

the o.c.

"Pilot"

WRITTEN BY

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Wonderland Sound and Vision
December 20th, 2002

ACT ONE

EXT. CHINO CITY STREETS -- NIGHT

Two FIGURES stand over an old IMPALA. One of them, the older one - wild eyed, arms riddled with tattoos - holds a lead pipe. Grinning. This is TREY ATWOOD, 22.

TREY

I'm your big brother. If I don't teach you this shit, who will?

And with that he SMASHES the WINDOW. As the GLASS SHATTERS the other figure -- younger, hooded, trying not to look scared -- jumps. Glancing around nervously. This is RYAN ATWOOD, 16.

RYAN

I dunno, Trey -

TREY

I do. Now hop in.
(he does, pulls
out a screwdriver)
And pay attention. This is the fun part.

He pops open the ignition. Ryan moves to the passenger side. Watching Trey hotwire the car. As the engine PURRS --

TREY (cont'd)

I'm interested. But I'm gonna have to take it for a test drive. You mind if we take it off the lot?

(Ryan is FROZEN at the door)

Quit being a little bitch. Get in.

And then RYAN sees a POLICE CAR - turning onto their street. Rolling slowly. Looking for trouble.

TREY (cont'd)

Let's go, Ryan!

Trey's already pulling out as Ryan throws open the door. A panicked look at the COP CAR. And then he jumps in.

EXT. CHINO CITY STREET/INT. IMPALA (MOVING) -- CONTINUOUS

Trey PEELS out. And as soon as he does - the CRUISER'S LIGHTS come on. SIREN wailing. Trey grins big.

(CONTINUED)

CONTINUED:

TREY
 (FLOORING IT)
 Yo. Put on the radio.
 (cracks up)
 You should see your face, man.

RYAN is paralyzed. Pressed against the seat. As Trey TEARS through A RED LIGHT - SWERVING from a car -- he flips through the radio.

The CHINO CITY STREETS a blur. Abandoned cars. Darkened strip malls. Desolate. Even at night this place is GRAY. The POLICE CRUISER right on their tail.

All scored to SNIPPETS of RADIO PROMOS, a song in SPANISH, an old FOREIGNER tune, before he lands on JAY Z'S "JUST A DREAM."

Trey laughs. Hollering. Like it's a ride. Ryan shuts his eyes.

Trey comes up behind a bus -- he leans on the HORN. No luck. He SWERVES around it -- heads into on-coming traffic. A PICK-UP truck bearing down right on them.

ON TREY -- the smile falls.

He YANKS the WHEEL all the way -- as the CAR SPINS - onto the sidewalk. Totally out of control.

RYAN
 (almost praying)
 No. No. No.

Trey JERKS the wheel back and the car LAUNCHES off the SIDEWALK. FLIPS. ROLLS. We're upside down. Right side up and --

WHAM! THE IMPALA smashes into a TELEPHONE POLE. That awful sound of TWISTED METAL. SHATTERED GLASS. HISSING.

A BEAT. Almost peaceful. As TREY and RYAN both realize they're alive. Look at each other. Ryan stunned. Trey impressed.

And then -- the sound of a POLICE OFFICER rapping on RYAN'S window. Gun drawn. He gives them a wave. Remember me?

OFF RYAN -- eyes closing. Sinking into his seat...

DISSOLVE TO:

INT. CHINO P.D. DETENTION CENTER -- JUVIE CELL -- MORNING

RYAN sits on the floor. Back against the wall. Numb. A half dozen other KIDS in the cell with him. Mostly teenagers. A couple even younger. If it wasn't for the BARS, you'd think this was a locker room at the YMCA.

A POLICE OFFICER glares at Ryan.

JUVIE POLICE OFFICER

Ryan Atwood. Your attorney's here.

(off Ryan's puzzled look)

You get a lawyer.

INT. DETENTION CENTER -- CONFERENCE ROOM -- MORNING

RYAN is led by the OFFICER into a cramped cement room. A cell in itself. Save for the small table and two chairs. Standing to greet him is SANDY NEEDLEMAN, 40s. His hair's a little messy, his face not quite clean shaven.

SANDY

(warm smile)

Hey, Ryan. Sandy Needleman. The court's appointed me your public defender.

(beat, no reaction)

You could do worse.

(sitting)

You alright? They treat you okay?

RYAN

Where's my brother?

Sandy nods. Looking through one of many manila folders on the desk.

SANDY

Trey?

(finds the file)

Trey's over eighteen. Trey stole a car. Trey had a gun in his pants. An ounce of pot in his jacket. And a couple priors...I think it's safe to say Trey hasn't been a model citizen. I'm guessing three to five years.

Ryan tries not to react. Doing his best to seem tough.

(CONTINUED)

CONTINUED:

SANDY (cont'd)

But Trey's not my concern.

(leafing thru papers)

Your first time in lock-up. I'm assuming you don't plan on coming back...You weren't driving the now totaled Impala - which helps.

(comes across his transcript)

Your grades aren't great. Suspended for fighting twice. Truancy three times. But your test scores...Ninety eighth percentile on your SAT Ones?

(beat)

My son - Seth - just took those. Tanked 'em. He's not a good tester...

(Ryan doesn't care)

Ninety eighth percentile, Ryan. Start going to class - with these scores...You thinking about college?

(no reaction)

You given any thought to your future? Any plans?

(still nothing)

Hey. Dude. I'm on your side. Anytime you wanna help me out I'd -

RYAN

(looks up at Sandy)

Modern medicine is advancing to the point where the average human life span will be a hundred. But I read this article which said that social security is supposed to run out by the year 2025. Which means people are going to have to stay in their jobs until they're eighty.

(beat)

So I don't want to commit to anything too soon.

A beat. Sandy smiles.

SANDY

I knew there was a person in there.

(to the POLICE OFFICER)

Give me a moment alone with my client?

(CONTINUED)

CONTINUED:

The OFFICER nods. Walks out.

SANDY (cont'd)

Look - I'll plea this down to a misdemeanor. Petty fine. Probation.

(beat)

But know this. Stealing a car because your big brother told you to -- that's stupid. And it's weak. And those are two things you can't afford to be anymore.

RYAN

Two more things...

SANDY

You wanna change that? You're gonna have to get over the fact that life's dealt you a bad hand.

(off Ryan,
unflinching)

I get it. We're cut from the same deck, Ryan. I grew up - no money. Bad part of the Bronx. Dad was gone, mom worked all the time. I was pissed off. Stupid -

RYAN

And look at you now.

SANDY

I'm serious. Smart kid like you - you gotta have a plan, some kind of a dream or -

RYAN

(suddenly angry)

Yeah. Right. Let me tell you something, okay? Where I'm from -- having a dream doesn't make you smart. Knowing it won't come true?

(shrugs)

That does.

OFF SANDY -- doesn't know what to say to that. Struck.

EXT. CHINO HILLS DETENTION CENTER -- MORNING

RYAN and SANDY stand outside the building. In the parking lot. Don't have a lot to say to one another.

(CONTINUED)

CONTINUED:

SANDY

My office will contact you to remind you of the date for your hearing.

RYAN

I'll remember.

(annoyed)

You don't have to wait with me. She'll be here soon.

SANDY

I have to release you into the care of a parent or guardian.

A banged up Chevy NOVA pulls in. Driving a little faster than is safe for a parking lot. LURCHES to a halt. DAWN ATWOOD, late 30s, opens the door. Once an attractive woman. But life hasn't been kind. Looks like she just got out of bed. Not wearing shoes. Probably drunk.

DAWN ATWOOD

Unbelievable. What a goddamned family I got. Huh? What the hell did I do to deserve this family. You wanna tell me that?

Ryan looks away. Sandy can immediately see the shame in Ryan's eyes.

SANDY

(extends his hand)

Hi, Mrs. Atwood. I'm Sandy Needleman. Ryan's attorney -

DAWN ATWOOD

(ignores the handshake)

You shoulda let him rot in there. Like his Dad's doing. And like his brother's gonna. Let's go Ryan!

She goes to get back in the car - SMACKS her head on the door frame. Which sets off a litany of swearing. Ryan takes a deep breath. Looks at Sandy, nodding thanks.

As he's about to walk to the car -- Sandy speaks before he thinks.

(CONTINUED)

CONTINUED:

SANDY

I'm gonna give you my card.
(a beat, shifts
his gaze from
Dawn to Ryan)
And my home number...If you need
somebody. If things ever get to
be too much...Call.

Ryan shoves the card into his pocket. Walks off. Doesn't
look back.

OFF SANDY -- doesn't feel good about letting him go.

INT. THE ATWOOD'S SHITTY HOUSE -- DAY

Just this side of a trailer. Just. DAWN leans against
the wall. Holding her up. Drink and cigarette in hand.
Ryan stands there - listening to her verbal lashing.
Sitting watching tv -- her boyfriend, A.J., 30s. Beefy.
Tank top. Not a nice looking guy.

DAWN ATWOOD

I can't do this anymore, Ryan! I
can't! You wanna throw your life
away too - I'm not gonna watch
it.

RYAN

I'm sorry, mom -

DAWN ATWOOD

They shoulda locked you up. Right
next to your Dad.

RYAN

Don't say that -

DAWN ATWOOD

I can't do it. I want you outta
my house. I want you out.

RYAN

What? Mom. Where I'm gonna go -

A.J.

You heard your mother, man. Get
your stuff and get out.

RYAN

Hey. This isn't your house, man.

A.J.

You a tough guy now?

(CONTINUED)

CONTINUED:

A.J. gets up. Comes towards RYAN. Who tries to stand strong.

DAWN ATWOOD

A.J. don't. Ryan get out!
Goddammit.

RYAN

Why don't you worry about your own kids, A.J. Instead of freeloading off my -

A.J. SMACKS RYAN open handed across the face. Ryan tries to hit him back. A.J. grabs him. Spins him. Sends him down the hall to his room. Dawn SCREAMING.

This is ugly.

MUSIC UP - INTERPOL'S "UNTITLED."

INT. RYAN'S BEDROOM -- MOMENTS LATER

RYAN, face RED and stinging, eyes filled with tears, stuffs anything lying on his bed into a backpack. He grabs his skateboard. And gets the hell out of there. Shoving past A.J. who glowers in the door frame.

EXT. THE ATWOOD'S SHITTY HOUSE - DAY

RYAN is out of the house. Onto his SKATEBOARD. And gone. His MOM watches from the door. Quickly wipes away a tear. Ryan doesn't look back.

EXT. 7-11 -- DAY

RYAN stands in front of a 7-11. On a pay phone.

RYAN

Pick-up. Pick-up.

TIME CUT --

RYAN still on the phone.

RYAN (cont'd)

C'mon, man. Let me just crash on your couch or something - c'mon -

TIME CUT --

RYAN (cont'd)

(into phone)

Uncle Jeff - I don't have anyone else - no - - please - hello?

(CONTINUED)

CONTINUED:

TIME CUT --

RYAN takes the PHONE - slamming it against the cradle over and over. Furious. Scared. Digs into his pocket for change. Pulls out the CARD. Crumpled and forgotten. Flips it over.

OFF HIS LOOK --

EXT. 7-11 - AFTERNOON

RYAN sits on the curb. Nervous. Glancing up and down the street. The shadows are getting longer...

And then he sees --

A MERCEDES. Pull up. Ryan rises. Takes his bag and his skateboard. Approaches the car door. A beat. Opens it.

SANDY behind the wheel. He nods. Gives a tight smile.

SANDY

I told you you could do worse.

INT. MERCEDES (MOVING)/EXT. CHINO -- AFTERNOON

RYAN stares out the window. Clutching his skateboard like a teddy bear. Watching the urban sprawl outside his window. A blur of gray.

OFF THIS VIEW --

CUT TO:

EXT. NEWPORT BEACH/INT. MERCEDES (MOVING) -- MAGIC HOUR

A gorgeous SUN DRENCHED evening. The OCEAN shimmering gold. A few SURFERS getting the last of it in before sunset.

As the MERCEDES rolls down P.C.H. RYAN still stares out the window. Drinking in a panorama of NEWPORT BEACH.

He looks over at SANDY. Sandy catches this look. It's clear -- they're both nervous.

RYAN

This...this is a nice car. I didn't think your kind of lawyer made money.

SANDY

We don't. It's my wife's.

RYAN

What does she do?

(CONTINUED)

CONTINUED:

SANDY

You see this?

Sandy gestures out the window to the expanse surrounding them.

SANDY (cont'd)

Her family built it.

RYAN

All of it?

SANDY

(considers this)

Pretty much...

EXT. PELICAN COVE/INT. MERCEDES -- EVENING

The imposing iron gates SWING OPEN to this BEACH FRONT HOUSING COMMUNITY. A SECURITY GUARD in the booth gives SANDY a nod. Curious as to his passenger.

SECURITY GUARD

Welcome home, sir.

EXT. PELICAN COVE/INT. MERCEDES (MOVING) -- EVENING

The MERCEDES slows at a CROSSWALK. Ryan stares out the windshield - dumbstruck - as a GOLF CART rolls past them.

Sandy clearly a little embarrassed. There are Golf Cart Crosswalks in a place he calls home...

AS THE MERCEDES DRIVES ON --

Winding up the street past MANSION after MANSION. None of them more than five years old. The ROLLING GREENS of the GOLF COURSE. And beyond all that - the OCEAN.

EXT. THE NEEDLEMAN HOUSE -- NIGHT

In a dizzying expanse of mansions, none looms larger than the NEEDLEMAN'S. Not understated in the least. The landscaping alone is jaw dropping. For lack of poetry - this shit is insane...

SANDY pulls the MERCEDES into the driveway. Next to a RANGE ROVER. He puts the car in park. RYAN goes to open his door.

(CONTINUED)

CONTINUED:

SANDY

You mind waiting here a minute?
 "I gotta lotta explainin' to do".
 (off Ryan's look)
 That's what Ricky always said to
 Lucy when -
 (nevermind)
 I'll be back...

Sandy turns off the car - reaches to pull the key out.
 Stops himself. Suddenly very self conscious. Until --

RYAN

It's no fun if the key's in the
 car.

Sandy smiles. Appreciates being let off the hook. Leaves
 the key in the car and the radio on. "BEETHOVEN'S CONCERTO
 4."

RYAN, alone, takes a moment to breathe...Where is he...what
 is he doing...What is he listening to?

As he reaches for the radio - trying to find something
 from the twenty-first century --

CUT TO:

KIRSTEN NEEDLEMAN

You brought him home?

REVEAL --

INT. NEEDLEMAN HOME -- LIVING ROOM -- EVENING

The most expensive everything. Spanish tile. Leather
 couches. Flat screen tv. Framed view out the back
 encompassing the ocean. This is a house where everything
 was acquired, collected over time. Furniture, books,
 artifacts from all over the world.

SANDY stands before his wife, KIRSTEN, late 30s.
 Classically beautiful; doesn't need make up, hasn't needed
 plastic surgery. Not the most obvious couple.

KIRSTEN

This is not a stray puppy, Sandy!

She heads off into --

THE KITCHEN. Where SANDY follows. The kitchen equally
 as impressive. VIKING everything...Steel and chrome.

(CONTINUED)

CONTINUED:

SANDY

I know that, Kirsten.

KIRSTEN

It was only a matter of time until you started bringing home felons!

SANDY

Ryan's not a felon.

KIRSTEN

Did you not meet him in jail?

SANDY

Okay. Technically. Yes. But it wasn't for a felony. Or it was. But it won't be after I've -

KIRSTEN

You are endangering our home. Our son. Did you even think of Seth?

SANDY

It's only for the weekend. Until Child Services opens on Monday. I want a third party agency to sit with him and his mother. Clearly she's not fit.

KIRSTEN

How do you know that? What if this is all a scam? And he's using you to case our house.

SANDY

He's not a criminal mastermind. He's a kid. Who has no one and nowhere to go! When did you become so cynical?

KIRSTEN

(flinches, a beat)

He sleeps in the guest house.

SANDY

We have five extra bedrooms we don't even use.

KIRSTEN

I am not running a halfway house, Sandy.

She heads for the front stairs.

(CONTINUED)

CONTINUED:

SANDY

Where are you going?

KIRSTEN

To put my jewelry in the vault.

(beat)

Where do you think I'm going.
The boy's going to need fresh
sheets. And towels. A
toothbrush...

OFF SANDY -- getting a reminder of the woman he married...

EXT. THE NEEDLEMAN HOUSE -- NIGHT

RYAN bored and restless gets out of the MERCEDES. Walks down to the end of the driveway. Strangely quiet...As he glances from HOUSE to HOUSE - every driveway fitted with a RANGE ROVER.

He shakes his head, and then shakes out a CIGARETTE. Lights it up. And looks to the house next door as --

MARISSA COOPER, 16, comes outside. Walking down the end of her driveway. Anxiously looking up the street. Checking her watch. As she gets to the curb, she turns - seeing Ryan --

And the way the light from the streetlamp above hits her she looks...perfect. Ryan has never seen a girl like this before. Dressed for a Friday night.

This girl is heartbreakingly beautiful. And she knows it. And, truth be told, is a little embarrassed by it...

A beat.

MARISSA

Who are you?

RYAN

(cocky tough guy)

Whoever you want me to be.

She smirks. That doesn't work here.

MARISSA

Ooookay...

She looks back up the street. Ryan deflates.

MARISSA (cont'd)

(to herself)

Where is he...

(CONTINUED)

CONTINUED:

She looks back at Ryan. And then to her house. Coast is clear.

MARISSA (cont'd)
Can I bum a cigarette?

Ryan nods. Almost too eager. Pulls one out. As he hands it to her -- his fingers GRAZE hers.

A quick look between them as he lights her cigarette. As he does - he breathes her in...He's never smelled a girl like this before...

Marissa blows out her cigarette smoke a little too coolly. She's putting on airs here a bit as well. But to Ryan she's all sophisticated grace.

MARISSA (cont'd)
So. What are you doing here?
Seriously.

RYAN
Seriously?
(a beat, and then)
I stole a car. Crashed it into a telephone pole. Actually my brother did. And since he had a gun and drugs on him he's in jail. I got out but then my mom threw me out, 'cause she was pissed off and drunk, and so Mr. Needleman took me in.

A beat. And then Marissa cracks up. A great smile...

MARISSA
No - for reals. You're their cousin from Boston right?

RYAN
(a beat)
Boston. Uh-huh.

Suddenly MARISSA sees SANDY coming down his driveway. She tosses her cigarette into the bushes.

MARISSA
Hey, Mr. Needleman. I was just meeting your nephew.

SANDY
(catching on)
Ah, yes. My favorite nephew Ryan. All the way from Seattle.

(CONTINUED)

CONTINUED:

MARISSA

Seattle?

RYAN

My Dad lives there. Mom lives in Boston.

SANDY

(quickly)

So we're really excited about the Fashion Show fundraiser tomorrow.

MARISSA

Me too. It's been so much work - but it raises a lot of money for the National Charity League so...

SANDY

At two hundred dollars a head it should. And I can presume the food will still suck?

MARISSA

(playing along,
polished)

You can.

SANDY

(to Ryan)

You ready to come inside?

(to Marissa)

Goodnight.

MARISSA

See ya.

Ryan tries another cool guy head nod. She does it right back to him...None of his moves work on this chick...

As he and Sandy head up the driveway --

SANDY

There's no smoking in my house.

Ryan's never heard that rule before. Drops his cigarette. Steps on it. Just as they're almost at the house --

A four door YUKON pulls up. Surfboard strapped to the roof. Hip-hop blasting. RYAN gets a look at the driver.

LUKE, 17, athletic. Blonde hair chlorine bleached after hundreds of water polo practices. Marissa jumps into the truck. Luke nods towards Ryan - "who's that?" She shrugs. They kiss. And LUKE peels out...

(CONTINUED)

CONTINUED:

OFF RYAN -- watching her go. And SANDY watches Ryan watching her...

INT. NEEDLEMAN GUEST HOUSE -- NIGHT

Hard to believe this is just the guest house...Two twin beds. A sofa. Fresh cut flowers. Real art on the walls. RYAN is led in by SANDY. KIRSTEN watches as ROSA, the live-in, late 20s, finishes making the bed.

SANDY

...so this is where you'll stay.
And this is the Queen of the Manor.
My wife - Kirsten.

Kirsten eyes Ryan. A slight smile.

KIRSTEN

Hello, Ryan. Welcome to our home.
If you need anything -
(beat)
Rosa here can help you.

RYAN

Uh. Thank you. Thanks very much.

She nods. Sees he's not a monster per se...

SANDY

Well then. We'll see you in the morning.

Ryan nods. A little embarrassed. Intimidated.

They walk out. RYAN, all alone, surveys the place. Can't believe it...Like he's staying in the Lincoln Bedroom.

IN THE MINI-FRIDGE -- Fresh fruit. Bottles of water.

THE BATHROOM -- the shower has a steamer and a seat in it! And there's a phone on the wall. And soap that looks like sea shells. Clean towels folded on the counter. A terry cloth robe hangs on the door...

INT. NEEDLEMAN GUEST HOUSE - LATER

RYAN, now in his boxers, pulls back the comforter on the bed. Silk sheets?! He debates even getting in...But he does...

OFF RYAN -- lying there. Afraid to move. Staring at the ceiling fan...A stranger in a very strange land...

END OF ACT ONE

ACT TWO

INT. NEEDLEMAN GUEST HOUSE - MORNING

RYAN stirs. That moment of waking up in a strange bed. Disoriented. He no sooner gets his bearings than he JUMPS. Stunned to see --

SETH NEEDLEMAN, 16.

Standing over him like Elliot discovering E.T. Seth is all awkward energy. And now equally startled as Ryan.

SETH

Sorry! I'm sorry. I wasn't watching you sleep or anything creepy like that. I just got here. I promise. Seth. Needleman.

RYAN

Ryan Atwood.

Seth extends a fist. Ryan extends his.

SETH

Lock it up.

He twists his fist up. Ryan follows along. The idea being - the fist is like a key turning. Seth is thrilled.

SETH (cont'd)

I just came up with that a few days ago. I think it's gonna catch on. Yeah?

RYAN

Uh...yeah...

SETH

So. I heard you were in jail?

(off Ryan's look)

That's cool.

(a beat, catching himself)

Not cool. But.

As RYAN gets out of bed -- Seth sees a tattoo on Ryan's back.

(CONTINUED)

CONTINUED;

 SETH (cont'd)
 You have a tattoo? I wanted to
 get a tattoo, but then I can't be
 buried in a Jewish cemetery or
 whatever. You know?
 (Ryan doesn't,
 Seth spins)
 You hungry? You play Playstation?
 I got mad skillz, yo.

INT. NEEDLEMAN HOME -- LIVING ROOM - LATER

RYAN and SETH sit on the floor. PLAYSTATION controllers
 in their hands. On the coffee table before them cereal
 bowls. ORANGE JUICE. They play on a PLASMA FLATSCREEN.

 SETH
 (furiously playing)
 No. This can't be - no. No -

ROSA comes through to take the dishes --

 SETH (cont'd)
 Rosa - c'mon - outta the way -

ROSA shakes her head. Walks off. It's too late.

 SETH (cont'd)
 I think I can legitimately blame
 that on interference. 'Cause
 I've never lost.
 (beat, admittingly)
 I guess it's different when you
 play another person.
 (beat)
 Have you played Grand Theft Auto?
 It's so cool - you can steal cars -
 (catches himself)
 Not cool. But. We have a pool.

EXT. NEEDLEMAN HOUSE -- SWIMMING POOL -- LATER

RYAN and SETH float past each other on inflatable rafts.

 SETH
 So you have any siblings? A
 brother or -

 RYAN
 (quickly)
 No.

 SETH
 Only child, huh? I feel ya.

(CONTINUED)

CONTINUED:

ROSA comes out. Her displeasure at dealing with Seth is palpable.

ROSA
(sarcastic)
Senor Prince. You want anything to drink?

SETH
Uh. Yo. You want anything? Lemonade. Iced tea. Rosa makes an Arnold Palmer - tastey, dawg.

RYAN
(deadpan, playing with Seth)
You have any beers?

SETH
(a beat, covers)
Naw. Just ran out. Gotta go on a beer run.
(to Rosa)
Beer run?

Rosa rolls her eyes. Walks off.

SETH (cont'd)
So you're here for the weekend, huh? Any plans tonight?
(before Ryan can respond)
Then you gotta come with to this fashion show. It's gonna be bananas. We're talking all the Newport ladies. The hottest chicks in the O.C. Huh?

RYAN
You talk a lot. You know that?

SETH
(disappointed)
I know. I know. I gotta work on it. It's just. When I get nervous I talk a lot. And the more I talk the more nervous I get.

RYAN
Maybe you should try not talking.

OFF SETH -- what a novel idea...

EXT. NEEDLEMAN BACKYARD -- POOLSIDE -- DAY

RYAN and SETH now sit on barcaloungers. Staring out at the ocean. A beat of silence.

SETH

Can I just say one more thing?
(beat, off and
running)

I can't wait for you to meet my crew. My girl - Summer. Yo? Sick body. My boy Luke. All-State water polo. Stud. His girl - Marissa. My neighbor. She like runs the whole thing.

RYAN

(now paying
attention)
Yeah? What's her deal?

SETH

Coop? She's like my sister. Her dad and my mom were like high school sweethearts or something so it'd almost be incest if I went there, you know?

SANDY approaches them.

SANDY

Hey. I see you guys have met.
You okay - you need -

SETH

(annoyed)
It's cool, Dad. I got it.

SANDY

(to Ryan)
You alright?
(Ryan nods)
Okay then. I'm gonna go get your mom's car washed.

SETH

Uh-huh.

Sandy walks off. Seth makes a face to Ryan. What a tool.

(CONTINUED)

CONTINUED:

 SETH (cont'd)
 I gotta suit I can lend you.
 It's so pimp, dude.
 (thrilled)
 This'll be great. Really great.
 (extends his fist)
 Lock it up.

HIGH ANGLE SHOT --

OF the two of them laying out...

REVERSE TO REVEAL --

MARISSA. Standing at her bedroom window. Watching them.
 Intrigued...

INT. MARISSA'S BEDROOM -- CONTINUOUS

Her room looks like it has since she was eight. VARIOUS
 ribbons and trophies. Lots of pink and wicker. And
 angels.

The doorbell RINGS.

INT. THE COOPER HOME -- FOYER -- MOMENTS LATER

MARISSA walks to the door. It RINGS again. And again.

 MARISSA
 I'm coming. Jeez -

She opens the door to reveal two MEN in bad brown suits
 (LEN and STEVE). Definitely not Newport. And it's clear
 from Marissa's face -- she's seen these men before and
 they frighten her. She blocks the door with her body.

 MARISSA (cont'd)
 My Dad's not here.

 LEN
 Uh-huh. Well then - please remind
 him again how much we'd like to
 talk. We'd appreciate even a
 call back.
 (reaches into his
 pocket)
 I'll give you another of my cards.

ON THE CARD -- and the only part we need to see --

SECURITIES AND EXCHANGE COMMISSION.

(CONTINUED)

CONTINUED:

MARISSA
What's this about anyway?

LEN
Not your concern.
(walking away)
Have a good day.

OFF MARISSA -- mind racing...

INT. THE COOPER HOME -- OFFICE -- DAY

MARISSA enters. Hesitant. No idea what she's looking for.

VARIOUS SHOTS OF --

MARISSA searching for something...anything...OPENING desk DRAWERS. FLIPPING through FOLDERS. Scanning his COMPUTER.

CHILD'S VOICE
What are you doing?

Marissa looks up. Startled. To see her ten year old sister, KAITLIN, standing at the door.

MARISSA
Nothing. I'm just -

KAITLIN
You're not supposed to be in here.
This is Daddy's office -

MARISSA
Shut up, Kaitlin. Okay? I'm
just looking for stamps. God.

INT. NEEDLEMAN MASTER BEDROOM -- NIGHT

SANDY, in a suit, pops in his cufflinks. KIRSTEN is in a gown. Beautiful. The bedroom is massive.

SANDY
What do you care what the Coopers
think?

KIRSTEN
I'm just saying. How would you
like to explain our...guest.
Will you zip me up?

(CONTINUED)

CONTINUED:

SANDY
 (does so)
 Say he's a cousin. From Seattle.
 (trying to remember)
 Or Boston...

INT. NEEDLEMAN GUEST HOUSE -- BATHROOM -- NIGHT

RYAN, wrapped in a towel, stands before the mirror. Eyeing the different after shaves and lotions before him... Doesn't know where to begin...

INT. NEEDLEMAN HALLWAY -- NIGHT

SANDY comes down the hall to SETH'S room. MUSIC PLAYING. (Cheesy corporate top 40 punk.) SANDY opens the door. SETH is frantic. Several suits on his bed.

SANDY
 How we doing, kiddo?

SETH
 I'm trying to get dressed, Dad!

He swings the door shut on SANDY. Who remains a moment. Nose to the door. Not surprised, but a little disappointed.

INT. THE NEEDLEMAN GUEST HOUSE -- EVENING

RYAN stands in front of a closet mirror. In a pin stripe suit. Hair combed. And the kid cleans up real nice...

He currently struggles with a tie. Hanging limp around his neck. No idea what to do with it. And then folds it up and sticks it in his breast pocket. Kerchief style.

There's a knock on the door.

RYAN
 Come in.

SANDY enters.

SANDY
 Look at that. Fits beautifully.
 But. Where's your tie?

RYAN
 I uh...I'm not gonna wear one.
 Open collar. It's a good look.

A beat.

(CONTINUED)

CONTINUED:

SANDY

I didn't know how to tie a tie
until I was twenty five.

Sandy extends his hand. Ryan hands over the tie. Sandy
lays the tie over RYAN. Standing behind him.

SANDY (cont'd)

Now it's important that the skinny
side be shorter than the fat side.
And then we loop it up - pay
attention -

Sandy goes through the steps. RYAN not used to this kind
of...presence...Watches the tie being made. But also
watches their reflection in the mirror. To someone who
didn't know better...they could be father and son...

SANDY (cont'd)

And voila.
(looks at the tie,
a disaster)
Or not. Let's try that again.

He untangles the tie. Starting over.

SANDY (cont'd)

I always loved this suit. I helped
Seth pick it out. Which is
probably why he no longer wears
it.

(off Ryan's look)

I'm not cool enough for him
anymore. Not Newport enough, I
guess. In time he'll see that's
not such a bad thing. In about
twenty minutes you will too.

(checks the tie)

There we go. Look at ya.

OFF THEIR REFLECTION -- Sandy proud. Even Ryan's
impressed. He could be from this world...

INT. COOPER'S MERCEDES -- (MOVING) -- NIGHT

MARISSA sits in the backseat of her Dad's car. Next to
KAITLIN. JIMMY COOPER, 40s, handsome, drives. His wife,
JULIE, sits in the passenger seat. Applying lipstick.
Checking her hair. As usual. Julie isn't a natural -
not anymore, anyway. Fake everything. Tanned skin
becoming leathery. But thinks she's 40 going on 16.

(CONTINUED)

CONTINUED:

JULIE COOPER

Do you guys like my hair this straight? Or is it too Avril Lavigne?

MARISSA

(finds her mom boring)

No. It looks good, Mom.

JULIE COOPER

This is gonna be so amazing tonight. Everyone's going. Are you gonna wear the Donna Karan, Mariss? Didn't she look great in it, Jimmy?

Jimmy nods. Looks into his REARVIEW. He and Marissa's eyes meet.

MARISSA

Those men came by again, Dad.
(off his reaction)
What's going on?

JIMMY COOPER

(too quickly)
I told you. It's just a client.
You have nothing to worry about.

KAITLIN looks at MARISSA. Marissa shoots her a look. Don't say a word. A beat. Julie turns around.

JULIE

Pay attention to your sister tonight, Kaitlin. Cause this will be you in six years.

MARISSA

(sarcastic)
Aren't you excited? You have so much to look forward to...

JULIE

(offended)
Marissa.
(and over it)
Did you see your sister's nails?
Show her Kaitlin.

Marissa ignores her mom -- looking into the rearview where she and her DAD lock eyes again...

INT. ST. REGIS -- LOBBY -- NIGHT

RYAN enters the lobby with the NEEDLEMAN FAMILY in tow. Immediately stops in his tracks. And rightfully so.

As lavish and opulent a hotel as exists in Southern California. A CELLIST plays in the corner. Feels like something for HEADS OF STATE. Instead it is filled with --

NEWPORT'S WEALTHIEST DENIZENS. Every ear, neck, and wrist glimmers gold and silver. Even the dogs - and there are a few - are well dressed. Everyone white. But tan.

The whole scene spectacular. Ryan is overwhelmed.

A WAITER approaches. Holding a tray of hors d'oeuvres.

WAITER

Mushroom leek crescent? Crab and Brie filo?

ON RYAN -- are those foods? SANDY takes one.

SANDY

(smiles, grim)
Welcome to the darkside.

Seth slaps Ryan's back.

SETH

Time to mingle.

RYAN

I don't...mingle.

SETH

You do now.

INT. ST. REGIS -- LOBBY -- NIGHT

VARIOUS SHOTS OF RYAN -- meeting VARIOUS Newporters. Like a pin ball - bouncing from one to the next.

NEWPORT WOMAN #1

So you're the cousin from Boston, mm? I could never live there. I just hate the cold...

CUT TO:

(CONTINUED)

CONTINUED:

NEWPORT WOMAN #2

Do you like Seattle? I mean -
all that rain. Isn't it
depressing?

CUT TO:

NEWPORT WOMAN #3

Did I hear you were from Canada?

RYAN

Canada. Yes.

CUT TO:

RYAN listening to the first WOMAN. The WOMAN droning on
about vacation homes...When suddenly her lap DOG and
another WOMAN'S little DOG - start going at it. YAPPING.

CUT TO:

RYAN with a NEWPORT DAD (40s.) Aging well. Fit.

NEWPORT DAD

Will you look at the ass here?
Christ. Don't ever get married.
(he pounds his
champagne)
Whose kid are you again?

ALL OF THIS INTERCUT WITH --

MARISSA. Knows everyone. Lights up every conversation.
Has wonderful poise with adults. Kisses every cheek.

ON SETH --

Sees JIMMY COOPER standing by as MARISSA works the crowd.

SETH

Hiya doing, Mr. Cooper?

JIMMY COOPER

(oh God...)
Yes. Seth. Hello.

SETH

So. How's business? Market good?
Investments reaping nice dividends?
(beat)
I'm thinking of expanding my
portfolio. Investing in some oil
fields in Kazakhstan.

(CONTINUED)

CONTINUED:

JIMMY COOPER

That sounds great, Seth. Good
luck to you. Excuse me.

MEANWHILE --

RYAN talks with NEWPORT WOMAN #2. (KAREN COUGHLON). As
MARISSA talks to a COUPLE nearby. KAREN sees RYAN staring.

KAREN COUGHLON

Have you met Marissa Cooper?
(leads him over)
Marissa, sweetie. I want you to
meet somebody. This is Ryan.

Marissa turns. Looks Ryan up and down. He's come a long
way since yesterday. Coyle extends her hand.

MARISSA

Hi, Ryan. It's so nice to meet
you.

RYAN

(so she wants to
play)
Uh-huh. You too...

MARISSA

So. What do you think of Newport?

JIMMY COOPER

(interrupting)
Hey. Marissa. Father Donahue
would like to say hello.

MARISSA

Okay, Daddy. Excuse me.
(big smile)
I hope to see you again soon.

RYAN

Yeah...

KAREN COUGHLON

(it's all over his
face)
Sorry, kiddo. She's taken.

LATER --

SETH steers RYAN through the crowd. As they pass LUKE.

(CONTINUED)

CONTINUED:

SETH

Yo. Hey. This is my boy Luke.
Lock it up, dawg.

Seth puts his fist out.

LUKE

Suckit, queer.

As he brushes past SETH -- LUKE and RYAN lock eyes. Two alpha males sizing each other up. As LUKE walks off.

SETH

(trying to play it
off)

You suckit too, queer.

(beat)

He's hilarious, huh?

RYAN now understands how SETH fits into this world. Seth has moved on.

SETH (cont'd)

Oh man. There she is. My girl
Summer. She looks so hot -

RYAN looks across the room to see MARISSA. Talking to SUMMER, 16. Summer is a lot like Marissa -- only more. Bigger hair, chest, personality. She's checking out RYAN.

SUMMER

Who is that?

MARISSA

The cousin. The pool boy. I
don't know.

SUMMER

Well. I'm gonna find out...

MARISSA laughs. Waves. Mouths the words - "Hey, Ryan."

BACK TO SETH AND RYAN --

SETH

She knows your name? I've lived
next to her for ten years and she
still doesn't know mine.

Seth does a wave and wink to Summer. As SANDY arrives.

SANDY

Do you guys want to sit with us?

(CONTINUED)

CONTINUED:

ON SUMMER -- ignores Seth, if she saw him. Walks off.

SETH

(spins on Sandy)

Could you salt my game a little more?

Seth walks off. Ryan and Sandy exchange looks.

SANDY

I'll take that as a no...

OFF RYAN -- As LUKE comes up behind MARISSA. Nuzzling her. She giggles. Pulling him towards her...

INT. ST. REGIS -- BALLROOM -- NIGHT

Everyone has filed in. Seated at round tables. PARENTS and KIDS not seated together. At the front of the ROOM -- a STAGE made to look like a catwalk.

MARISSA stands at the front of the stage. At the microphone. As she quiets the room -- everyone applauds.

MARISSA

(little girl
adorable)

Oh. Thank you all so much for coming. Every year National Charity League - Newport Chapter - puts on a fashion show to raise money for the Battered Women's Society. It's such a good cause, you guys. And we couldn't do any of it without your support and the support of Fashion Island and all their great stores. And Dads - don't worry. Just because your girls wear it - it doesn't mean they bought it. Your plastic is safe.

And with that -- the LIGHTS DIM -- and the MUSIC starts. Something dreamy and atmospheric. ROXY MUSIC'S "AVALON" or something off AIR'S "MOON SAFARI"...

As everyone APPLAUDS for the first GIRL to come down the catwalk. Dressed handsomely in ARMANI. This whole enterprise is stately, sophisticated, ever so adult.

INT. ST. REGIS -- BACKSTAGE -- CONTINUOUS

A whole different story.

(CONTINUED)

CONTINUED:

A cacophony of shrill screams. Arguing. Hysteria. . .
MOTHERS and DAUGHTERS battling. GIRLS frantically ripping
off what they're wearing to change. A carnival of vanity.

In the midst of all this, a FASHION COORDINATOR, female,
icy, 50s, stands guard. Charm checking every girl.

FASHION COORDINATOR
(at one girl's
ensemble)

I knew we were here for a charity
case. I just didn't know it was
you...

Another girl's MOTHER runs up to HER --

ANGRY MOM
What are you doing putting my
daughter in Calvin Klein? She
was supposed to wear Vera Wang!

FASHION COORDINATOR
And she would. If she had the
chest to hold it up.
(off the DAUGHTER'S
LOOK)
It's called puberty, honey. It'll
happen.

INT. ST. REGIS -- BACKSTAGE -- BATHROOM -- CONTINUOUS

MARISSA is applying a last round of lip gloss.

SUMMER next to her -- using a credit card to CUT up a
LINE OF COKE on her COMPACT MIRROR.

An UNDERCLASSMAN P.A. sticks her head in --

P.A.
Marissa - you're up.

As the P.A. runs off - SUMMER offers her the compact.

SUMMER
You want any of this?

MARISSA looks at their reflection in the mirror. Looking
ten years older than they are. Than they should.

MARISSA
Nah. I'm cool.

OFF SUMMER -- shrugs. And starts to bump a line herself...

INT. ST. REGIS -- BALLROOM - NIGHT

It's MARISSA'S turn on the catwalk. Everyone APPLAUDS.

ON RYAN -- watching her. Sitting with SETH and all the younger SIBLINGS of cool kids.

And as MARISSA turns towards him - posing for applause - she looks right at RYAN. And makes a face: Can you believe this? It's only for a moment. But Ryan catches it.

His reverie disrupted by LUKE. Standing at his TABLE. With his CREW. All WHISTLING and CHEERING.

RYAN

(to Seth, holds up
his glass)

I'm gonna get a refill.

AT ANOTHER TABLE --

Where SANDY and KIRSTEN NEEDLEMAN sit with JIMMY and JULIE COOPER. And other couples. (The COUGHLONS, MILANOS etc.)

KIRSTEN

She looks fabulous, you guys.

SANDY

Too bad your wife and daughter
have such inexpensive taste...

BOB COUGHLON

That's why we trust him with our
money. He's gotta be doing
something right.

Everyone laughs. Except Jimmy. Forces a smile. And then stares at his water glass. And it's like all sound is drowned out by his ICE MELTING. The rest of the table oblivious. Applauding the next MODEL. Except KIRSTEN.

KIRSTEN

Jimmy. You okay?

JIMMY

(looks up, startled)

Yeah. Just. Stuffy in here.

(to his wife)

I'm gonna get some air.

(CONTINUED)

CONTINUED:

JULIE

(oblivious)

Marissa wanted to wear these
stiletto Manolos. But I said she
had to wear the Prada Mary Janes.

KIRSTEN can't believe Julie's not more concerned with her
husband. As she watches JIMMY walk out.

INT. ST. REGIS -- LOBBY - MOMENTS LATER

JIMMY steps into the lobby. Sees someone he knows. They
wave to him. Jimmy waves back. And then ducks inside --

INT. ST. REGIS -- MEN'S ROOM -- MOMENTS LATER

Where RYAN is at the sink. Washing his hands. JIMMY
brushes quickly past him. Into the --

BATHROOM STALL. He closes the door. Breathing deeply.
Sweating. His hand over his face. When he moves it away --
there are tears in his eyes...

OFF RYAN -- still at the sink. Not sure what's going on
exactly...But has a sense that all is not right...

INT. ST. REGIS -- BALLROOM - NIGHT

The FASHION SHOW over. PARENTS stream into the lobby.
Most KIDS gone. RYAN follows behind SETH. When SUMMER
appears. Grabs him.

SUMMER

Hey. Where you going? Our parents
rented us the top floor. As a
gift. You know, 'cause of all
our hard work for charity...

(beat, smiles)

Ask for Summer.

She walks off. A beat. SETH comes back to claim Ryan.

SETH

There you are. Let's get outta -

RYAN

You don't want to go that party?

(off Seth's look)

The one on the top floor for -

SETH

Uh-huh. That's not for us.

(CONTINUED)

CONTINUED:

RYAN
Summer just invited me.

SETH
(crushed)
She did. She invited...you?
That's cool...

RYAN
(catching on)
Us. She asked for you
specifically.

SETH
Really? She did? I mean. These
guys always have parties and I
never get -
(catches himself)
- and I never go. Usually such a
hassle.
(leading Ryan to
the elevator)
But we're here, right? Might as
well check it out.

INT. ST. REGIS -- ELEVATOR -- CONTINUOUS

Seth hits the top floor button.

SETH
If it sucks we can always bail.

But knowing where he's headed - Seth can't help but grin.
Almost giddy. There's no way this is gonna suck...

The DOORS CLOSE.

END OF ACT TWO

ACT THREE

THE ELEVATOR DOORS OPEN TO REVEAL --

INT. ST. REGIS -- PENTHOUSE -- NIGHT

Madness. MUSIC BLASTING. KEGS rolling down the hallway. There's a group gathered around a glass table doing coke. The KIDS, and they are that, have loosened up. Suit jackets off, ties loosened. Some in bathing suits head to a HOT TUB on the deck.

RYAN and SETH stand at the open elevator doors for a moment. Awestruck.

RYAN

Time to mingle...

AT THE KEG --

And for some reason, there's always some guy who assigns himself the Keg "Bro." So named for his predilection for the word bro. He's there now, in a Spooner, corduroy shorts. Graduated high school a few years ago.

KEG BRO

(sees RYAN and
SETH)

Yo. Fresh keg, bro. You bros need a drink?

RYAN

Yeah.

SETH

Yes! Yeah...

KEG BRO

(pouring)

Sorry about the foam, bro. Check it. If you just swipe some oil off your nose and swirl it in the beer -- no more foam!

SETH

Why would I want to drink oil from my nose?

KEG BRO

(may have to re-
evaluate his whole
life)

I don't know...

(CONTINUED)

CONTINUED:

AT THE BAR --

MARISSA pours some vodka into her cup. Pours some cranberry juice. Tastes it. And then pours herself some more vodka. Hesitates. And pours some more.

She looks around. Makes sure no one really saw. And then sees --

RYAN and SETH. Awkwardly navigating these new social waters. Seth seems to get in everyone's way. Ryan just watches. As their eyes are about to meet -

MARISSA turns away. Tastes her drink. It's strong. But it'll do...

FROM A BEDROOM DOORWAY --

SUMMER stands. Smiling. Holds up a vial of prescription pills.

SUMMER

Guess who just got a Demerol re-fill? Thank you Mommy's back pain...

(seeing RYAN)

Ooh. He's here...He's gonna look even cuter in about twenty miligrams...

As MARISSA and SUMMER disappear into the BEDROOM...

ON LUKE --

STANDING on the balcony. Overlooking the BEACH. Sees MARISSA close the door. Turns to the cute FRESHMAN GIRL standing with him. (NIKKI).

NIKKI

Isn't it like so beautiful - the sand. And the water...

LUKE

Yeah. You wanna go check it out?

NIKKI

But what about --

LUKE

(eyeing the closed door)

No worries...

(CONTINUED)

CONTINUED:

OFF NIKKI'S LOOK -- and there's no way she's saying no to him...

ON RYAN -- tracks LUKE with his eyes. Seeing him leave with some girl...Luke's hand on the small of her back.

VARIOUS SHOTS OF THE PARTY -- AS THE NIGHT CHARGES ON --

Couples HOOKING UP. Can be seen making out on beds through open bedroom doors.

A RANDOM GUY, 16, taking pictures of one couple with his DIGITAL CAMERA. His FRIENDS hysterical...

CAMERA GUY

Total blackmail. Easy money y'all!

ON THE DANCE FLOOR -- Packed...And of course, someone always has a DISCO BALL...Groups of girls dancing/posing with each other...

ON AN EXPENSIVE VASE -- getting knocked over. SHATTERS. No one bats an eye.

ON A GROUP OF STONER SURFER GUYS -- Sitting on a couch. Just STARING...Slackjawed. Not moving. And having a great night.

ON RYAN -- standing by the BAR. Just trying to blend...

MARISSA comes over. Eyes heavy. She goes to pour herself another stiff drink -- misses her cup a bit. Ryan catches this. She looks up at him.

MARISSA

Ryan...

(beat)

So. You never told me. What do you think of Newport?

A beat.

RYAN

I think I can get in less trouble where I'm from.

MARISSA

(sly grin)

You have no idea...

FROM THE COFFEE TABLE -- where a group of KIDS sit playing a drinking game.

(CONTINUED)

CONTINUED:

DAVID

Coop. It's your turn to deal.

She takes her cup. Eyes him as she sips it. And then, not so steadily, turns and walks off...

ON SETH --

Pours himself another beer. Foamy. KEG BRO unconscious. A couple kids DRAW on his face with PERMANENT MARKER.

Seth decides to do the nose oil thing. And it works...He's amazed...He pounds the beer. Belches gratefully.

Pours himself another. Does the trick again. This is too good...

ON RYAN --

He stands out on the balcony. Sipping on his beer. Surrounded by GIRLS on CELL PHONES chattering incessantly. He shakes his head, finishes his drink when --

SUMMER staggers out to him.

SUMMER

Look who I found.
(some of her drink
spills)
Oops. Hi.

RYAN

Hi.

SUMMER

Hi.

RYAN

Um. Hey.

SUMMER

I'm wasted.
(moving closer)
So what's your name anyway?

RYAN

Ryan.

SUMMER

I'm so wasted, Ryan. I need
someone to take care of me.
Mmmkay?

(CONTINUED)

CONTINUED:

She has him up against the railing. Ryan doesn't know what to do. Laugh. Go for it. Run.

RYAN

Uh. Yeah. Whatever -

Summer takes one finger. Shushes him with it. And then leans in -- going for a kiss --

SETH'S VOICE

Dude! It totally works! The nose oil -

As he pushes asides the CURTAINS to the DECK -- Seth stops in his tracks. Seeing SUMMER all over RYAN.

SETH

What the - what are you -

RYAN

Seth. Hey.

Ryan wriggles free. Takes SETH by the arm. Leading him inside.

SUMMER

Excuse me!

She follows --

RYAN AND SETH. And SETH is definitely tipsy.

SETH

What are you doing with my woman, man! I've been working that for like six years.

SUMMER

Excuse me? Eww. Who are you?

RYAN

(quietly to Seth)

Chill. It's not what you think.

SETH

So you weren't just putting hos before bros?

RYAN

Naw. She's just drunk -

SUMMER

I'm waiting, Ry-Ry...

(CONTINUED)

CONTINUED:

Summer drapes herself over RYAN. As much to hold herself up as a come on. And Seth loses it.

SETH

Uh-huh! Whatever! I can't believe you! I invite you into my world! I bring you to this party! And this is how you treat me!?

PEOPLE at the PARTY are starting to take notice. MARISSA looks up from her drinking game. Focusing.

RYAN

Seth. C'mon -

SETH

Why don't you go back to Chino! I'm sure you can find a nice car in the parking lot to steal. And grab a few beers for your mom.

He shoves RYAN - not to much avail. And then charges out - BANGING his SHIN off the coffee table. And is out.

A long awkward BEAT. As it seems everyone in the room is staring at Ryan. Outed.

As RYAN sees MARISSA looking at him, she looks away. Even in her state, she realizes: What he told her last night is true...

ON SUMMER --

SUMMER

Chino? Ew...

She moves on to her new prey.

OFF RYAN -- standing there. Everyone still eyeing him...

EXT. THE NEEDLEMAN HOUSE -- NIGHT

KIRSTEN comes outside with a pair of GARBAGE BAGS. Throwing them in PAILS at the foot of the driveway. Where she sees JIMMY COOPER. Walking their GOLDEN RETRIEVER, DUSTIN.

KIRSTEN

Jimmy. Hey. Hey Dustin.

She approaches him. Pets Dustin. And then looks at Jimmy. Sad and tired. She puts a hand on his arm.

(CONTINUED)

CONTINUED:

KIRSTEN (cont'd)
You really okay?

JIMMY
Hm? Yeah.

KIRSTEN
You sure? 'Cause you know you
can always -

JIMMY
I've just been working a lot.
(beat, softening)
You know, gotta pay my wife's
credit card bills.

Kirsten smiles. Jimmy does too. Realizes her hand has
been on his arm for a beat or two too long.

KIRSTEN
Marissa back yet?

JIMMY
No way. She's usually out til
pretty late.

KIRSTEN
(a little nervously)
Seth's not usually out.

JIMMY
Don't worry. I'm sure they're
not doing anything we didn't do.

KIRSTEN
(nods, a beat, and
then)
Oh God...

EXT. ST. REGIS -- BEACH -- NIGHT

The PARTY has moved to the beach as well. A BONFIRE burns.
KIDS hanging out. Not a single parent in sight. And we
see --

SETH

Near the BONFIRE. Being harassed by FOUR MEMBERS of LUKE'S
CREW. A couple of them in WET SUITS.

They have him surrounded. We'll refer to them subtly as --

ASSHOLE #1
Go home, Needledick.

(CONTINUED)

CONTINUED:

ASSHOLE #2
Who invited you, Needledick.

A THIRD GUY just GRUNTS really loudly in SETH'S EAR.
Like a hog.

SETH
(batting him away)
Get away from me.

ASSHOLE #1
(shoves him)
You take a shot at my friend?

ASSHOLE #2
You ever been night surfing,
Needledick? Let's see how he
does on a board, yo.

RYAN leaves the hotel. Out on the beach. Not sure where
to go next when he sees --

LUKE'S CREW grab SETH. One guy has his leg. Another
grabs his other leg. RYAN approaches.

SETH
Get off me! No! These shoes are
leather!

RYAN
Hey. Hey!

ON SETH -- and seeing RYAN approach -- he's not sure if
he's about to get his ass kicked worse.

RYAN (cont'd)
Put him down.

As RYAN gets closer --

LUKE emerges with NIKKI. From behind some nearby rocks.
Disheveled. Her hair and make up mussed.

RYAN and LUKE arrive at the squirming, screaming SETH and
LUKE'S friends at the same time.

SETH
Come on! Let go! I'm not a very
strong swimmer!

LUKE locks in on RYAN. Staring at him. And this girl.

(CONTINUED)

CONTINUED:

LUKE

What's up, dude? You gotta problem?

RYAN

You tell me.

LUKE

You serious? You want to get in on this?

LUKE SHOVES RYAN. Ryan shoves LUKE back. SETH is dropped as the CREW re-prioritizes.

LUKE throws a punch. Ryan ducks it - comes up swinging. Hits LUKE right in the face. He stumbles back.

Another KID rushes RYAN -- Ryan breaking free. He turns to hit the guy when --

LUKE charges RYAN. Lowers his shoulder into his ribs and drops him in the sand. Everyone jumps on him.

SETH gets up. Tries to YANK a KID off RYAN -- the KID doesn't even know SETH is there. Rears back his arm to punch RYAN -- and CLOCKS SETH. Who goes SPRAWLING back in the sand.

RYAN is doing his best. But he's pinned on the sand. Taking kicks. Shots to the head. Fighting to get up.

LUKE breaks free. KICKS Ryan in the groin. RYAN writhes over. Luke KICKS him again in the KIDNEYS. He's eating sand now.

LUKE straightens. Trying to adjust his clothes. Wiping blood away from his mouth.

LUKE (cont'd)

I ever see you here again you're dead. You hear me? Dead!

(beat)

You two bitches shouldn't be here anyway.

LUKE and his CREW walk off.

OFF RYAN AND SETH -- hurting. Ryan rolls over onto his back. Tries to sit up. Lays back down...

INT. NEEDLEMAN GUEST HOUSE -- NIGHT

RYAN and SETH open the door. Stumble in. Bruised and battered. Each COLLAPSES onto a different bed.

(CONTINUED)

CONTINUED:

A long beat. And then --

 SETH
 (gleeful)
That was the greatest night ever!
 (beat, serious)
Yo. You totally had my back,
dawg. That was so dope!

ON RYAN -- and for the first time -- he smiles. He has to. There's no denying Seth.

In this moment -- it's clear -- their friendship is born.

 RYAN
It was...yeah...good times...

 SETH
I am drunk! Drunk I say!
 (beat, pensive)
I think it was good for Summer to see me jealous. She should appreciate the romanticism of the gesture. Should I call her -

 RYAN
No.

 SETH
Right. I gotta play hot and cold. You're right.
 (extends his fist)
Lock. It. Up!

They're too far away for the lock it up move.

 SETH (cont'd)
 (moving on)
You totally gotta teach me how to throw down. You were like straight Fight Club. That was so cool. So cool. So...

And SETH is unconscious. SNORING. Out.

ON RYAN -- rolls back onto his bed. Lies there. Staring back up at the ceiling...Restless...

EXT. THE NEEDLEMAN HOUSE - NIGHT

RYAN comes out to his spot at the end of the driveway. Trying to stretch out his sore ribs. Pulls out another cigarette.

(CONTINUED)

CONTINUED:

He takes a beat. Enjoying the QUIET and the PEACEFULNESS. And then an ESCALADE comes up the STREET. MUSIC BLASTING.

The CAR lurches to a HALT. A trio of GIRLS get out of the car - among them SUMMER, another girl CASEY, 16, and a third, HOLLY, (both of whom we'll have seen in the BACKGROUND at the FASHION SHOW and the PARTY).

They go around to the back passenger door. Open it.

SUMMER

I can't believe her...

HOLLY

I swear to God. She's so retarded sometimes.

They gingerly try to extract a passed out MARISSA from the back seat. Draped over HOLLY and CASEY. SUMMER stumbles behind. As they lead her up to the front door.

ON RYAN -- steps back behind the bushes for cover.

CASEY

She always does this. And I'm always stuck on sober patrol.

SUMMER

Coop - where are your keys? How are we gonna find her keys?

HOLLY

Shh. Quiet you guys. If her parents see us they'll kill us.

CASEY

Shouldn't her boyfriend be doing this. He's so worthless.

SUMMER

I can't find her keys.

HOLLY

We can't wake her parents. Her dad'll go ballistic.

A beat as they all look at each other. Trying to figure out what to do. An unspoken consensus is reached. They lay her down on the front steps of her house.

SUMMER

Bye, sweetie.

(CONTINUED)

CONTINUED:

CASEY
We love you, Coop.

HOLLY
(universal
hand/phone sign)
Call us!

And they take off - jumping into Casey's TRUCK and drive away.

A BEAT -- ON RYAN. Can't believe it.

Puts out his cigarette. Walks across the lawn to MARISSA'S FRONT DOOR.

He tries gently shaking her.

RYAN
Hey. C'mon. I need your keys.

Nothing. He opens her pocket book. Rifling through quickly. Still nothing. A moment as he thinks this through...

EXT. NEEDLEMAN BACKYARD -- NIGHT

RYAN carries MARISSA across the backyard. Draped over his shoulder.

INT. NEEDLEMAN GUEST HOUSE - MOMENTS LATER

He comes in - SETH is still out. RYAN sets MARISSA down on his bed. Takes off her shoes. And sits there for a beat.

Just watching her...

END OF ACT THREE

ACT FOUR

INT. NEEDLEMAN GUEST HOUSE - MORNING

ON SETH -- sound asleep. A puddle of drool gathering at his pillow.

ON RYAN, -- on the floor. His suit jacket doubling as a pillow. He stirs. Sits up. Achy. Turns to look at the other bed --

EMPTY

Not a trace of Marissa. Ryan only has a moment to register this when there's a POUNDING at the door.

KIRSTEN'S VOICE

Seth? Seth - are you in there?

Upon hearing his mom's voice -- SETH sits upright in bed. Immediately dizzy...

KIRSTEN throws open the door. Sees SETH.

KIRSTEN

Thank God. There you are.

(beat)

What happened to your face?

SETH

(proudly)

I got into a fight!

KIRSTEN

What? With who?

SETH

I don't really know. I was pretty wasted.

(beat)

I think I still am...

Kirsten doesn't know whether she should scream or cry. She grabs SETH. Pulling him up.

KIRSTEN

Let's go. House. Now.

She almost shoves him out the door. And shoots RYAN a cold look before she SLAMS the door.

Ryan knows he's in trouble.

EXT. NEEDLEMAN HOUSE -- DRIVEWAY -- MORNING

SANDY, in a wet suit, unloads his SURF BOARD from the back of the Range Rover. KIRSTEN charges outside.

SANDY

You should see the swells coming in. Twelve foot waves -

KIRSTEN

Are you happy? Do you even know what you've done?

(off Sandy's look)

Our son got into a fight!

SANDY

He did?

(beat)

Good.

KIRSTEN

Good?

SANDY

I used to get my ass kicked every week when I was a kid. Best thing that happened to me.

KIRSTEN

(ignores this)

I knew it. This is what happens when you invite that kind of element into our home. When you let our son hang out with criminals.

SANDY

At least he has someone to hang out with! Our son is lonely, Kirsten. In case you haven't noticed. And you know what? I'd rather Seth hang out with Ryan than with some trust fund kid who only cares about getting his new Beamer. He's gotta grow up some time. There's a real world out there. He needs a taste. Outside of this Newport Beach bubble.

KIRSTEN

You don't seem to mind living in this bubble.

(CONTINUED)

CONTINUED:

SANDY

That's because I know there's something else out there.

KIRSTEN

You are so self righteous.

SANDY

Don't you remember when we were twenty two. And you said you'd never be like your parents. Never have their life. Remember what we always said -- "If we compromise now, what will we do when we're older."

KIRSTEN

We're older!

(beat)

You can't hold me to what I said when we were twenty two. I stank of patchouli and lived in the back of a mail truck.

SANDY

You were fun! You were rebellious. You married me for Chrissakes.

KIRSTEN

I don't want this kid in my house anymore.

SANDY

I told you. Tomorrow.

KIRSTEN

Now. He has a family. And it's not for you to say whether or not they're good enough.

INT. NEEDLEMAN KITCHEN -- MORNING

RYAN stands by the sink in the kitchen. Gazing out the window. KIRSTEN storms in. Finds Ryan there.

KIRSTEN

Look. Ryan. I don't mean to play bad cop -

(stops, sniffs)

Is that bacon?

She looks at the stove. Surprised to see bacon sizzling. Pancakes cooking. A bowl of egg yolks. The TABLE set.

(CONTINUED)

CONTINUED:

KIRSTEN (cont'd)
Rosa's not on today -

RYAN
I made it. I usually make
breakfast at my house. My mom's
not really a cook so...

A beat. Kirsten steeling her resolve.

KIRSTEN
I'm sorry. I don't like being
the bitch. And Sandy would never
say it -

RYAN
It's okay. I get it.

RYAN picks up his bag. Already packed. Skateboard at
his side. As he turns to walk out, he stops.

RYAN (cont'd)
You have a really nice family.

Ryan exits.

OFF KIRSTEN'S LOOK -- unflinching...

INT. SETH'S BEDROOM -- MORNING

RYAN knocks on the door. SETH is in bed. Trying to sleep
it off. Sits up when RYAN comes in.

RYAN
Hey, man.

SETH
Hey. Dude. Last night was
awesome. I told you, right?

RYAN
Yeah. Thanks for bringing me.
(beat)
So. I gotta jet.

SETH
You're leaving?
(gets out of bed)
Oh. My head.
(beat)
My first hangover...What's up?

(CONTINUED)

CONTINUED:

RYAN

I - uh. I gotta go back. Try to figure things out back home.

SETH

Cool.

(beat)

Not cool. But. Well.

RYAN

(extends his fist)

Lock it up?

Seth, suddenly emotional, throws his arms around Ryan instead. A beat. It's clear Ryan hasn't been hugged very often.

SETH

I'll come down to Chino. And visit you. You can show me your world.

RYAN

I don't think that's such a good idea...

JOSEPH ARTHUR'S "HONEY AND THE MOON."

EXT. NEEDLEMAN HOUSE/INT. MERCEDES -- MORNING

SANDY and RYAN back in the MERCEDES. BACKING out of the driveway.

As they do, Ryan sees --

MARISSA

Standing at the bottom of her driveway. Looking at her you'd have no idea the night she had...Waiting for her friends.

And she sees RYAN. And in her eyes -- it's clear. She knows what he did for her last night. And she's grateful.

As they hold on each other for a beat.

Sandy sees this. Has no choice but to drive off.

RYAN looks back.

And MARISSA is watching the car drive off. As she gets smaller and smaller in the distance...

EXT: PELICAN COVE/INT. MERCEDES (MOVING) -- MORNING

The WROUGHT IRON GATES swing the other way...The SECURITY GUARD watches them. Gives a wave.

EXT. P.C.H./INT. MERCEDES (MOVING) -- MORNING

RYAN and SANDY drive in silence again. RYAN getting his last glimpse of the beauty of this town.

OFF HIS REFLECTION IN THE WINDOW --

EXT. CHINO CITY STREETS/INT. MERCEDES (MOVING) -- LATER

They drive on. The view having transformed back into the cold gray remoteness of his home...

EXT. RYAN'S SHITTY HOUSE -- MORNING

SANDY pulls the car up to RYAN'S HOUSE. Getting his first glimpse of it. The disparity between the two houses remarkable...

A beat.

RYAN

So. Thanks. For everything.

SANDY

I'm gonna make sure everything works out, Ryan. I promise.

Ryan nods. He knows that. A beat.

SANDY (cont'd)

I'm glad you and Seth had a chance to hang out.

RYAN

Yeah.

(beat)

He'll come around.

SANDY

Yeah?

RYAN

He just needs to get his ass kicked a few more times.

SANDY

That's what I'm saying.

They smile. Ryan opens the door. Sandy opens his.

(CONTINUED)

CONTINUED:

RYAN

It's cool. I can take it from here.

(beat)

I gotta lotta explainin' to do.

Sandy smiles. Ryan closes the door.

OFF SANDY -- watching RYAN go...

EXT. RYAN'S SHITTY HOUSE - CONTINUOUS

RYAN takes the long walk up to his house. With every step he takes, the lump in his throat gets larger.

RYAN pulls out his keys. His hand shaking. He takes a deep breath. Sticks the key in the lock and --

THE DOOR SWINGS WIDE OPEN.

INT. RYAN'S SHITTY HOUSE - CONTINUOUS

The house is CLEANED OUT. Nothing. A few boxes left.

ON RYAN -- and he goes dizzy for a moment. Can't quite believe it...

He sees a paper towel on one of the boxes. With SCRAWL on it. The note. He walks over to it. Sees DEAR RYAN written at the top. CRUMPLES it.

A beat. And then he realizes --

SANDY is standing in the doorway. Watching. A look between them.

SANDY

C'mon. Let's go.

Ryan nods. Following SANDY out.

As RYAN closes the door on his empty, abandoned home...

FADE OUT.

THE END