war zone. We're the front line.

TODD ROCHLIN

Fair enough. How do you answer critics who say you're setting unrealistic standards of beauty?

BERTIE

I didn't set any standards - those have been around since the days of Nefertiti.

TODD ROCHLIN

Right, but she's ancient. Women want to change the rules for today.

(MORE)

TODD ROCHLIN (CONT'D)
 How do you plan to stay relevant in
 a world where every woman can
 define beauty on her own terms?

Bertie can't help but let out a cynical laugh.

BERTIE
 Is this world in our solar system?

MILLER
 I'll tell you what's relevant, and
 that is a woman running a multi-
 million dollar business.

BERTIE
 (to Miller, for Todd)
 Well, you're the brains of the
 agency, I'm just the eye.

TODD ROCHLIN
 And that eye discovered Helenjane
 Harris, your very first break-out
 model. She runs her own modeling
 agency, the only shop in open
 competition with you - why is that?

Miller tenses, waits to see how Bertie will respond...

BERTIE
 I happen to think a little
 competition is healthy.

ELSON
 (aside to Michelle)
 Keyword: little.

Michelle bites off a smile.

CUT TO:

INT. FOYER / DINING ROOM - MOVING SHOT - MOMENTS LATER

We follow Bertie as she leads everyone through the foyer,
 with its grand staircase, talking to the reporter.

BERTIE
 First thing after our models wake
 up, they do my prescription
 exercises for fifteen minutes, all
 of which I illustrated in my book,
 "Beauty by Bertie." Then they
 cleanse their faces and cream their
 hands, hands are the lie detectors
 of age - write that down --
 (MORE)

BERTIE (CONT'D)

(to Jill)

you write it down --

(to Todd)

not you. That's going in my next book.

TODD ROCHLIN

(to the other men)

So what's it like for you guys living in this house - the most beautiful women in the world are always in arm's reach.

Bertie stares at him coldly with a judgmental small smile, to cover her sore-spot. Miller schools the man:

MILLER

And two of them are standing right in front of you.

Bertie looks at him. This is why she loves him. Lonnie pushes open the door, gesturing for Todd to walk through. Elson follows, then Lonnie. (Michelle exits up the stairs, done with the pantomime.) Bertie pulls Miller back for an aside.

BERTIE

(wtf)

Women's lib? This was supposed to be a Life magazine puff piece. He's doing it like a hatchet job for Ms.

MILLER

I'll call his editor, I'll get us all singing off the same songbook. You're doing great, keep it up.

Bertie pushes open the door and they go into...

CUT TO:

INT. KITCHEN - CONTINUOUS

Peruvian cook OLGA, 65, squeezes fresh grapefruit juice into 8 glasses. Bertie picks up a tray that holds eight boiled eggs in silver cups and goes to the bottom of the back staircase.

Lonnie, Miller and Elson stand to the other side of the stairs. Todd looks up, hearing something above: VIBRATIONS. The kitchen light fixture is shaking. He bends to peek up the staircase.

MILLER

You'll want to step back.

LONNIE

You don't want to get between a
model and a hard boiled egg.

TODD ROCHLIN

What, they'll run me over?

ELSON

Picture a herd of starving giraffes
in espadrilles.

Miller laughs - punches Elson's shoulder. Lonnie notices. Female VOICES are heard O.S., giggle-snorting and gossiping, getting nearer. Then: KLUNK-KLUNK-KLUNK - and the MODELS, eight of them, aged 15 to 23, galumph down the stairs, graceless and guileless -- until:

BERTIE

Good morning, girls.

And suddenly, they transform themselves into swans: shoulders back, neck out, chin high; they slow down, almost as if they're moving underwater.

MODELS

Good morning, Bertie.

One by one, they take a boiled egg off the tray, then get juice and silverware before exiting into the dining room. The last model down, JOY, 20, smiles at Elson. No one notices except Todd. PHONE RINGS O.S. - Jill answers it MOS.

TODD ROCHLIN

Elson, do you want to take over the
family dynasty? Do you have the
knack for spotting beautiful girls?

Lonnie hooks on that, flashes a look to Bertie.

MILLER

Hell yes he's got the knack - he
works in our New Faces department,
and his record's unbeatable.

BERTIE

(to Todd, at Miller)

Actually, Lonnie is a senior vice-
president of the entire company.

TODD ROCHLIN

So, Lonnie, what famous faces have
you discovered?

The question catches Lonnie off-guard. Miller jumps in:

MILLER

Lonnie makes the trains run on
time.

Lonnie absorbs the back-handed compliment. Smiles, to cover.

JILL

(to Bertie)

Ma'am? Rebecca's flight just
landed. She's on her way to the
office.

BERTIE

The office?

TODD ROCHLIN

Rebecca Blakewell?

A song like "Strawberry Letter 23" starts up...

CUT TO:

INT. GEISS AGENCY - LOBBY - MORNING - MINUTES LATER

Bertie whisks through the busy, ringing lobby: MODELS racing off to jobs and EMPLOYEES rushing into work. On the couch, Gemma sits up and watches Bertie blur by. Lonnie glances at Gemma as he follows Bertie. Todd follows Lonnie. Jill runs to catch up with Bertie.

Then - suddenly - Bertie pivots. She grabs a model's arm, MELISSA, 19, in gauchos, walking out with her portfolio under her arm. Bertie looks at her feet; she's wearing wooden platform shoes that have a hole cut out of the heel.

BERTIE

What in god's name is on your feet?

MELISSA

They're Yo-Yo's.

BERTIE

They're no-no's. Please wear real
shoes to your go-sees. Thank you.

She walks on, disappears through the door to the offices.

CUT TO:

INT. GEISS AGENCY - INNER OFFICES - MOMENTS LATER

A cacophony of RINGING PHONES - Jill runs ahead to answer the one on her desk, as Bertie and Lonnie head for

THE BOOKING AREA

Which functions as a kind of "pit" on a trading floor. BOOKERS work the phones and check and change the schedules on the boards. But at the moment the bookers have the phones pressed against their shoulders - or abdomens - as they hover around DANA, 24, who's showing them her engagement ring. Bertie and Lonnie approach, and Vera explains:

VERA

Dana got engaged last night.

The employees part so Bertie can appraise Dana's ring.

BERTIE

You should exchange that stone for a cushion cut. There's nothing sadder than a pear-shaped diamond. Except a pear-shaped woman.

Dana looks crushed. Bertie smiles in consolation. The other employees at once seem to all remember their calls.

VERA

(to Bertie)

Natica Savage wants Rebecca for the cover of Panache.

BERTIE

(to O.S. Jill)

Get me Natica.

Bertie didn't raise her voice, yet somehow was heard.

JILL (O.S.)

Yes ma'am.

Vera eyes Todd as he approaches.

BERTIE

(to Vera)

Life Magazine. So:

Bertie smiles big for Vera, to demonstrate the appropriate mien. Vera tries to mimic her, but "perky" is not her forte.

BERTIE

(to Todd)

The booking tables are the beating heart of our agency, and this is Vera Pajoli, our chief booker. Vera enforces the high standards we hold for Geiss models.

VERA

No lingerie, cheesecake,
deodorants, detergents or douches --

LONNIE

-- Oh my!

Vera and Lonnie laugh as he moves off, and Vera returns to her phone call. Jill comes over, carrying a phone, cord trailing, and hands the receiver to Bertie.

BERTIE

(into phone)

Darling!... I can't give you
Rebecca, she's on the cover of
Dizen next month, and over-exposure
is as bad as anonymity.

Bertie holds the phone away. We hear FILTERED phone yelling.

BERTIE

Write that down - the anonymity
thing.

(to Todd, then Jill)

Not you. You.

(back to phone)

Natty - be reasonable, there are
other faces in this sea... Yes,
we'll be there. I wouldn't miss
your husband's gallery opening for
the absolute world. See you there.

Bertie hands the receiver to Jill --

BERTIE

Wait thirty minutes, then send her
my regrets for the gallery opening.

(to Todd)

I think we have enough for now.

TODD ROCHLIN

One last question -- Rebecca
Blakewell: you discovered her when
she was fifteen, and now she's the
world's top model. Has success
changed her?

BERTIE

Rebecca? She's as down-to-earth as
they come.

CUT TO:

EXT. GEISS AGENCY - MIDTOWN SIDEWALK - LATER (DAY)

A MOUNTAIN of Louis Vuitton luggage is piled on the sidewalk, unloaded from a limo by PABLO NOONAN, 30s, the uniformed driver. REBECCA BLAKEWELL, 21, steps out of the limo, but it's hard to see her face behind those huge sunglasses.

REBECCA
(to Pablo, re luggage)
That goes to the townhouse.

PABLO
(looks at her, tired)
You coulda told me that eight bags ago. You were just sitting there.

REBECCA
No I wasn't. I was thinking.

Rebecca strides imperiously into...

CUT TO:

INT. GEISS AGENCY - LOBBY - SECONDS LATER

Rebecca walks in and takes off her sunglasses: now we see her stone-cold beautiful face is the same one that's blown up behind the reception desk. She looks at her own image, and a smile plays on her lips before she sucks it straight.

The volume noticeably drops, as people stop conversations to stare at her. Gemma, from the couch, looks at her and gasps.

CUT TO:

INT. BERTIE'S OFFICE - SAME

Bertie is behind her desk on the phone in her corner office. A bust of Nefertiti is stationed atop a purpose-built column. A bar on the credenza, a tire-sized Rolodex and four phones on the desk. Piles of tear sheets on every surface.

Jill hands Bertie a yellow Telex, which she quickly scans.

BERTIE
(into phone, re Telex)
One seventy-five isn't near enough for a national campaign.
(coves receiver, to Jill)
Make sure the cake for Rebecca's party is made with Saccharine, not sugar.

JILL
 (scared to say this)
 The FDA just banned Saccharine.
 (off Bertie)
 I guess it causes cancer.

BERTIE
 Well, sugar causes fatness. We have
 to pick our battles.

Bertie looks at Jill, as they both realize Jill needs to write that down. Miller leans in the door, looking tense.

MILLER
 The eagle has landed.

Bertie's face register the slightest flinch --

CUT TO:

INT. MILLER'S OFFICE - SECONDS LATER

Miller's office looks more like the office of a ranch foreman: leather, dark wood, a ten-point buck on the wall. Bertie hugs Rebecca warmly. Miller leans on his desk.

BERTIE
 My baby's home! How was Barcelona?

REBECCA
 (correcting her)
 Barthelona.

BERTIE
 You've gone native! How chic.

REBECCA
 It was so nice, people there smile
 a lot.

BERTIE
 Well, they smile at you, darling.
 Why didn't you come to the house?

REBECCA
 I wanted to come here first because
 I want to discuss some issues, and
 I don't want it to be awkward.

Bertie glances at Miller, who moves to stand beside her.

BERTIE
 Alright.

REBECCA

(a rehearsed quality)

I've been thinking. I'm your top earner. Other models come to this agency because I'm here. Clients call you looking for me, and all you really have to do is paper my deals. So I don't think I should have to pay you any more commissions.

Bertie and Miller just stare at her, too stunned to speak. Maybe they blink. Rebecca exhales and goes off-script:

REBECCA

Oh my god, you should see your guys' faces right now!

Miller can't tell if he's being pranked. Looks to Bertie.

MILLER

Is she pulling our leg?

BERTIE

Oh she's pulling something but it's not our leg.

REBECCA

(back on script)

Look, what we have now is a mutually beneficial arrangement. But you're not shareholders in me, and I don't have a fiduciary duty to you. I'm an independent contractor. And I really don't have any reason to stay with Geiss Models.

MILLER

You mean besides the last six years we invested and (put up with --)

-- but Bertie touches his arm gently.

BERTIE

(speaks over him, calm)

No, no, I have to respect your logic, Rebecca, as a business woman.

(Rebecca smiles, proud)

And it's an interesting proposition. Will you give us some time to consider it?

REBECCA
 Yes, of course.
 (then, cheerful)
 See you at home.

Exit Rebecca. A moment of silence. Then:

MILLER
 "Fiduciary duty" - What the hell?
 She's talking like a numbers guy.

BERTIE
 Obviously someone talked to her.
 She doesn't think in numbers, she
 thinks in cupcakes.

MILLER
 We better tell Lio.
 (off Bertie's reticence)
 He represents her in Paris, this
 affects him as much as us.

CUT TO:

INT. 21 CLUB - LATER (DAY)

"Hello Stranger" by Yvonne Elliman accompanies the swirling entrance of Bertie and Miller into the posh dining room. She stops to air-kiss and shake hands with VIP DINERS. Miller waves apologetically to a far table where...

LIO FIBONACCI, 31, sits alone; a man ahead of his time in a drapey collar-less shirt topped with an over-long, lean Armani blazer and scarf. His just-this-side of handsome face and intelligent eyes are as arresting as his mode of dress. As he waits for Bertie and Miller, sanguine yet amused, he draws stares from women in the room... and some men as well.

INT. 21 CLUB - MINUTES LATER

Bertie and Miller are seated with Lio, drinking Champagne with lunch, carving steaks and stabbing salad. Lio's accent is European but its exact origin is inscrutable.

LIO
 So our sweet little lamb Rebecca
 has turned into Marie Antoinette.

BERTIE
 Did you see any sign of this in
 Paris?

LIO

She did seem a little agitated.
 But it wasn't about money. She
 wanted to do more with the
 fragrance campaign, show more skin,
 and the photographer wanted to take
 it further, too. I tell you,
 there's a whole new wave of
 photographers in France. And Italy.
 And they are coming to America.
 They're hungry for new images: more
 sexuality, nudity - they say
 they're showing a woman's power.
 And maybe they're right.

BERTIE

If girls take off their clothes,
 the photographers take off theirs,
 and then the whole industry slides
 into the sewer, which is where it
 was when we started: models were
 treated like hookers and paid like
 them too. We only make money when
 no one touches them.

(gently chiding)

Including you, Lio.

LIO

(to Miller)

Do you hear this? She's always
 accusing me.

MILLER

She's flirting with you, Lio.

BERTIE

(flirting)

I am not! I know he has a
 reputation, I know you go to that
 Studio 54.

LIO

(laughs heartily)

So I like a party, I like girls.
 But I don't touch our inventory.
 Has any model ever complained about
 me?

BERTIE

I'm not sure they would complain if
 you did touch them, that's the
 problem.

LIO

Then you have to trust me.

MILLER

We trust you. But it helps that there's an ocean between us.

LIO

And I have to fly over it tonight. Here are Rebecca's mock-ups.

He puts his napkin down, and brings up an 11 x 13 portfolio which he hands to Miller with a sort of ceremonial flare.

BERTIE

(realizing)

You're going to miss Rebecca's birthday party! Are you sure?

LIO

I have to get back, I have my own agency to run.

(then)

So let's talk girls. I want to take some with me. There's work in Paris. Can I have twenty?

BERTIE

Twenty? You're killing me. I'll give you five.

Lio laughs. They both enjoy this haggling.

LIO

(appeals to Miller)

I ask for 20, she offers me five.

MILLER

(coaching)

Then ask for twelve, Lio, come on.

LIO

Okay - twelve.

BERTIE

Ten.

MILLER

Close it.

LIO

Fine, ten. But good ones.

BERTIE

They're Geiss models. They're all good.

Lio raises his glass, he can't argue with that.

CUT TO:

INT. BERTIE'S OFFICE - DAY (LATER)

Bertie unties the 11 x 13 portfolio that Lio gave them, and opens the hard cover.

They look at A MOCK-UP of a print ad for Odalique Perfume, featuring Rebecca reclining on sumptuous pillows, draped in silk with a strategic peacock feather fan. She looks woozy with desire, not much like the jejune woman we've met.

Bertie is shocked, but can't deny it's fabulous, which worries her. Miller can't deny it either, which disturbs him.

BERTIE

Well. It's terrific. But if they'd gone any further we could sell this on 42nd Street.

(checks on Miller)

What do you think?

MILLER

Hell, I don't know. You're the eye around here - not me.

She's about to question his reaction when Jill enters --

JILL

Excuse me, I have a message from Rebecca. She says she wants an answer to her proposition? By "the end of business."

MILLER

(disgusted)

She didn't give us a "proposition," she gave us an ultimatum. We need to fire her - today!

Bertie signals a shocked Jill, who discreetly slips out.

BERTIE

If Rebecca goes, that's forty percent of our overhead walking out the door. And who knows how many will follow her lead?

MILLER

Anyone who doesn't appreciate what we've done for them can hit the trail - and I'll show them the door myself! One thing's for damn sure --
(opens door, leaving)

I'm not taking this crap from some twenty year-old twit - I don't care what it costs us! Fire her ass!

The door loudly shuts behind him. Alone, Bertie clears her desk off of messages, letters, etc., revealing a headline in the business section that catches her eye:

"COUTURE DARLING DREW PICKETT TO DESIGN CLOTHING LINE FOR TG BIGBEES DEPARTMENT STORES." Beneath is a picture of the young designer, Drew Pickett.

She looks from the mock-up back to the headline, wheels turning behind her eyes. She places the mock-up on the light and leans over it.

THE DOOR OPENS

revealing Gemma, and Lonnie entering behind her.

LONNIE

Mother? This is Gemma. I wanted you to personally see her.

Bertie gives Lonnie a look - impressed with his initiative. Then she switches gears on a dime. She approaches Gemma like a praying mantis. She looks Gemma up and down. Gemma holds perfectly still, even holds her breath, like a soldier during inspection. Bertie walks around her then stands in front of her and studies her face.

BERTIE

Long neck, good bone structure, wide-set eyes. You hit all the squares. You are beautiful.

GEMMA

(breathes)

I'm on the chart, in your book --

-- Bertie holds up her hand, silencing her.

BERTIE

But. There's nothing that sets you apart. You have a face like a dial tone. Now, you can have a fine career in catalogs, but that's not what we do here.

(MORE)

BERTIE (CONT'D)

We do high fashion, our girls bring art to life, and they have to be killer-diller. You just don't have it.

LONNIE

(to Bertie)

I'm sorry. I thought I saw something.

Lonnie gives Gemma a conciliatory look. But Gemma can't believe that's it. That can't be it.

GEMMA

Wait, no - I'm not a "dial tone," I never blended in, and believe me, I have tried. You don't even know me.

As if challenged, Bertie gets in front of her again.

BERTIE

You're from the deep South, Georgia or Florida - that sheen of freckles and the streaks on your teeth - those are from a sweet tea habit, the sugar has made your skin crepey. You're dehydrated - you haven't had a glass of straight water in god knows how long, that's why your eyes are sunken and your hair is dull. Your parents are strict - you don't drink or smoke, your eyes and nails are clear, and I'm guessing your mother forbade you from tweezing your eyebrows, so you went behind her back with an at-home wax kit and destroyed them - the skin is still scaly and the hairs are struggling back to life. You don't cleanse your face, you just mop it with Sea Breeze astringent and no moisturizer. You rarely exercise, but you had a physical job using your arms - scooping ice cream?

(Gemma has to nod,
transfixed)

to which you owe your fabulously toned biceps. Your skin-tone has a green overcast because you haven't had a proper night's sleep in weeks, and your last bowel movement was three days ago. At least.

(MORE)

BERTIE (CONT'D)

I may not "know" you, but you gave yourself away the minute you walked in the room.

Bertie rests her case. Mic drop. Goes back behind her desk. Gemma is defeated. She picks up her bag. It's really over. She starts for the door, but stops, and turns back.

GEMMA

You missed something, you know.

Gemma removes something from between her two front teeth.

BERTIE

What the hell is that?

GEMMA

It's mortician's wax. We couldn't afford braces.

She smiles, showing the gap in her front teeth. Bertie is shocked, frozen. Gemma turns to leave.

BERTIE

Wait. Open your mouth. Don't smile.

Bertie looks at her anew... Bertie almost seems to mimic Gemma's expression in her re-assessment, like a mirror she sees in her mind's eye. Then a corner of her mouth moves up.

BERTIE

I'll arrange a test shoot with Phillipe. He owes me.

Lonnie reacts, surprised. Gemma doesn't fully understand.

BERTIE

What's your name?

GEMMA

Gemma Pinschenat.
(off Bertie)
Like, if you pinch a gnat?

BERTIE

Dear God. We'll change it later.

GEMMA

Why will we change it?

BERTIE

Because it's ridiculous. And it screws up my headsheets.

GEMMA

I'm gonna be on a headsheet?!

She laughs in disbelief - and accidentally snorts.

BERTIE

Never make that sound again.

(then)

Jill will sign you up and move you
in. Welcome to the family.

Gemma turns to find Jill already in the doorway, waiting.
Gemma turns to Lonnie as she goes, in a whirl of amazement --

GEMMA

Thank you for standing me up!

Lonnie smiles, basking in the victory.

BERTIE

Coordinate her appointments: make-
up, hair, wardrobe. This is your
project. You found your first face.

(proud of him)

And we'll make sure your dad - and
everyone - knows it.

LONNIE

(self-effacing)

She's just one face.

BERTIE

That's all it takes to launch a
thousand ships.

Bertie eyes the mock-up. Lonnie looks at her quizzically...

END ACT ONE

ACT TWO

EXT. BLOOMINGDALES - STREET - DAY (LATER)

"Life in the Fast Lane" PLAYS OVER Michelle raising her camera; her ribbed turtleneck with a big suede belt and bell-bottom jeans showing off her curves (even if it's unintentional) as she takes shots of street life...

INTERCUT - INT. BLOOMINGDALES - SAME

THE DOWN ESCALATOR - Lio, in all his European nonchalance, slowly descends into view, inch by handsome inch, wearing sunglasses, trailed by THREE MODELS, bags on their arms...

BACK OUTSIDE BLOOMINGDALES

Michelle is taking photographs of HOMELESS PEOPLE lurching down the street and TACKY TOURISTS...

INTERCUT - INSIDE BLOOMINGDALES

Lio unintentionally strut-walks out the entrance of the store, looking more like a rock star than an agent; customers stare at him more than the models who follow as he exits...

EXT. BLOOMINGDALES - CONTINUOUS

Lio exits and looks for the car. But he's taken by the sight of the tall beautiful girl with the camera. He takes off his sunglasses and unabashedly stares at her. She doesn't notice him. He approaches her.

LIO

Excuse me, have you ever considered modeling?

She lowers her camera, turns to find Lio.

MICHELLE

Yes, and I consider it offensive.

That voice - he puts it with the face, and it hits him:

LIO

...Michelle? I'm Lio! Fibonacci. Your parents' business partner in Paris. It's been, ten years --
(can't help it)
My god, where have they been hiding you?

MICHELLE

I stay out of their business.

LIO

Are you a photographer now? Wait - that's right - I remember you had that little Nikon, with the "F."

MICHELLE

(almost smiles)

...How do you remember that?

LIO

Bertie always said, Michelle is going to be somebody in the fashion world.

MICHELLE

I'd rather be nobody in the real world.

He laughs. Reconsiders her a moment, as she frames another shot of trash on the sidewalk.

LIO

Is that why you're pointing your camera at the trash on the ground instead of at the beautiful dresses in the window?

She softens at his guileless charm.

MICHELLE

I'm not taking photos of trash, I'm stealing a shot of that couple.

She offers him the camera. He looks through the lens.

LIO'S POV - a YOUNG COUPLE, lost in their own world, kissing passionately underneath a "WANTED - SON OF SAM" poster.

He looks up. As if his eyes have been opened.

LIO

I agree that is more interesting than what is in the window.

MICHELLE

I'm working on my portfolio. I'm applying to Parsons.

He smiles, impressed. The three models emerge and come up to Lio. Lio looks embarrassed by them. Michelle reaches out her hand to Lio. He moves his hand, as if to take hers - she jerks her hand away.

MICHELLE

My camera.

LIO

Oh I'm sorry. I thought...
 (hands her the camera)
 I'm leaving for Paris tonight. But
 next time I'm here...

She's already turned away. But he's still staring at her...

LIO

I hope it's not another ten years
 before I see you again.

She doesn't even glance back.

CUT TO:

INT. DESIGN STUDIO - LATER (EVENING)

"You Make Me Feel Like Dancing" by Leo Sayer accompanies a private fashion show: FIT MODELS wearing prototypes strut up and down the length of a design studio.

THE CLOTHES: some are prescient of the 80s (cowl neck tunics with patch pockets, cummberbund-waisted pants), others are au courant (halter-neck print dress; gauchos with a matching vest). Though well-designed, the dominant theme is polyester.

Bertie sits in a folding chair, watching. DREW PICKETT, 33, darkly handsome, nervously adjusts and corrects the outfits on the models.

DREW

This is going to be the end of my
 couture business.

BERTIE

Relax, Drew. Your lines are clean,
 the pieces have movement.

DREW

A fashion line for a department
 store. It's an oxymoron.

BERTIE

This is your chance to educate the
 masses. Raise their taste level.
 People can't afford couture, but
 they can walk into TG Bigbees and
 buy a slice of the vision.

Bertie gets up and walks over to him as she talks:

BERTIE

What you need is a face to lend credibility to the line, someone who's got the respect of the editorial world, and yet is beloved by the hoi polloi.

DREW

I need a Rebecca Blakewell, that's what you're saying.

BERTIE

(beat, "surprised")
I actually hadn't thought of her.

DREW

Because she'd never sign onto this.

BERTIE

No. She wouldn't.

He sighs, discouraged.

BERTIE

There might be a way to sell her on it. If she had a creative voice? Maybe a piece of the business?

DREW

Are we really talking about this?

BERTIE

We could be talking about this. If there's a creative component.

DREW

I'm the creative component.

BERTIE

A gesture.

DREW

We are really talking about this.

BERTIE

Give her design consultation.

He smiles the way a man smiles at a woman he wouldn't mind losing to.

DREW

Consultation - not approval.

BERTIE

Approval, but it's ceremonial. The way the queen of England approves the laws.

Bertie extends her hand. Drew, clearly adoring her, shakes hands. Not without a slight sense of foreboding.

DREW

The queen can still declare war.

BERTIE

Not while she's under my roof.

CUT TO:

EXT. DESIGN STUDIO - MIDTOWN STREET - LATER (DAY)

Bertie emerges from the building, heads towards her waiting car -- when HELENJANE HARRIS, 48, steps out of a cab. Bertie slows at the sight of her; she's still a gorgeous snow-white swan, if missing a few feathers. Helenjane stops when she sees Bertie. They take each other in, equals in comportment. They have a deep and complicated rapport; the greater one insults, the more secretly delighted the other gets.

BERTIE

Helenjane. What are you doing here?

HELENJANE

Those are my girls in there. Doing the only work you allow them to do - fittings and catalogs.

BERTIE

If self-pity burned calories, you'd never have to move a muscle.

HELENJANE

(looks her up and down)

You might want to consider moving a couple yourself. Some of us slide into late middle-age, and some of us spread there.

BERTIE

I have one word for you, really a request: sleeves. They're like men - the longer the better. You remember men, don't you?

HELENJANE
 (a wicked smile)
 Oh, I remember one. Who I'm sure
 remembers me.

Helenjane moves past Bertie, whose eyes flash with anger.

CUT TO:

INT. GEISS TOWNHOUSE - FOYER - LATER (NIGHT)

As Bertie enters, slipping off her coat, she freezes --

REBECCA (O.S.)
And get your grody bag off my bed!

-- without missing a beat, Bertie races upstairs...

INT. GEISS TOWNHOUSE - UPSTAIRS HALLWAY - MOMENTS LATER

Bertie arrives to find Gemma in the hall, looking stricken,
 as her red duffle bag flies through an open doorway and
 smashes against the wall - followed by Rebecca herself.

REBECCA
 (sees Bertie)
 I am not sharing my room with some
 no-name bitch from BFE!

SLAM! Gemma starts at the noise. Michelle emerges from her
 room, and models we've seen peek out of their doors, some
 giggling. Gemma looks to Bertie, not wanting to make trouble.

GEMMA
 It's okay. I can sleep on a pallet.
 Anywhere, just on the floor.

BERTIE
 We'll put you in with someone else.

Bertie glances around, thinking. She lands on Michelle.

MICHELLE
 No. Absolutely not.

BERTIE
 Michelle? This is for the business.

MICHELLE
 Rebecca can afford to live anywhere
 she wants. Why is she still here?

BERTIE
 Please lower your voice.

MICHELLE

Am I the only one who sees that
this is crazy?!

BERTIE

I don't think you'll be complaining
about how crazy it is when we're
writing your tuition checks to
Parsons.

Michelle looks slapped. Bertie goes to Rebecca's door.

BERTIE

(knocking, to Rebecca)
Sweetie? Can I come in?

Bertie opens the door and comes in anyway.

INT. REBECCA'S ROOM - CONTINUOUS

Rebecca sits on the bed. The room looks like it was decorated
by and for a teenager: stuffed animals, Elton John posters.
She's pouting. Bertie sits next to her, smoothing her hair.

REBECCA

This has been my room since I was
fifteen. I know I'm not here very
much, but it's my only touchstone.

BERTIE

Absolutely it is.

REBECCA

Even if you didn't represent me, I
would still have a place here,
right? That's just business. This
is my home. And we're a family.

Bertie knows how to respond, even if it isn't really true:

BERTIE

Of course we are... But I hope you
will let us keep representing you.
Because I just got you something no
other model has ever had. There's a
deal on the table that's going to
change your life.

(Rebecca lights up)

I'll announce it tomorrow night -
at the party we're having for you.

REBECCA

You're still having a party for me?

BERTIE

You're turning twenty-one! There's no way we're not celebrating - here, in your home.

EXT. HALLWAY - SAME

Michelle and Gemma can hear everything.

BERTIE (O.S.)

There's no one in the world more important to us than you.

Gemma looks at Michelle, not without sympathy. Michelle sneers at her and angrily walks off.

CUT TO:

INT. BERTIE AND MILLER'S BEDROOM - NIGHT (LATER)

Bertie, in her nightgown, looks at Miller in the mirror over her vanity, as he undresses at his valet, undoing his tie.

BERTIE

Lonnie found a new face today.

MILLER

Yeah, I heard. Pippi Longstocking. I wouldn't bet the ranch on her.

Disappointed in his reaction, Bertie looks back at herself.

BERTIE

I hope I wasn't too hard on Michelle. I've always said I'd choose my children over my work. But I didn't know my work would produce children of its own.

MILLER

Or that they would turn on us.

BERTIE

Rebecca didn't turn on us. Someone tried to turn her. I'm casting a wider net at the party tomorrow night, I invited her whole team.

Miller comes behind her and leans down over her.

MILLER

You were flirting with Lio at lunch.

BERTIE

I have to keep you on your toes.
(teasing)

After all, the most beautiful women
in the world are in arm's reach --

He suddenly looks serious, cuts her off, turns her face to his and kisses her passionately... She responds...

CUT TO:

MONTAGE - GEMMA'S MAKEOVER

"For Elise" by The Philharmonics plays over...

A) INT. MAKE-UP STUDIO - DAY. Lonnie oversees a make-up artist PONCHO, 20s, showing a nervous Gemma how to wing out her frosty blue eyeshadow, apply false eyelashes (upper and lower). He finishes with a nude lipstick.

B) INT. HAIR SALON - DAY. Gemma gets her hair frosted and permed. Styled into bouncy, layered "wings." Lonnie adjusts the small, feathery hairs that frame her face.

C) EXT. MIDTOWN SIDEWALK - DAY. Lonnie veers Gemma away from a hot dog cart. We can almost smell the steam - and her yearning, as she looks back at it, hunger in her eyes.

D) INT. BERGDORF'S - DAY. Gemma tries on clothes: high waist jeans and a ruffled print blouse (tucked in) and now she and the TWO DRESSERS look to Lonnie. He hands her a thin metal gold chain belt to go around her waist.

E) EXT. MIDTOWN STREET - DAY. Gemma and Lonnie part ways on the sidewalk. But stay with Gemma, who walks past a long window... She catches sight of her full-length self in the glass, and slows, then stops. She stares at her watery image like Narcissus. She can't believe that beautiful girl is her. She walks on, chin high, her new confidence attracting stares as much as her beauty.

END MONTAGE.

INT. GEISS TOWNHOUSE - LATER (DAY)

Gemma enters - and the DISCO SONG TRANSFORMS into the actual classical piece, Fur Elise, being played masterfully on a piano O.S. Gemma follows the music...

INT. GEISS TOWNHOUSE - LIVING ROOM - SECONDS LATER

Gemma comes in to find Elson playing the piano, lost in it. She watches him, moved. Until he sees her - and stops.

GEMMA

Wow. I thought that was FM radio.

He finishes with an ironically simple melody then turns away from the keys to look at the new Gemma.

ELSON

Looks like they kitted you out.

GEMMA

Yeah. What do you think?

ELSON

I have no opinion.

She didn't expect that. It disturbs her. She moves closer.

GEMMA

So, what - you're like Van Cliburn, or something?

ELSON

You know who Van Cliburn is?

GEMMA

I get it: you think I'm dumb.

ELSON

What I think you are, is hungry. Like every other woman in this house.

GEMMA

Hunger's not so bad. Like the man says in "Lawrence of Arabia" when he holds the burning match, "the trick is not minding it."

Elson looks at her, re-evaluating.

ELSON

And how badly do you not mind it?

Before she can think of an answer, he abruptly stands. Takes his sheet music, opens the piano bench as if to put it back --

ANGLE - INSIDE THE BENCH

is a treasure trove of candy: Marathon candy bars, Caravelle bars, et al... Elson turns and watches her face. She cranes her neck to look at it without getting closer.

ELSON

It's just sugar. Not fire.

She shifts her focus from the candy... to him.

GEMMA

No, thanks. I don't want to get in trouble.

(beat)

And I think you just want to play.

He hooks on that. She means the piano. She gently closes the bench for him.

GEMMA

Sorry I bothered you.

He watches her as she walks out, intrigued.

CUT TO:

INT. RESTAURANT - DAY

Helenjane sits in the sort of out-of-the-way Village cafe she probably haunted when she didn't have rent. She smiles conspiratorially to a lunch partner we don't see yet...

HELENJANE

Whom did you say you were meeting this time?

A moment before revealing she is having lunch with... Lonnie.

LONNIE

This time? You're an up-and-coming photographer.

HELENJANE

I wish I could just be me. It's absurd I have to sneak around to see my own godson.

LONNIE

Well, mother demands an absurd amount of loyalty. And as long as she's mad, I'm supposed to be mad too.

HELENJANE

You're not her mood ring, Lonnie. You have a right to your own feelings.

LONNIE

I know. I'm here, aren't I?

HELENJANE

I have to ask you something. As a friend, and, yes, a competitor. Have the terms of the agreement between our agencies changed?

LONNIE

No. Not that I'm aware of.

Helenjane looks disturbed.

HELENJANE

My top three girls quit me this morning.

LONNIE

Well, we didn't sign them. You know we don't poach.

HELENJANE

Yes, but Bertie can be mercurial. And if something threatened her, or offended her, I don't know what she'd do. She once fired a model for touching your dad's ears to see if he was cold.

LONNIE

(almost laughs)
What?!

HELENJANE

This was before your time.

LONNIE

Look, even though Mom can be unpredictable, my dad would never go back on his word. He'd put his foot down with her.

HELENJANE

When it comes to Bertie, your dad has a foot full of helium.

(beat)

Do me a favor. Look into it. I need to know. I can't stay in business much longer if it's open season.

CUT TO:

INT. GEISS AGENCY - MOVING THROUGH BOOKING AREA - DAY (LATER)

Lonnie enters, catches up with Bertie walking to her office.

LONNIE

I just heard an interesting rumor.

BERTIE

Is this the one about the rock star getting his stomach pumped?

LONNIE

Helenjane's top three models quit her this morning.

BERTIE

Well. She'll recover. She always does.

LONNIE

But we're not taking a run at her girls, right?

BERTIE

No, of course not. They're catalog queens, they probably quit the whole business.

CUT TO:

INT. PENTHOUSE - STUDIO / OFFICE - DAY (LATER)

The three models who were with Lio in Bloomingdales walk across the unfinished space - a mix of glamor and construction: large blow-ups of erotically-posed models lean against ladders, sofas under drop-cloths, tools and champagne bottles (and foil packets of white powder) on a sawhorse. Windows show midtown Manhattan. "Love in C Minor" by Cerrone is on the stereo. The models make their way over to...

Lio, who's talking to RONNY NAKAD, 30s, his Lebanese business partner, dressed sharply. They're looking at design plans.

KIT (MODEL)

Lio! We have something to show you.

They descend on him, giggling and grabbing his arms, pulling him away from Ronny, and lead him over to...

A WALL: freshly painted white and clean -- except for three large abstract shapes in a mauve color.

Lio tries to maintain his cool, but he's exasperated.

LIO

What have you done now? I just had this painted. Why - why?

KIT

We made our mark!

She turns around and lifts her skirt to reveal the backs of her upper thighs stained with the mauve paint; she keeps lifting... though we just see Lio's reaction as he looks back

AT THE SHAPES - and three perfectly formed sets of female bottoms pop out from the abstraction.

Lio laughs and claps his hands, delighted. The girls laugh with him. He puts his arms around them.

LIO

Ronny, come look! We have *derriere* prints! We will frame this.

(to girls, mock scolding)

You've been very naughty, though.
Helenjane would not approve.

Kit and the other two look at one another, guilty. Melissa (the Geiss model we met earlier) enters through an adjoining door, wearing her Yo-Yo's. She's followed by a few other Geiss Models we've seen (Joy, from the house).

LIO

Girls! You have to sign my wall.

The Geiss models laugh nervously. Lio grabs a bottle of champagne and a saw.

MELISSA

When are we leaving for Paris?

LIO

We don't need to go to Paris.
Because Paris is coming...

-- he dramatically slices the blade across the cork at an angle - and champagne foams out --

LIO

...to New York.

END ACT TWO

ACT THREE

INT. STUDIO - DAY

Gemma poses in a low-cut couture dress, smiling like she's in a beauty pageant as a fan blows on her. "Tonight's the Night" on the stereo. PHILLIPE JUSTUS, 40s, German, stops shooting. He comes out from behind the camera, turns off the music and the fan. He approaches her in a friendly way. Gemma instinctively crosses her arms over her chest.

GEMMA

What did I do? Am I in trouble?

PHILLIPE

No, no. But you're posing. And the idea is for us to create a trust, a relationship, so that I can capture you in an authentic moment.

GEMMA

Do you want me to stop smiling? I know my teeth aren't perfect.

PHILLIPE

You're gorgeous. But you need to let down your wall.

She nods vigorously, but keeps her arms crossed.

PHILLIPE

I want you to be in your body.

He gently takes her wrists and lowers her arms. Even though she's freaking out inside, she's too scared to stop him.

PHILLIPE

I want you to make love to yourself. And let me watch. That's modeling. That's the whole job.

Gemma looks like she might cry. Like she wants to say something, to explain herself. But can't.

GEMMA

I don't know if I can do it.

PHILLIPE

What if - just for a few minutes - you pretend you're not ashamed.

She looks at him - like he's just uncovered some secret. She takes a breath, desperate to please.

GEMMA

I'll try. I promise.

But she's on the verge of tears.

PHILLIPE

Okay, look. Here. This can help.

He takes a mirrored pillbox out of his pocket, opens it. He takes a white pill and holds it out to her...

GEMMA

I've never taken pills before.

PHILLIPE

It's a Valium. So you can relax.

She still doesn't take it. He bows his head, sighs.

PHILLIPE

I'll tell Bertie you weren't ready.

GEMMA

Wait, no - I'll... I'll relax.

She picks up the pill... She puts it on her tongue, and swallows --

CUT TO:

INT. GEISS TOWNHOUSE - LIVING ROOM - NIGHT

"Rich Girl" by Hall & Oates starts as CONFETTI FALLS over...

REBECCA

OH MY GOD!

The party is in full fizz - especially Rebecca - who is being TOASTED by a hundred GUESTS: Geiss EMPLOYEES, MODELS, Phillipe, Drew Pickett, AD EXECs and FASHION EDITORS... along with Bertie, in full-hostess mode, who takes a knife from Olga and hands it to Rebecca, who brings it down into a five-tiered cake.

AT THE HOSTED BAR - LONNIE AND MILLER

as Miller pours himself two Scotches. Lonnie sees Gemma across the room, looking like a dazed wall-flower. He looks from her to his dad, screwing up his courage.

LONNIE

I was thinking, we should hire an office manager to help me, and I'd focus more on New Faces.

MILLER

(sighs)

Son, this agency requires a new face every single month to stay on top. You found one.

LONNIE

Because I can't scout if I'm busy making all the trains run on time.

MILLER

We need you, Lonnie, right where you are.

Miller walks off with both Scotches and a smile for the guests. Lonnie watches him go, frustrated.

ON THE STAIRS - MICHELLE AND ELSON

watch the extravaganza, above it all.

MICHELLE

Do you remember when we turned twenty-one?

ELSON

Did we turn twenty-one? Nobody said anything.

MICHELLE

Mom and Dad did call us the next day.

ELSON

That's right. They were off on one of their Nordic safaris, stalking the next Great American Beauty in the fjords.

(after a beat)

How's your portfolio coming?

MICHELLE

I got the shots, I just have to print them. What about Juilliard?

ELSON

I made it through to the final audition.

(looks at parents)

I haven't told them yet. I don't think they want us both to be starving artists.

MICHELLE

I don't know why not. Nobody in
this house eats anyway.

Elson spots Gemma looking lonely in the crowd. He steps away from Michelle, descends the staircase. He cuts through the crowd, on a path to her, when Lonnie steps in front of him.

LONNIE

Did you want to talk to Gemma?

ELSON

I don't know, did I?

LONNIE

(cuts to it)

Gemma's my face. And I don't want
you messing with her.

ELSON

We live together. It's messy.

LONNIE

Mom and dad may be blind to you,
but I know how you operate with
models. You use them, you break
their hearts, and then they quit
modeling.

ELSON

It's a wonder we're still in
business.

LONNIE

Just stay away from Gemma.

ELSON

If you want her all to yourself,
why don't you move her into your
apartment?

(half-smirk)

Or is that not how you operate.

(re their parents)

I'm not the only one they're blind
to.

Lonnie maintains his dignity in the face of Elson's nastiness. Elson backs off and heads away from Gemma.

OUTSIDE MILLER'S STUDY

Miller exits with a box of cigars, and Rebecca puts herself in his path. He's surprised, unpleasantly, but hides it.

MILLER
There's the birthday girl.

REBECCA
Girl? I'm twenty-one now.

He looks around uncomfortably. She steps closer to him.

REBECCA
I thought maybe that would change
your mind, finally.

MILLER
Rebecca. Knock it off. I've told
you, this is never happening. You
need to find someone your own age.

REBECCA
You didn't find someone your own
age. Bertie's older than you are.

SOUND of knife blade on the edge of crystal.

BERTIE (O.S.)
Rebecca? Where's Rebecca? It's time
for your present.

Impulsively, she kisses Miller on the lips - quickly, before he can react, but he lets it linger a moment too long. He pushes her back, gently. She smiles, knowing she got to him. Then leaps off down the hall, disappearing around the corner.

It takes Miller a moment to recover before he follows... We MOVE with him, but STOP as he passes a cracked door...

...where we find Gemma, peering out. She's witnessed the encounter. A disturbed, almost haunted, look on her face.

CUT TO:

INT. GEISS TOWNHOUSE - LIVING ROOM - MOMENTS LATER

Bertie is standing next to Drew, as Rebecca, back to her wide-eyed, frothy self, waits in anticipation. Miller comes in from the hall with his cigars.

BERTIE
I've been in this business a
quarter century, since I was three!
(holds for laughs)
And no model in history has ever
gotten a deal like the one Rebecca
Blakewell is getting tonight.

She pauses. She has the rapt attention of a hundred people.

BERTIE

I'm talking about ownership.

(this stirs murmurs)

When Rebecca debuts Drew Pickett's new line of sportswear - which I have seen personally, and I can tell you is very swish - she won't be just a face. Or a body. She will be a full partner in a multi-million dollar business --

(has to start raising her voice over the reaction)

-- with profit participation. Not just a model to be looked at, but a role model to be looked up to. At the age of 21, Rebecca Blakewell is a business woman in full.

(to Rebecca)

Happy Birthday, sweetie!

DREW

(re Bertie, over applause)

And this woman here made it happen!

Rebecca clasps her own face like Miss America.

REBECCA

I can't believe it!

She goes to Drew and hugs him. Catches herself, makes a little joke of shaking his hand, all-business - then gushes over Bertie.

REBECCA

Thank you! Thank you!

BERTIE

Well, don't just thank me, thank Miller, too!

Miller stiffens. Rebecca moves to him, as a child to a Jack-in-the-box that might spring at any moment.

REBECCA

Thank you, Miller...

MILLER

I didn't do anything.

REBECCA

I know that's not true!

She wraps her arms around his neck. Miller strains for a smile, nods at Bertie as Rebecca presses up against him, watches Bertie applauding with the rest of the room...

CUT TO:

INT. KITCHEN - LATER (NIGHT)

Gemma drinks a glass of water, still trying to shake off the effects of the pill (and what she's seen). Elson enters.

ELSON

So how do you like rooming with Diane Arbus? Hide your razor blades, by the way.

GEMMA

(correcting him)
Dee-anne Arbus. She ignores me.

ELSON

Sounds lonely.

GEMMA

She doesn't owe me anything.

Gemma starts out. He's not willing to just let her go.

ELSON

Hey. Did your test shoot go okay?

GEMMA

You want an official report?

ELSON

I'm just asking as a friend.

GEMMA

I'm not your friend, I'm just your face.

Her tone, the new bitterness, alerts him.

ELSON

Did something happen? I know Phillipe can be pushy.

She doesn't answer, just shakes her head. Something awakens in him, a protective instinct he hasn't felt before - maybe ever. He moves closer. She steps away, looks off.

ELSON

What happened? Gemma? Tell me.

She finally looks at him. She sees the concern on his face, but isn't sure she trusts it...

GEMMA

Goodnight.

She goes around him, and walks out.

CUT TO:

INT. GEISS TOWNHOUSE - STAIRS - LATER (NIGHT)

All is quiet and dark. Rebecca emerges from her room in a long granny nightgown, her hair in rollers. She starts down the stairs... and runs into Miller, coming up the stairs in a robe, a glass of water in his hand.

REBECCA

I was just gonna put my laundry in the dryer.

They just stare at each other, Rebecca above. He continues up the stairs, passing her brusquely. She looks back up at him.

INT. BERTIE AND MILLER'S BEDROOM - SECONDS LATER

Alone in bed, Bertie puts cream on her hands. She moves the skin around to see how long it takes to snap back. Longer than she'd like. She clasps them, as if hiding them as

Miller enters with the glass of water. He sets it on her nightstand. She smiles her thanks. Then she notices he's still looking at her, lovingly. But she deflects the emotion.

BERTIE

It was a good night for us. I think we about have all our rabbits in a corner, to borrow your expression.

MILLER

You know what I think? I think you're a class act.

Bertie knows he means it, but she can't get out from under her own attack of insecurity:

BERTIE

I think that's a euphemism for "almost fifty."

But he's suddenly leaning over her, serious.

MILLER

I'm almost fifty. You are timeless.

It's exactly what she needed to hear. She reaches up for him, and he lowers himself on top of her in a kiss...

CUT TO:

INT. LAUNDRY ROOM - SAME

The dryer door opens and Rebecca takes out: high heels, a sparkling dress, jewelry. QUICK SERIES OF SHOTS: Rebecca whips off the nightgown, shimmies into the dress, slips on the heels, clasps her bangle bracelets.

She starts to walk out - then remembers and takes off what is revealed to be a wig, complete with rollers, and shakes out her real hair. And THEN she sees -- Michelle, standing there.

MICHELLE

My mother just got you the biggest deal a model has ever had, and this is how you thank her?

REBECCA

You're lecturing me about thanking your mom?

MICHELLE

She's devoted the last six years of her life to you.

REBECCA

And not you. Is that why you hate me so much? I tried so hard to be your friend, at first. I thought we could be like sisters.

MICHELLE

You're not my sister. This isn't your family, and we're not equals.

REBECCA

No we're not. That's why I have my own room, and you have to share.

She can see she's hit a nerve with Michelle.

REBECCA

There. Now you don't have to feel guilty when you rat me out.

Rebecca exits, her words resonating with Michelle.

END ACT THREE

ACT FOUR

INT. KITCHEN - NEXT MORNING

Bertie enters and looks over the tray of boiled eggs waiting for the models. The glasses of grapefruit juice that have been poured. She walks on, stops to glance at the morning paper, laying on the end of the island. She pales, can't believe what she sees. She picks it up to look closer --

BERTIE'S POV: THE FRONT PAGE SHOWS REBECCA - in the dress we just saw her in, a drink in her hand, partying, one of her breasts exposed (a black bar covers). The headline reads: "NUDIO 54."

INT. GEISS TOWNHOUSE - STAIRS - MOMENTS LATER (MORNING)

Miller, holding the paper, jogs after Bertie up the stairs towards...

THE HALLWAY - REBECCA'S DOOR

which they open, look in, and see an unmade bed. They exchange a look. Michelle comes up, just out of the shower.

MICHELLE

What's going on?

Miller shows her the newspaper. Somewhere O.S. a phone RINGS.

BERTIE

Did you see Rebecca leave the house last night?

Michelle looks from the paper to her parents...

MICHELLE

She's an adult.

BERTIE

She broke our rules.

MICHELLE

Your rules are from another era, mother. It's a different world now, there are real problems to deal with - pollution, the energy crisis, the bomb - and you're worried about a little skin?

(re newspaper)

Nobody outside this house cares.

BERTIE

That's why we have to care inside this house. We set the bar for this business. If we stop caring, we all become pimps and hookers.

Jill, coming up the stairs, with a message:

JILL

There is a prince - a literal prince - on the phone.
 (reading her own note)
 Prince al Fass..il? From Saudi Arabia? He is at the Plaza Hotel, and he is offering twenty thousand dollars for two hours with Rebecca.

Miller scoffs, disgusted. Bertie looks at Michelle like: "Do you see now?" Michelle rolls her eyes and walks away.

BERTIE

I'm going to handle Rebecca.

MILLER

(hesitates to ask)
 What does that mean?

BERTIE

(voicing reason)
 It means I'm going to take the Drew Pickett deal away from Rebecca, and give it to Pinschenat - without the profit participation, which we don't have a cut of anyway.

MILLER

Who the hell is Pinschenat?
 (then, realizing)
 Pippi Longstocking? Have you even seen that kid's test prints?

BERTIE

No, no one has. But if I take away Rebecca, I can't give Drew her runner-up. I've got to give him something brand new.

MILLER

That's a huge gamble, Bertie.

BERTIE

I need you to trust me. The way I trust you.

A beat. He silently acquiesces.

JILL
What should I tell the prince?

MILLER
Tell him to go back to Abu Dhabi
and screw one of his wives.

On Jill, wondering if she should really say that.

CUT TO:

INT. DESIGN STUDIO - LATER (DAY)

Polyester fabric samples are draped over a row of mannequins and on a table. Drew walks down the line, feeling each one. Bertie has just arrived, newspaper casually under her arm.

DREW
Polyester. How I loathe polyester.

BERTIE
People used to feel the same way
about cotton. And now that's all
anybody wears.

She casually sets down her purse and the newspaper on the work table so the front page is visible. And moves on.

DREW
God. How fabulous does Rebecca look
on the front page.

BERTIE
(gauging him, mimics)
God created woman, and then He
created Rebecca.

DREW
And now I have to drape her in
polyester.

Bertie sees her opening; she sighs casually, "lamenting."

BERTIE
I know what you mean. I was
thinking the same thing.

But he wasn't thinking anything. So he just looks at her.

BERTIE
Well, it's a bit like serving
caviar on a paper plate.
(MORE)

BERTIE (CONT'D)
 (feeling the fabric)
 It doesn't make the caviar taste
 worse, it just makes the paper
 plate look even cheaper.

Drew's expression: oh my god she's right. He turns on her.

DREW
 You're the one who told me to serve
 caviar!

BERTIE
 I know.
 (as though just realizing)
 But, maybe what you really need is
 a young, juicy piece of fried
 chicken.

CUT TO:

INT. GEISS AGENCY - OUTSIDE BERTIE'S OFFICE - LATER (DAY)

Vera meets Bertie in transit through the booking area --

VERA
 I've had two models who were no-
 shows at their shoots today.

BERTIE
 Then they have to pay for all the
 overages. See that they do.

VERA
 (walking off)
 I will if I can find them - they
 never even called in.

Bertie hooks on that, thinking. Jill approaches.

JILL
 Rebecca's in your office.

BERTIE
 Call Phillipe - I want Pinschenat's
 test prints on my desk by the end
 of the day. And a copy sent to the
 house.

Bertie takes a breath before she enters her office.

CUT TO:

INT. BERTIE'S OFFICE - CONTINUOUS

Bertie affects a sympathetic, resigned expression. Rebecca is standing, ready for this fight.

BERTIE
Hello, darling.

REBECCA
You can drop the act. I know you're mad. But you shouldn't be. Everyone goes to Studio 54. Geiss girls don't look nice by not going. We look like nerds, totally out of touch. I'm twenty-one, not fifty.

Bertie almost reacts, as if pricked, but Rebecca's oblivious.

REBECCA (CONT'D)
And I'm not just a model anymore. I'm a business woman.

BERTIE
(sighs, sadly)
Well, dear, not anymore, I'm afraid. I've just come from Drew's. Unfortunately, he saw the paper and decided you didn't represent the brand. The deal is off.

REBECCA
What?! Wait, I can talk to him. I can explain, it didn't mean anything. It was just one night.

BERTIE
One night can change everything. Ask Ted Kennedy.

REBECCA
I didn't commit a crime.

BERTIE
(holds up the newspaper)
Maybe not, but this doesn't look like an innocent person. This looks like a slut. And sluts can sell themselves, but they can't sell clothes, not in this country.

REBECCA
Can't Miller fix this?

BERTIE

Sweetie, Miller wants to drop you.

Rebecca's bravado shatters, revealing a scared and very sorry little girl beneath it. She collapses into a chair.

BERTIE (CONT'D)

I know my rules may be old fashioned, but there's a reason for them. There's a reason for everything that I do.

REBECCA

(starting to cry)

I didn't mean to... I'm sorry.

BERTIE

I know you are, and I feel awful too. But I will stick by you.

(calculated beat)

In fact, I got you the cover of Panache.

Rebecca gasps. This is more than even she thinks she deserves.

REBECCA

Would they still want me?

BERTIE

I had to work my magic, but I can always make them want you.

Rebecca smiles. Grateful, and relieved.

REBECCA

Thank you, Bertie. Thank you so much.

CUT TO:

INT. GEISS AGENCY - BOOKING AREA - MOMENTS LATER

Rebecca, in huge sunglasses, exits into the lobby with her head bowed. Bertie, back in her doorway, watches her go as Vera joins her at Jill's desk.

BERTIE

Now I've got to get her the cover of Panache.

VERA

You passed on that. It's over.
Bertie, you know this: Once you say
no to Natica, there's no going
back.

BERTIE

Jill, did you RSVP to Natica's
husband's gallery thing?

JILL

I sent your regrets.

BERTIE

Unregret me - now. Then call Miller
and tell him we have to make that
gallery opening. And get me Alice
at Bergdorf's. I need a new gown
for tonight. I actually will have
to work my magic on Natica, and God
help me she knows all my tricks.

CUT TO:

INT. GEISS TOWNHOUSE - FOYER - NIGHT

Gemma zips up her old yellow satin jacket and picks up her
duffle bag. She steps quietly toward the door, takes one last
look back - when Elson appears.

ELSON

Well, that was quick.

GEMMA

I think I've seen enough.

ELSON

And what have you seen?

His smug sangfroid triggers her. She faces him, ready to lay
it all out - but looking at him, she recognizes a certain
broken innocence in his eyes. And she just sighs, weary.

GEMMA

You were right, I got pushed. I did
things I'm not exactly proud of.
And I'll keep getting pushed to do
it again and again because that's
the job, and I don't know where it
ends. I've seen a lot of ugliness,
where I came from, my family.

(MORE)

GEMMA (CONT'D)

But I held myself apart from all of it, inside, that's how I knew who I was. Here, everything's so pretty, and I'm lost in it. I'm lost.

He's moved; at some point he stopped breathing. He remembers now. He has to look away, has to think of some way to stop her from leaving.

ELSON

Where are you gonna sleep?

GEMMA

I'll figure it out.

ELSON

Let me tell you what I've seen. I've seen girls leave here before, girls who were gonna figure it out. And at least once, my parents had to go identify a body.

That gives her pause.

ELSON (CONT'D)

Stay. Fight it out. You can change your life.

GEMMA

How do you know that?

ELSON

Because I've also seen these.

He holds up a manila envelope.

ELSON (CONT'D)

Your test prints.

That really gives her pause. She's tempted. She steps closer to him. He pulls the envelope back.

ELSON (CONT'D)

First, promise you'll stay.

GEMMA

What do you want from me?

ELSON

I don't know. Just, don't leave. Not yet. Please.

We get the feeling Elson's never said the word "please" before, and really meant it.

CUT TO:

EXT. ART GALLERY - SOHO (DOWNTOWN) - NIGHT

Graffiti on industrial steel roller doors. Steam coming up from the street grates. A trash-can fire on the corner and a burnt-out auto-chassis. Amid the ruins, a limo parks, and Pablo scurries to open the back door.

Bertie, in a gold hammered silk satin sarong dress with matching stole, steps onto the street and surveys the scene with distaste. Miller, in a tux, follows her.

BERTIE

This is why I never go south of
52nd Street. My god, the only
reason a woman would ever come down
here is if she has a rape fantasy.

Just then a group of PUNK-ROCKERS, a mass of ripped fishnets and leather and safety pins, crosses in front of them.

PABLO

I'll keep it running.

Miller nods, then leads Bertie to the lone business on the block - the DANIEL SAVAGE GALLERY.

INT. ART GALLERY - MOMENTS LATER

A huge Warhol silk screen of Jimmy Carter looms over an eclectic group of ART CONNOISSEURS and FASHIONISTAS. Bertie swans in on Miller's arm; she's already casing the room - makes a positive ID. Across the room she sees --

The back of an elaborate kimono on an impossibly skinny woman in a turban. Her cigarette holder is visible at the end of an extravagantly bangled arm.

Bertie steels herself and heads straight for her quarry.

BERTIE

Natica!

NATICA SAVAGE, 68, turns around - she is unapologetically old, like a desiccated ballerina; her face has never seen a needle or scalpel, and she's made it into her calling card: red lips and cheeks, Vaseline on her eyelids. Her relentless gaze would make other women shrink, but Bertie stands her ground, even comes closer as Natica appraises her.

NATICA

Bertie. Your gown is off the rack.
And your shoes confirm my worst
fears for your sense of style.

BERTIE

(looking flawless)

I'm a complete mess. But I was in a
mad rush to get here. I have news,
such good news! Rebecca is
available for the cover of Panache.

Natica's lips quiver with a smile she manages to tame.

NATICA

I've waited so long to see you beg
for something.

BERTIE

Oh, darn. My kneepads are at the
cleaners.

NATICA

You're too late anyway.

BERTIE

Am I? I'll let Rebecca know.

(beat, realizes something)

I'll also have to tell Ava Nalle
cosmetics, you know them, I believe
they have a 24 page ad buy in your
next issue. They'll be so
disappointed that the face of their
new perfume, Odalique, wasn't good
enough for the cover. I hope it
won't effect their buy-in for the
September issue. But I tried. I
can't win them all.

Bertie shrugs, "my loss," turns away casually. But her face
is tense: this is where she finds out if her strategy worked.
She starts walking away...

NATICA (O.S.)

Maybe a spread. Could be arranged.

Bertie pauses. Closes her eyes, breathes. She turns back.

BERTIE

She won't do a spread without the
cover.

NATICA
 (scoffs, disdainfully)
 Covers, covers, covers. The real
 work, the artistry, is all inside.
 Covers are coasters. Who wants a
 wine ring on her nose?

BERTIE
 (knows she's won)
 So I'll tell her she's got it?

Natica glares at her, resisting inevitable surrender.

NATICA
 She's too old for a cover.

BERTIE
 She's twenty-one.

NATICA
 Every day over fifteen is less
 beautiful than the day before. She
 doesn't have many left.

BERTIE
 So I'll tell her. She's got it?

Natica looks like she's almost grinding her teeth.

NATICA
 She's got it. This time.

Bertie silently rejoices - grabs a glass of Champagne as it
 passes. But Natica can't let her have this moment.

NATICA
 But next time, I expect I'll be
 dealing with Lio.

Bertie keeps her smile, even as everything starts to fall
 away behind it.

NATICA
 ("surprised")
 Oh dear. You didn't know, did you.
 (a delicious beat)
 Better get those kneepads back from
 the cleaners.

Natica smiles, whips away from Bertie, giving her her back.
 And every clue comes together for Bertie in an instant. She
 turns quickly away from Natica, moving almost blindly in
 search of Miller...

Miller sees her, and begs off from his group. He intercepts her - she grabs his arm, a dark, urgent look on her face.

MILLER

Bertie, talk to me.

BERTIE

It was Lio. He was trying to take Rebecca. He took Helenjane's girls.
(realizing)
Our two no-shows, who never called in - he's got them. And he took ten more of our girls too.

MILLER

Yeah - he took them to Paris.

BERTIE

He's not in Paris. He never left. Miller, he's opening his own agency - here. Against us. He's been lying about everything, all along.

Miller quickly grasps the implications. The hurt on Bertie's face ignites his anger.

MILLER

Listen to me: we're gonna fight this. I'll find him tomorrow and I'll settle the score, man to man.

Bertie's hurt steels into resolve.

BERTIE

Well I'm not a man. So I'm gonna settle my score tonight.

She's out the door before he can stop her.

CUT TO:

INT. STUDIO 54 - SAME (NIGHT)

Lio on a couch, surrounded by beautiful, scantily dressed models. A glass in his hand.

END ACT FOUR

ACT FIVE

"I Feel Love" by Donna Summer plays under this entire act...

EXT. 54TH STREET - STUDIO 54 - NIGHT

Bertie, in her evening gown and no coat, walks down 54th St. on a mission. She doesn't even feel the chill.

A half a block ahead of her is a MASSIVE CROWD and rows of cars in front of... "STUDIO 54."

CUT TO:

INT. GEISS TOWNHOUSE - MICHELLE'S ROOM - SAME (NIGHT)

Michelle enters, sets her camera on her desk. Then she sees something on her bed: a package wrapped in brown paper, about the dimensions of a framed diploma. She goes to it, suspicion in her eyes...

CUT TO:

EXT. STUDIO 54 - MOMENTS LATER

Bertie pushes her way through the CROWD outside the roped-off entrance, and makes her way up to the DOORMAN on guard. He is practicing his art - turning away most comers.

Bertie ignores him, continuing inside, but he stops her.

DOORMAN

Hey lady, this is Studio 54. You can't just walk in.

A short, unassuming man appears in plain clothes, coming outside -- this is STEVE RUBELL.

STEVE RUBELL

Marc! Come on, man. This is Bertie Geiss. Get the hell out of her way.

Rubell clears a path for her, and leads her into the lobby.

CUT TO:

INT. STUDIO 54 - MAIN STAGE - MOMENTS LATER

Bertie enters the phantasmagoria of writhing HUMANITY - dancing to the THROBBING BEAT, groping each other, drinking and snorting - as columns of lights strobe up and down, and an animatronic man-in-the-moon lifts a spoon to his nose, releasing bubbles that float to the ceiling.

Bertie walks through broken glass, open foil-packets, and even people lying on the floor, searching the faces around her... then heads for the stairs that lead to...

THE BALCONY - SECONDS LATER

Bertie's like a huntress tracking her prey. As she walks through the crowd a few BARE-BACKED WOMEN (Geiss girls) scatter like roaches from a light. But Bertie is single-minded. She's found who she's looking for:

Lio sits in a banquette, surrounded by THREE MODELS we haven't seen before (Helenjane's former clients). They look up as Bertie approaches. Lio braces. After the initial shock of seeing Bertie here, he almost looks relieved.

LIO

Come to join us in the lion's den?

BERTIE

Your agency isn't happening in New York, my friend.

LIO

Bertie. Why can't you see that I'm the future? Look around, my agency is where the world is going. Yours is a relic of the past.

BERTIE

You'll be blackballed everywhere you go. You won't have any inventory left.

LIO

Have you ever heard of the Fibonacci sequence? They're numbers that only get bigger, and they spiral out of control, a sunflower becomes a galaxy. That's what's happening here, and you are powerless to stop it.

BERTIE

You've failed twice before, and Miller and I bailed you out of bankruptcy both times - but this time, after you've failed again, and you come begging my forgiveness, that stab you feel in your throat will be my heel.

(beat)

This is war.

She straightens, turns, and starts walking.

LIO
You've already lost. You just don't
know it yet.

Bertie walks out, never looking back --

CUT TO:

INT. MICHELLE'S ROOM - SAME (NIGHT)

Michelle sits on her bed, her face lit up with delight and revelation as she looks at what she holds...

A framed print of Robert Doisneau's 1950 photograph "Le Baiser de l'Hôtel de Ville" -- two lovers kissing on a busy Parisian street (not unlike the lovers she showed Lio).

She picks up the ripped brown paper in her lap, and looks at the writing on it: "I WANT TO BE SOMEBODY IN YOUR WORLD. - L.F." She can't stop her smile.

CUT TO:

EXT. FIRE ESCAPE - GEISS TOWNHOUSE - SAME (NIGHT)

Gemma and Elson sit on the fire escape, side by side, talking and laughing; they're in their own world, above the pulsing city traffic and below the light-polluted night sky. Her test prints lie face-down, forgotten, amid a few empty, crumpled candy wrappers...

As she talks, she pulls in her legs to sit Indian-style, and her bare knee touches the side of his leg. He looks at it, freezing, feeling electricity from this slight contact.

He looks to see if she notices, but she just keeps talking, unaware, comfortable, her wall down. He holds still, wanting the connection to last...

CUT TO:

INT. GEISS AGENCY - BERTIE'S OFFICE - LATER (NIGHT)

Bertie enters her office and goes straight to her desk; she picks up the phone. She hesitates a moment. Then she takes a breath and dials a number. Waits...

BERTIE
(into phone)
Hello, old friend. It's time for us
to bury the hatchet.

CUT TO:

INT. HELENJANE'S APARTMENT - SAME

An all white living room. View down 5th Avenue. Find Helenjane, a drink in one hand, phone in the other...

HELENJANE
In whose back?

CUT TO:

INT. GEISS AGENCY - BERTIE'S OFFICE - SAME

The ghost of a smile starts on Bertie's lips. She stops it.

BERTIE
Meet me at the 21 Club tomorrow.

She hangs up. Then she notices the file envelope on her desk. She picks it up and opens it... slips out a stack of prints.

BERTIE'S POV - GEMMA'S TEST PRINTS - Gemma is transformed on paper into an earthy sex goddess, vulnerable but seductive with a self-aware innocence. Not much like the naive girl we know. (Any evidence of drugs is not apparent.)

Bertie reacts like she's just uncovered a treasure.

BERTIE
Killer-diller. I knew it.

END PILOT

*