



WARNER BROS. TELEVISION

TWO BROKE GIRLS

“Pilot”

Written by

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and

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Warner Bros. Television

Network Draft

300 Television Plaza, Burbank, California 91505

INT. DINER - WILLIAMSBURG; BROOKLYN - NIGHT

THE DINER HAS A COOL, VINTAGE 80'S LOOK AND FEEL. BUT THAT'S ONLY BECAUSE IT HASN'T BEEN REDECORATED SINCE 1986. IT'S LIKE A HOWARD JOHNSON IN MIDDLE AMERICA ONLY IT'S IN THE MIDDLE OF A DICEY AREA OF BROOKLYN. THE CLIENTELE IS EITHER VERY YOUNG AND HIP OR ELDERLY RUSSIAN EMIGRES WITH A REPLACEMENT HIP.

THE KITCHEN DOOR SWINGS OPEN AND OUT WALKS MAX BLACK (23, COOL, STREET SMART, TOUGH ON THE OUTSIDE) SHE IS WEARING AN UGLY YELLOW WAITRESS UNIFORM WHICH SOMEHOW LOOKS CUTE ON HER. OLEG (45, BALDING, UNSIGHTLY) CALLS TO MAX FROM THE KITCHEN AS HE SETS DOWN SOME HOT PLATES IN THE FOOD "PICK-UP" AREA.

OLEG

Table 12, table 7, nice ass.

MAX

(PICKING UP FOOD) Got it, got it, and
you'll never get it.

MAX WALKS THROUGH THE DINER, EXPERTLY BALANCING THE PLATES UP HER ARMS. TWO MALE HIPSTERS (20'S) COMPLETE WITH TRENDY KNIT HATS SIT IN A BOOTH NEARBY.

HIPSTER #1

Excuse me. Miss? Miss?

HIPSTER #1 RAISES HIS ARM AND LOUDLY SNAPS HIS FINGERS AT MAX. SHE FREEZES. HE SNAPS A COUPLE MORE TIMES. SHE SETS HER PLATES DOWN ON A TABLE; WALKS TO THE HIPSTERS AND SMILES.

MAX

Hi. What can I get you?

HIPSTER #1

We're waiting for --

MAX HOLDS HER HAND IN FRONT OF HIS FACE AND REPEATEDLY SNAPS.

MAX

Is that annoying? Is that obnoxious
and rude on every level?

(MORE)

MAX (CONT'D)

Would you find this distracting if someone did it to you while you were working? Oh right, you don't have a job.

HIPSTER #2

(LAUGHING) Damn, She burned you.

MAX TURNS AND SNAPS ONE FINAL SNAP IN HIPSTER #2'S FACE.

MAX

No. Oh no. Do not think we're on the same team, Urban Outfitters.

HIPSTER #2

(SMILES) What's your deal? Do you have a boyfriend?

MAX

Yes I do. And to be rude, even if I didn't, a hipster like you wouldn't be in the running because we have nothing in common. I wear knit hats when it's cold out, you wear knit hats all year round for no apparent reason, You have tattoos because you want to piss off your dad. My dad doesn't know he's my dad. And finally -- did I mention the stupid hats? (THEN TO HIPSTER #1) So, what'd you need, "snappy"?

HIPSTER #1

Horseradish. Our waitress
disappeared. The Russian one.

MAX

Oh, she disappeared. Kinda like real
men?

MAX TURNS AND STARTS TO KITCHEN. THE HIPSTERS REACH UP AND
SLIDE THEIR KNIT HATS OFF THEIR HEADS.

INT. KITCHEN - CONTINUOUS

MAX ENTERS THE SMALL KITCHEN AND LOOKS AROUND.

MAX

Paulina?

SHE WALKS TO THE WALK-IN REFRIGERATOR, OPENS IT, GOES INSIDE.

INT. WALK-IN REFRIGERATOR - CONTINUOUS

MAX STOPS IN THE DOORWAY AT WHAT SHE SEES, STICKING UP IN THE
AIR FROM BEHIND SOME PRODUCE BOXES -- IS A PAIR OF WOMEN'S
LEGS SPREAD WIDE. FROM THE UGLY WHITE SNEAKERS WE CAN TELL
IT'S THE OTHER (UNSEEN) WAITRESS WHO IS MOANING WITH PLEASURE
THANKS TO THE MAN (ALSO HIDDEN) KNEELING BEHIND SOME PRODUCE
SERVICING HER.

MAX

Oh, I didn't know you were on break.

MAX TAKES A STEP TO REACH FOR THE HORSERADISH, BUT BUMPS INTO
MAN'S BLACK SHOES STICKING OUT FROM BEHIND THE BOXES.

MAX (CONT'D)

(DELICATELY) Excuse me, sir. I know
you're kind of in the middle of
something there, but I'm need to grab
some horseradish - (SHE REACHES)
Nope, still can't quite --

THE WOMAN'S HAND APPEARS OVER THE PRODUCE BOXES -- SHE PICKS UP THE HORSERADISH FROM A SHELF AND PASSES IT TO MAX.

MAX (CONT'D)

Thanks.

INT. DINER - CONTINUOUS

MAX WALKS BACK OUT OF THE KITCHEN AND OVER TO THE HIPSTER BOOTH HOLDING THE HORSERADISH

HIPSTER #1

Where's our waitress?

WE HEAR A WOMAN VOCALLY CLIMAXING WITH GREAT PLEASURE.

MAX.

She's coming.

END OF COLD OPEN.

FADE IN:

A TITLE CARD OVER BLACK. IT READS: **CURRENT TOTAL: \$0.00.**

FADE OUT.

INT. DINER - THE NEXT NIGHT

MAX ENTERS, WEARING A COOL VINTAGE COAT AND CARRYING A TRAY COVERED IN TINFOIL. HAN LEE (33, KOREAN BORN, LOVABLE, THIN MAN; THICK ACCENT) COMES OUT FROM THE KITCHEN. HE IS DRESSED VERY "AMERICAN PREPPY" BUT HAS HIS KHAKI PANTS BELTED UP WAY TOO HIGH ON HIS TORSO. LEE HOLDS OUT A PAY ENVELOPE TO MAX.

LEE

Hello today. I have check for you.

MAX GLANCES AT HIS PANTS AS SHE TAKES THE CHECK.

MAX

Thanks, camel toe.

LEE

What means camel toe?

SHE POINTS TO HIS CROTCH WHERE THE PANTS ARE HIKED UP. HE LOOKS DOWN, EMBARRASSED.

LEE (CONT'D)

Oh. Okay.

HE TURNS AROUND AND TUGS ON HIS PANTS, PULLING THEM LOWER. HE TURNS BACK AND LOOKS TO MAX FOR APPROVAL. SHE NODS.

MAX

Nailed it. Way to go, Han.

LEE

I am no longer Han Lee. I have a new American name to go with changing neighborhood.

MAX

To go with the changing neighborhood--
the changing neighborhood. We've gone
over this.

LEE

Oh, Okay. The changing neighborhood.

HE POINTS TO HIS NAME TAG. SHE LOOKS. THEN BACK UP AT HIM.

MAX

"Bryce"? Your name is Bryce Lee?

(OFF HIS NOD) I can't decide if that's
racism or plagiarism.

SHE LIFTS TINFOIL OFF OF HER TRAY REVEALING BEAUTIFUL,
COLORFUL, HOMEMADE CUPCAKES. SHE PICKS ONE UP AND WALKS OUT
FROM BEHIND THE COUNTER AND OVER TO THE CASHIER, EARL (70'S,
BLACK, WISE, COOL) LISTENING TO MUSIC THROUGH A SET OF
SERIOUS HEADPHONES. HE TAKES THEM OFF AS MAX APPROACHES.

MAX (CONT'D)

Here you go, Earl. I know your
birthday's coming up, so I made you
your favorite. Red velvet.

EARL

Child, your cupcakes are the only
reason I'm still alive, I swear.

MAX

How old are you going to be?

EARL

Seventy-five.

MAX

Man. If you were three years younger.

HE SMILES. SHE LOOKS AROUND THE DINER.

MAX (CONT'D)

Where's Paulina?

EARL

New boss let her go.

MAX

Lee fired her -- Why?

EARL

She got busted turning tricks in the back. Turns out Chesty Kournikova was Vladimir Putin it out to anyone who had a pocket full of rubles. (OFF HER BLANK LOOK) She was a Russian Hooker.

HE PUTS THE HEADPHONES BACK ON -- SHE TURNS; WALKS TO LEE.

MAX

You fired Paulina?

LEE

She was prostitute.

MAX

And a great waitress.

LEE

She would have sex in booth with strangers.

MAX

You're really judgmental, you know that? (THEN) Did she leave me a note or anything?

LEE

No. But she tried to touch my camel
toe.

MAX

She didn't even say goodbye? After
twenty-three years of people leaving
you think I'd be used to it.

THE FRONT DOOR OPENS; THREE HIPSTERS (20'S) ENTER; MAX LOOKS.

MAX (CONT'D)

Great. Now I have to work the entire
night shift alone.

LEE

No worry. I hire new waitress. And
she blonde.

CAROLINE, (22, PRETTY, BOOK SMART, TOUGH ON THE INSIDE) WALKS
OUT FROM THE KITCHEN WEARING THE SAME WAITRESS UNIFORM AS
MAX. BUT WHERE MAX'S LOOKS TIGHT AND CUTE, CAROLINE'S IS ILL-
FITTING AND BAGGY - ESPECIALLY AROUND THE CHEST AREA WHICH
HANGS LOW WITH A "PAULINA" NAME TAG. CAROLINE SMILES IN A
DESPERATE ATTEMPT TO HIDE HER OBVIOUS INTERNAL MELTDOWN.

CAROLINE

Um... Not to complain but the last
waitress was a little bigger than me.

SHE PULLS OUT THE FABRIC ON THE CHEST AREA.

CAROLINE (CONT'D)

Especially -- here in the chest ...

SHE LOOKS DOWN INTO THE TOP OF THE UNIFORM.

CAROLINE (CONT'D)

Oh my God, I think I'm getting a rash
or something.

(MORE)

CAROLINE (CONT'D)

There's a redness - (LOOKS BACK UP AT THEM) Could be this fabric --my skin -- it doesn't agree with polyester.

(LOOKS DOWN INTO THE UNIFORM AGAIN) Or it could be hives. I get hives when I am humiliated in public. (BACK UP AT THEM) Yes. It's hives. And this *mustard* color really just does not work with my skin tone. Neither do the *mustard stains*. Blondes have a hard time with yellow. Have you ever seen Taylor Swift in yellow? (MAKES AN "ICK" FACE; THEN NOTICES SOMETHING CAKED ONTO THE TOP) What is that? Oh God - it's food. Clam chowder? (SNIFFS IT) Oh god. So gross. That's okay. I got it. I'll just scrape it off.

SHE STARTS TO SCRAPE IT OFF. AND GAGS. SCRAPES AND GAGS. SCRAPES. GAGS. MAX TURNS TO LEE.

MAX

No.

MAX BENDS DOWN PICKS UP A BUS PAN OF DIRTY DISHES AND EXITS THROUGH THE SWINGING DOOR INTO THE KITCHEN. LEE FOLLOWS.

INT. DINER KITCHEN - CONTINUOUS

MAX AND LEE ENTER THE KITCHEN. SHE PLACES BUS PAN DOWN.

LEE

Why no? Blonde good for business and she worked in all good restaurants in Manhattan.

MAX

You are not hiring someone who refers to the color yellow as "mustard." No way, Rice.

LEE

It's Bryce.

MAX

You don't pronounce your R's, I don't pronounce my B's.

LEE

You show her strings.

MAX

Ropes. And no. That would require me to be patient and listen and that's just not my thing.

MAX TURNS AND LEAVES. LEE FOLLOWS AFTER HER.

EXT. DINER - CONTINUOUS

THEY ENTER FROM THE KITCHEN AND FIND CAROLINE, WITH HER UNIFORM FLIPPED AROUND SO THE BAGGY PART IS IN THE BACK.

CAROLINE

(PROUD)

I flipped it. Better right?

HIPSTER #3

Excuse me, can we get some service?

CAROLINE
(SMILES; TO THE HIPSTERS)

Oh, yeah.

CAROLINE TAKE A STEP TOWARD THE HIPSTERS AT THE COUNTER. MAX REACHES OUT AND TAKES HOLD OFF THE EXCESS FABRIC ON THE BACK OF CAROLINE'S UNIFORM AND SLOWLY PULLS HER BACK.

CAROLINE (CONT'D)

What are you doing?

MAX

What are you doing? You can't smile at the customers. If you run around here smiling all the time, it makes me seem like more of a bitch. Keep the bar low.

CAROLINE

Okay. Got it. No smiling. What else?

MAX

Stop talking.

THERE'S A BEAT OF SILENCE. MAX TAKES IT IN.

MAX (CONT'D)

That is so much better.

MAX TAKES A DEEP BREATH, THEN LOOKS HER OVER.

MAX (CONT'D)

I've decided to train you because if I'm talking you can't. I'm only going to tell you this stuff once, so good luck.

CAROLINE

Thanks. I'm Caroline by the way.

MAX

Congratulations on that.

CAROLINE

And you are... ?

CAROLINE LOOKS AT MAX'S NAME TAG. MAX COVERS IT.

MAX

Don't get attached. (THEN) So, this is the Williamsburg Diner, owned by Han Lee, who just changed his name to Bryce Lee because he wants people to take him even less seriously. Eight months ago he bought it from the Russian mob. The clientele used to be all eastern block criminals and crack whores but he took it over and ruined it.

MAX INDICATES THE KITCHEN. OLEG PEEKS HIS HEAD THROUGH.

OLEG

Hey sexy woman! You look so pretty today. You look so beautiful I forgot about how bad your personality is.

MAX

Thanks Oleg. (THEN) That's Oleg. He will hit on you aggressively and relentlessly. He doesn't realize he looks like that and I don't have the heart to tell him.

MAX MOVES DOWN THE COUNTER.

MAX (CONT'D)

The customers are mostly older people who eat here because it makes them nostalgic for the Great Depression. We also get a lot of hipsters who come here because they think it's cool to come to a place that's not cool. Case in point.

SHE'S INDICATES THE THREE HIPSTERS AT THE COUNTER. SHE POINTS TO AN OLDER CUSTOMER(60) SITTING AT A TABLE.

MAX (CONT'D)

That's Monty. He eats here every day. If he thinks you're his daughter, just go with it. (POINTS TO EARL) That's Earl. He's basically the only person I like. Don't talk to him unless you want to feel whiter than you already are. Oh, and last thing: (INDICATES CAROLINE'S UNIFORM) That stain? Not clam chowder. Now go marry the ketchups.

MAX POINTS. CAROLINE LOOKS AT A COLLECTION OF KETCHUP BOTTLES ON THE COUNTER, THEN LOOKS BACK AT MAX.

CAROLINE

Marry them. Done.

CAROLINE WALKS OVER TO THE KETCHUPS AND LOOKS DOWN AT THEM. AFTER A BEAT, SHE MOVES ONE OF THE KETCHUPS. MAX WATCHES.

FADE TO:

INT. WILLIAMSBURG DINER - FIVE MINUTES LATER

MAX IS STILL WATCHING CAROLINE, WHO HAS LINED UP THE KETCHUP BOTTLES IN A ROW. CAROLINE VERY CONFIDENTLY PICKS UP TWO BOTTLES AND TAPS THEM TOGETHER; PUTS THEM DOWN. SHE SLIDES TWO MORE BOTTLES TOGETHER. TAPS THEM. PICKS UP THE REMAINING BOTTLE AND TAPS IT ON TOP OF THE OTHER BOTTLES. SHE LOOKS OVER HER SHOULDER AND SEES MAX WATCHING HER.

MAX

Okay...now divorce the ketchups.

CAROLINE SLIDES THE KETCHUP BOTTLES AWAY FROM EACH OTHER.

MAX (CONT'D)

Just stop. There's no such thing as divorcing the ketchups. You've never waitress'd a day in your life.

CAROLINE
(SMILES)

Yes I have.

MAX

You expect me to believe you after watching that whole Temple Grandin routine?

CAROLINE'S SMILE SLOWLY DISSOLVES INTO AN ODD FROWN. SHE TURNS AWAY, WALKS TO THE CORNER, FACE AGAINST THE WALL AND CRIES QUIETLY. MAX WATCHES HER.

MAX (CONT'D)

You know I can see you, right?

CAROLINE NODS WITHOUT TURNING AROUND AND CONTINUES CRYING.

MAX (CONT'D)

If you want to cry, please do it in the bathroom.

CAROLINE

If I knew where the bathroom was I'd
be in it!

MAX

This is lame. Major lame.

CAROLINE

I concur! I'm just having a really bad
week. We lost all our money, my trust
fund was taken for legal fees, my
dad's in jail--

MAX
(SARCASTIC)

What are you, *Martin Channing's*
daughter?

BEAT. CAROLINE TURNS AROUND AND LOOKS AT MAX. GUILTY.

MAX (CONT'D)

You are not!

CAROLINE

Yes I am!

MAX GRABS THE NY POST FROM THE COUNTER; EXCITED. SHE POINTS
TO A HANDSOME PREPPY MAN (50) ON THE FRONT PAGE.

MAX

This is your father? *Martin Channing!*?
Who ripped off all those rich people?
And poor people? *And* charities? *And*
the zoo?

CAROLINE

He told us we were having a good year!

CAROLINE CRIES HARDER. MAX CAN'T HELP BUT BE STARSTRUCK.

MAX

Wait! Preppie. Ponzi. Martin.
Channing. Is. Your. Father?!

CAROLINE
(SOBBING, NODDING)

Why. Are. You. Smiling?!

MAX

Wow. My dad at least had the decency
to only ruin my life.

LEE COMES OUT OF THE KITCHEN, CAROLINE IMMEDIATELY STOPS
CRYING AND TURNS DRY EYED AND PROFESSIONAL.

LEE

How's everything go?

CAROLINE

Fantastic. Great synergy here. We'll
touch base later about how it's going
and I'll loop you in.

LEE SMILES AND GOES BACK IN THE KITCHEN. MAX IS IMPRESSED.

MAX

What just happened? You flipped a
switch and became like a completely
different person.

CAROLINE

It's bad form for women to cry in the
workplace.

(MORE)

CAROLINE (CONT'D)

I learned that at Wharton business school right before I got kicked out because my father also stole from the...(STARTS CRYING AGAIN) School...

MAX

And flip it back.

CAROLINE

Sorry.

MAX

So, you're freaking Caroline Channing. You're like a billionaire.

CAROLINE

Was. Was a billionaire. It's all gone. All I have is my purse, my Clairsonic skin buffer, and these Christian Louboutins that with this uniform might as well be Kenneth Cole.

MAX

So, do you know the president?

CAROLINE

I've met him.

MAX

He's hot.

CAROLINE

He's the president.

MAX

Have you ever been to Switzerland?

CAROLINE

Yes.

MAX

Do you have a horse?

CAROLINE

Yes.

MAX

Do you know Paris Hilton?

CAROLINE

No, she's a hundred.

MAX

Why is Victoria Beckham so thin? Does
she have a tape worm?

CAROLINE

Totally.

MAX

I knew it!

THE DOOR OPENS. A SWEET UKRAINIAN COUPLE, OSCAR AND CAMILLA
(60S) ENTER - THEY WAVE TO MAX.

MAX (CONT'D)
(CALLING)

Hey... Oscar, your booth is open.

OSCAR

Thank you, Max.

CAROLINE

Max? Your name's Max?

MAX

And now I have to kill you. Looks like, your family's going to be on the front page of the Post twice this week.

MAX QUICKLY STARTS POURING WATER INTO GLASSES.

CAROLINE

Let me do that. Give me a chance. Please. I'm a really fast learner. I was poised to take over my father's business. I got 1560 on my SAT's. No tutors.

BEAT.

MAX

Okay. Bring them the waters.

CAROLINE PICKS UP THE WATERS AND WALKS OVER TO THE BOOTH. SHE SETS THE WATERS DOWN ON THE TABLE VERY CAREFULLY. SHE TURNS AROUND AND LOOKS BACK AT MAX FOR APPROVAL.

MAX (CONT'D)

Genius.

INT. WILLIAMSBURG DINER - THAT NIGHT - 2:30 AM

THE DINER IS CLOSED. CAROLINE AND MAX SIT AT A TABLE. CAROLINE HAS CHANGED INTO HER DESIGNER CLOTHES; HER UNIFORM LAYS ON TOP OF HER PURSE. CAROLINE HAS A CUPCAKE ON A PLATE IN FRONT OF HER AND MAX EATS FRENCH FRIES AS SHE EXPERTLY COUNTS THE TIPS.

CAROLINE

You're really good at that.

MAX

Ignoring you?

CAROLINE

No, I mean with the money.

MAX

I've been doing this since I was
fourteen.

CAROLINE

You've been working that long?

MAX

I've done it all: waitressing jobs,
cleaning jobs, temp jobs, hand jobs...

CAROLINE

Are you kidding?

MAX

Of course I am. I've never gotten paid
for that.

CAROLINE

I was an intern at Teen Vogue.

MAX

I bet that was hard.

CAROLINE

Well, there were moments--

MAX

I was kidding. When in doubt, I'm
always mocking you.

CAROLINE

Okay. Well, that will be fun for
everyone. But. Me.

CAROLINE PEELS THE WRAPPER OFF THE CUPCAKE AND TAKES A BITE.

CAROLINE (CONT'D)

Ohmygod! This is amazing...and priced way too low. A dollar fifty? In Manhattan they would go for seven. Easy. Whoever makes these is losing a fortune.

MAX

Even when something's in your mouth you're talking. Give me your tips.

CAROLINE REACHES INTO HER UNIFORM POCKET AND TAKES OUT TWO DOLLARS AND A DIME. SHE HANDS IT TO MAX WHO PUTS ONE DOLLAR ON TOP OF BOTH PILES AND SLIDES ONE TO CAROLINE.

CAROLINE

What are you doing? This is like a hundred bucks. I only made two dollars and ten cents. I can't take this.

MAX

We split the tips. That's how we do it here.

CAROLINE TAKES THE MONEY AND LOOKS AT IT WITH AWE.

CAROLINE

This is the first money I've ever made. (THEN) Tips wise; is this a good night or a bad night?

MAX

Great for you. Horrible for me.

CAROLINE

A hundred dollars. I'm gonna be okay.

MAX

Can you please keep the "aha" moment
to yourself?

LEE COMES OUT FROM THE KITCHEN CARRYING A WHITE PLASTIC
CHRISTMAS TREE LOADED WITH LIGHTS AND ORNAMENTS. EXTENSION
CORDS TRAIL BEHIND. HE PUTS IT ON THE COUNTER AND SMILES.

MAX (CONT'D)

Rice. Come on. What are you doing?

LEE

Christmas tree. Americans like
holidays.

MAX

It's September.

CAROLINE

I think it's pretty.

MAX

(TO CAROLINE) Don't encourage this.
(THEN TO LEE) You give me no choice.
Holiday pop quiz: February.

LEE

(QUICKLY)

Valentines.

MAX

April?

LEE

Easters bunny.

MAX

October?

LEE THINKS. NOTHING. BEHIND MAX CAROLINE TRIES TO HELP HIM BY MOUTHING "HALLOWEEN" AND MAKES "BOO" MOTIONS LIKE SHE'S SCARING SOMEONE. MAX LOOKS OVER AND BUSTS CAROLINE MID-BOO.

LEE

Oh. Halloweens!

MAX

(TO CAROLINE) If you help him how will he learn?

LEE

What is September?

MAX

September has nothing.

BEAT. LEE LOOKS DISAPPOINTED. VERY DISAPPOINTED.

MAX (CONT'D)

Fine, you can have Halloween early.

Three pumpkins and that's it.

LEE

Oh, okay.

LEE, DELIGHTED, PICKS UP THE TREE AND WALKS AWAY. MAX GETS UP AND PUTS ON HER COAT. CAROLINE FOLLOWS, PUTTING ON A FANCY, EXPENSIVE LEATHER JACKET.

MAX

You can't wear that jacket outside in this neighborhood. Turn it inside out.

CAROLINE TURNS IT INSIDE OUT AND PUTS IT ON, REVEALING A LINING PRINTED WITH GIANT LOUIS VUITTON LOGOS.

MAX (CONT'D)

Turn it back.

THEY WALK BY EARL ON THE WAY OUT. MAX LEANS INTO CAROLINE.

MAX (CONT'D)

Be nice to Earl. Your grandparents probably owned his grandparents.

(THEN) Night Earl.

CAROLINE

Bye Earl!

EXT. WILLIAMSBURG DINER - CONTINUOUS

MAX AND CAROLINE EXIT. MAX PULLS HER SWEATSHIRT HOODIE UP.

MAX

So, how did you wind up here anyway?

CAROLINE

I went on on Monster.Com. I typed in "place where nobody from the upper east side would ever go. Ever." And this diner came up.

MAX

Where do you live?

CAROLINE

Our townhouse was taken and bolted up by the bank, so.

MAX

Is this where I'm supposed to feel sorry for you?

CAROLINE

I mean, I don't want you to, but just so you know, a well adjusted person would.

MAX

I'm dead inside.

CAROLINE

Believe it or not, you make that
pretty obvious. (THEN) Anyway, I'm
staying in the city with a friend.

THEY LINGER FOR A MOMENT AS IF IT WERE THE END OF A DATE.

MAX

Well, I live a couple blocks away. I'd
walk you to the subway, it's just that
I don't want to.

CAROLINE

Got it.

THEY GO THEIR SEPARATE WAYS.

INT. MAX'S APARTMENT - A LITTLE LATER

LOUD ROCK MUSIC PULSES THROUGH MAX'S FIRST FLOOR BROWNSTONE APARTMENT. MAX'S BOYFRIEND, ROBBIE (28, VERY HOT, SEXY, CHARISMATIC) SITS IN A BEAT-UP LEATHER CHAIR. THREE GUYS (NOT SEXY, HOT, OR CHARISMATIC) AND A GIRL, NIKKI (24, HOT) SIT ON A WORN-OUT COUCH -- THEIR HEADS ALL BOBBING TO THE MUSIC. MAX ENTERS.

MAX

Robbie? Hey -- can we turn the music
down? I just got yelled at again by
1B.

ROBBIE

Shh. We're trying to practice, babe.

MAX

Oh. But you're not playing any instruments.

HE REACHES OVER, TURNS THE MUSIC DOWN AND LOOKS AT HER.

ROBBIE

Babe. This is our practice. We're listening to other good music and playing it in our head.

NIKKI

It's like "The Secret".

ROBBIE

And it's working. You know how we've been trying to come up with the title track for the album?

MAX

Yeah. You came up with one?

ROBBIE

No. But we narrowed down the album photo to three possible versions of my face. Look one...

HE POSES WITH A SERIOUS FACE.

ROBBIE (CONT'D)

Look two.

HE TILTS HIS HEAD BACK AND LOOKS FAR OFF, HAUNTED.

ROBBIE (CONT'D)

Look three.

HE GIVES MAX A WICKED, SEXY FACE. THE BAND "HI-FIVES".

BAND MEMBERS

Yeah that's the one!/Number three,
dude!/It's all about three!

MAX

It's sexy.

NIKKI

So sexy.

ROBBIE REACHES OVER AND TURNS THE MUSIC BACK UP.

MAX

Could we start wrapping it up, it's
almost three and I have to make the
cupcakes before bed--

ROBBIE REACHES OVER AND TURNS THE MUSIC BACK DOWN.

ROBBIE

Woah, babe. Really not cool to be on
my ass.

BAND MEMBERS

Not cool./Way hostile./On his ass.

NIKKI

It's *not* sexy.

MAX

I wasn't really going for sexy. I was
going for more of you guys not being
here.

SHE TURNS AND WALKS INTO THE KITCHEN. SHE OPENS THE FRIDGE.

MAX (CONT'D)

Where are all the eggs?

ROBBIE

We had an egg fight.

NIKKI

It was hilarious!

ROBBIE

It was pretty hilarious.

MAX NOTICES BROKEN EGGSHELLS ON THE FLOOR, BUMMED.

MAX

I needed those.

ROBBIE

There's still two left.

SUDDENLY TWO EGGS FLY FROM THE LIVING ROOM AND HIT THE WALL BEHIND MAX. THE GUYS ON THE COUCH CRACK UP LAUGHING.

NIKKI

That was hilarious.

ROBBIE

(TO MAX)

It was pretty hilarious, babe.

MAX

It was hilarious. (TO THE BAND) Get out.

THE GUYS LOOK OVER AT ROBBIE FOR A REACTION.

ROBBIE

We're done anyway. Leave your stuff.

Same time tomorrow, guys.

AS THE GUYS START TO LEAVE, NIKKI PICKS UP HER GIANT RED PURSE, COVERED IN TASSELS, AND WALKS OVER TO MAX WHO IS CLEANING A MESS OF BROKEN EGGS OFF THE KITCHEN COUNTER.

NIKKI

Hey, could I borrow ten bucks?

(WHISPERS) It's that time of the month.

MAX

Rent?

NIKKI

No. I need to buy some tampons.

MAX

I know. I was just making a joke.

NIKKI

That's hilarious. So, do you have ten bucks?

MAX GIVES NIKKI TEN DOLLARS FROM HER TIPS.

NIKKI (CONT'D)

Thanks so much.

NIKKI AND THE BAND LEAVE. ROBBIE PUTS HIS ARMS AROUND MAX'S WAIST AND KISSES HER NECK. SHE KEEPS CLEANING.

ROBBIE

You can do that in the morning. Come to bed.

MAX

I can't. I have to be in the city by ten, so I have to go to 7-11 now and get more eggs --

ROBBIE

They can go one day without your cupcakes-

MAX

It's not just about that. You know I
love making them.

ROBBIE

You know what I love?

SHE LOOKS OVER AT HIM; EXPECTANTLY.

ROBBIE (CONT'D)

Me. And you. In bed.

SHE RESISTS. HE GIVES HER THE "THREE FACE".

MAX

Oh, you're going to give me the three
face? You're throwing a three at me?
(LOOKS AT HER WATCH) A three at three?

ROBBIE

Come to bed. (HE KISSES HER DEEPLY
THEN LOOKS INTO HER EYES) Then go to 7-
11.

HE TAKES HER ARM AND PULLS HER TOWARD THE BEDROOM WITH HIM.

INT. SUBWAY - THE NEXT DAY - MORNING

MAX GETS ON THE CROWDED SUBWAY CAR. SHE SQUISHES IN WITH THE
COMMUTERS. THE DOORS CLOSE AND THE SUBWAY LURCHES FORWARD
CAUSING MAX'S FACE TO SMASH UP AGAINST ANOTHER WOMAN'S FACE.
THEIR MOUTHS TOUCH FOR A SECOND, THEN THEY SEPARATE.

MAX

Well, now I can cross that off my
bucket list.

THE WOMAN MOVES AWAY, REVEALING A SLEEPING CAROLINE CURLED UP
IN A CORNER SEAT. MAX WALKS OVER AND GENTLY TOUCHES HER.

MAX (CONT'D)

Hey.

CAROLINE BOLTS UP, PANICKED; AND WHIPS OUT A SMALL TASER GUN FROM UNDER HER JACKET.

CAROLINE

I have a taser!

SHE "TASERS" MAX WITHOUT SEEING HER. MAX FALLS TO THE GROUND, RIGID. NOBODY ON THE SUBWAY EVEN REACTS.

MAX

Bagaaaah!

CAROLINE SEES THAT IT'S MAX AND JUMPS UP -- IN A PANIC.

CAROLINE

Oh my God!

CAROLINE LOOKS AROUND THE SUBWAY CAR FOR HELP. NOTHING.

END OF ACT ONE

ACT TWO

INT. SUBWAY - SAME AS BEFORE

MAX, STILL ON THE SUBWAY FLOOR, LIFTS UP HER HEAD AND LOOKS AROUND; CONFUSED. CAROLINE STANDS OVER HER; STUNNED.

CAROLINE

Are you all right?

SHE BENDS OVER AND HELPS A SHAKY MAX BACK ON HER FEET.

MAX

What the hell were you doing?!

CAROLINE

I didn't know it was you! I thought I was being raped.

MAX

That's not what rape feels like.

(THEN, TO EVERYONE ON THE SUBWAY) I'm good. Thanks for the help.

CAROLINE

I'm so sorry. I didn't think it would hurt so much. It's pink.

CAROLINE SHOWS HER THE TASER GUN: IT'S PINK.

MAX

Didn't feel pink. (THEN) Have you been sleeping on the subway?

CAROLINE

No. I guess I fell asleep on the way to my friend's last night. Weird.

MAX

Don't lie to me, Wall Street.

CAROLINE

Okay. Yes. I've been sleeping on the subway for a couple days. I'm too scared to sleep outside at night.

MAX

God, you're spoiled.

MTA ANNOUNCER (V.O.)

Next stop -- Greenpoint!

MAX

Come on -- We're getting off. You can stay at my place until our shift.

CAROLINE

Really? That is so sweet.

CAROLINE STARTS TO TEAR UP - GETTING EMOTIONAL AGAIN.

MAX

And flip it!

CAROLINE NODS AS THE DOORS OPEN AND THE GIRLS HURRY OFF.

INT. MAX'S APARTMENT - TWENTY MINUTES LATER

THE FRONT DOOR OPENS. THE GIRLS ENTER. CAROLINE TAKES IN MAX'S LOW RENT APARTMENT.

CAROLINE

Oh my God! You got robbed!

MAX

What are you talking about?

CAROLINE

All your good stuff is gone!

MAX

This is what it always looks like.

CAROLINE

Oh my God it's so cute! Totally cute.

MAX POINTS TO THE SOFA.

MAX

You can sleep here.

CAROLINE LOOKS DOWN AT THE TORN-UP SOFA, HESITANT.

MAX (CONT'D)

Oh, I'm sorry. Is this not good enough for you? Not filled with enough strangers on their way to work? Not moving fast enough for you? Would it make you feel more comfortable if I made announcements every ten minutes?

CAROLINE SMILES. MAX LOOKS AT HER WATCH, PANICKED.

MAX (CONT'D)

I'm late for the city -- so pay attention.

MAX QUICKLY TROTS THROUGH THE APARTMENT, POINTING. CAROLINE FOLLOWS BEHIND HER, JOGGING AS WELL.

MAX (CONT'D)

Kitchen. Fridge. Ikea. Ikea. Bathroom. Bedroom. Boyfriend. Sleeps till four so be quiet. Yard.

CAROLINE SEES A DOOR PAST THE BEDROOMS.

CAROLINE

You have a yard?!

MAX

Shhhh!

CAROLINE

Sorry. Can I see the yard?

THEY RUSH OUT TO THE YARD.

EXT. YARD - THAT MOMENT

CAROLINE TAKES IN THE YARD. MAX JOGS IN PLACE BEHIND HER.

MAX

Dirt, sky, clouds, come on!

MAX GRABS HER AND PULLS HER BACK INSIDE.

INT. MAX'S APARTMENT - CONTINUOUS

MAX TROTS BACK INSIDE -- CAROLINE TROTS BEHIND HER.

CAROLINE

Why are we running?

MAX

I'm late for my other job in the city.

BLOND

You have two jobs?

MAX

Yes, I have two jobs. I'm also a baby
sitter. For someone else besides you.

I'll be back here by seven and we can
head to the diner together. If you
need to cry, please do it quietly.

MAX PUSHES CAROLINE DOWN ONTO THE SOFA.

MAX (CONT'D)

Sleep!

CAROLINE

It smells like eggs.

MAX

Yup!

MAX IS GONE. CAROLINE LOOKS AT THE COUCH. SHE REACHES DOWN AND GINGERLY PICKS UP AN EGG SHELL. SHE GAGS.

INT. LUXE LOFT - TRIBECA - LATER

MAX RUSHES IN. STANDING WAITING FOR HER IS PEACH LANDIS (27, SELF-ABSORBED, BRATTY SOCIALITE MOM, ENORMOUS WEDDING RING)

PEACH

You're late. I was supposed to be at
the office five minutes ago.

PEACH PICKS UP HER PURSE AND WALKS SEVEN STEPS TO HER "OFFICE," A DESK ACROSS THE LOFT AND SETS HER PURSE DOWN.

MAX

I'm sorry. You know I'm never late. I
was on the subway and-

PEACH PUTS HER HAND UP TOWARD MAX AND MAKES A GESTURE AS IF SHE'S TURNING A KNOB DOWN.

MAX (CONT'D)

Volume down? Or off?

PEACH

Off. I can't. I'm on a cleanse.

PEACH PICKS UP HER IPHONE AND SCROLLS HER TWITTER FEED.

PEACH (CONT'D)

And there's a bridge and tunnel smell
over by the babies that's stressing me
out.

MAX WALKS OVER TO WHERE TWO TWIN BABIES ARE LAYING IN TWO ORNATE BASSINETS. SHE TAKES IN THE SMELL.

MAX

Their diapers need to be changed.

PEACH

Again? I swear the morning nanny just
did that. Motherhood is for reals.

MAX LEANS OVER THE BABIES AND SMILES.

MAX

Hi Brad, hi Angelina.

AS MAX EXPERTLY SETS UP THE CHANGING TABLE, PEACH MAKES A
CALL ON SPEAKER PHONE.

PEACH
(into phone)

Peach Landis for Ashley Mortimer.

FEMALE VOICE (O.C.)

Hold please.

PEACH
(OUTRAGED; TO HERSELF)

Hold?

PEACH BANGS ON HER DESK UNTIL MAX, HOLDING A BABY, LOOKS.

PEACH (CONT'D)

Put it down. I need you.

MAX PUTS THE BABY DOWN AND RUSHES OVER. PEACH HANDS THE PHONE
TO HER.

PEACH (CONT'D)

When she gets on, tell her to hold.

ASHLEY (O.C.)

Hey, Peach!

MAX
(INTO PHONE)

One second for Peach. Hold please.

PEACH SMILES, DELIGHTED. SHE TAKES THE PHONE BACK AND SIGNALS
THAT MAX CAN RETURN TO THE BABIES. PEACH WAITS A BEAT; THEN:

PEACH
(INTO PHONE)

Hiiiiii! Ohmagod! Things have been
crazy biz. I just changed Brangelina.
Fyi they have to be changed a lot.
It's like forevs. (THEN) Oop. It's
Bryan on the other line. I have to get
this. One sec.

SHE CLICKS OVER. WE HEAR HER HUSBAND, BRYAN (38, WEALTHY).

PEACH (CONT'D)

Hiiiiiii.

BRYAN (O.C.)

Hey, don't forget it's mother's
birthday tonight. She wants to go to
Shun Lee.

PEACH

That place is over. Nobody goes there
anymore.

BRYAN (O.C.)

My mother's been going there for
thirty years. Did you get her a gift?

PEACH

Of course I did.

BRYAN (O.C.)

What is it?

PEACH TAPS THE DESK AGAIN. MAX LOOKS. PEACH GESTURES WAVING
HER ARMS WILDLY AND POINTING. MAX WATCHES AND TRIES GUESSES
WHAT PEACH IS TRYING TO TELL HER.

MAX

Random pointing? Richard Simmons? Oh?
 (PEACH POINTS TO THE BOOK CASE) Over
 there? Books you've never read? No.
 That was not the right answer. (PEACH
 GESTURES SPECIFICALLY TO A VASE) That?
 Oh. (PRONOUNCED THE ELEGANT "V-OZ"
 WAY) The vase?

PEACH STOPS -- LOOKS AT MAX, CONFUSED.

MAX (CONT'D)
 (PRONOUNCED "VACE")

The vase? (OFF HER NOD) Re-gifting
 the vase. Got it.

PEACH

(INTO PHONE) I got her a vase, Bryan.

BRYAN (O.C.)

Good. She'll love that.

PEACH

Bye. I have to go. I have Ashley on
 the other line.

SHE CLICKS OVER TO THE OTHER CALL.

PEACH (CONT'D)

Ash? Sorry. So swamped today.

ASHLEY (O.C.)

Are you going to the Dior launch party
 tomorrow or do you need to be with the
 babies?

PEACH

Of course I'm going. Those babies may have ruined my vagina but they're not going to ruin my social life.

ASHLEY (V.O.)

You should tweet that!

PEACH

I should! With a photo of one of the babies so it's funny. Max, bring me one of the babies.

MAX BRINGS OVER ONE OF THE BABIES. PEACH LOOKS AT IT.

PEACH (CONT'D)

No, the other one. That's not the good one.

INT. MAX'S APARTMENT - THAT AFTERNOON

CAROLINE IS STANDING AT THE KITCHEN SINK ATTEMPTING TO WASH HER WAITRESS UNIFORM. SHE SQUIRTS PALMOLIVE INTO THE RUNNING WATER AND PATS THE UNIFORM WITH HER HANDS. ROBBIE WALKS OUT OF HIS BEDROOM, PULLING UP HIS JEANS.

ROBBIE

Hello?

CAROLINE

Oh. Hi! I'm so sorry if I woke you up.

ROBBIE

Uh-huh. Who are you?

CAROLINE

I'm Max's friend. Well, we work together.

(MORE)

CAROLINE (CONT'D)

I have a feeling if I said she was my friend she'd stab me or something.

ROBBIE

What are you doing?

CAROLINE

I'm washing my uniform. Isn't yellow the worst?

THE BUBBLES IN THE SINK ARE NOW AGGRESSIVELY RISING.

ROBBIE

It looks like you're having some trouble there.

CAROLINE

No, no. This is exactly what I was going for.

SHE TURNS OFF THE WATER AND TRIES SMOOTHING THE SUDS AWAY.

ROBBIE

Let me help you.

ROBBIE WALKS OVER AND STARTS CLEARING THE BUBBLES AWAY. AT THE SAME TIME HE LEANS HIS BODY CLOSE UP AGAINST HER BACK.

CAROLINE

Oh! Sorry. I think I'm in your way.

ROBBIE

No, that's cool.

HE REPOSITIONS HIMSELF TO LEAN AGAINST HER AGAIN.

CAROLINE

What are you doing?!

ROBBIE

Nothing. Calm down.

CAROLINE

Seriously? (SHE TAKES A STEP AWAY FROM HIM) Dry-humping a stranger and bubbles? This is so Spring Break 04.

ROBBIE GIVES CAROLINE THE "THREE" FACE. BEAT.

CAROLINE (CONT'D)

Oh. I get it. You think you can just pull a sexy face with me? Nooo. You're trying to manipulate the wrong person. I am a master of manipulation, okay? Everyone at Dalton thinks I'm 5'11.

HE DOES THE FACE AGAIN. SHE GETS A LITTLE SUCKED IN.

CAROLINE (CONT'D)

Oh, you're good.

CAROLINE RUSHES TO THE COUCH AND GATHERS HER STUFF.

CAROLINE (CONT'D)

You know what? You don't deserve Max. She's a good person. She may be a little scary, but she has a big heart... under that black tar coating. You suck.

CAROLINE TURNS AND WALKS OUT. AFTER A BEAT, THE DOOR OPENS AND SHE COMES BACK IN, BLOCKING HER EYES WITH HER HAND AS TO NOT MAKE EYE CONTACT WITH HIM. SHE QUICKLY GRABS HER WET AND BUBBLE-COVERED UNIFORM FROM THE SINK AND LEAVES.

INT. WILLIAMSBURG DINER - LATER

CAROLINE IS BEHIND THE COUNTER WEARING HER DAMP AND NOW INCREDIBLY WRINKLED UNIFORM. OLEG RINGS A BELL AS HE PUTS TWO PLATES OF FOOD IN THE PICK UP WINDOW.

OLEG

Hot food for hot lady. I like blonde.
I want to see if the carpet matches
the curtains. Then I want to get on
carpet.

CAROLINE

First of all, inappropriate. Second,
which of these is borscht? And third,
what is borscht?

OLEG

Beet soup.

CAROLINE
(BLUE BLOOD ATTITUDE)

For what?

CAROLINE PICKS UP THE FOOD AS MAX WALKS IN WITH A TIN FOIL COVERED CUPCAKE TRAY. MAX LOOKS AT CAROLINE'S UNIFORM.

MAX

What's going on with your uniform?

CAROLINE

I know. It's like when Donna Karan
tried to do that crushed velvet thing
and was not successful.

CAROLINE CARRIES THE FOOD TO A TABLE. MAX WALKS OVER TO THE COUNTER. LEE SMILES AND POINTS TO THREE CANTALOUPEs.

MAX

What are those?

LEE

Three pumpkin. Boo!

MAX

Oh, you scared me there.

LEE WALKS AWAY, PROUD. CAROLINE COMES BACK OVER WITH A PAD.

MAX (CONT'D)

Why didn't you wait for me? We were going to come over together.

CAROLINE

I wanted to get here early to marry the ketchups. (THEN, DELICATE) Also, it's none of my business, but you deserve better than that guy you're with.

MAX

(BEAT; THEN) Yeah, that is none of your business.

CAROLINE

I know --but, I just don't think he deserves you is all.

MAX GOES COLD.

MAX

Let me just get this straight. I cover up your lies, I teach you how to be a waitress, I let you stay in my place, and now I'm the mess?

CAROLINE

I'm sorry I just-

MAX

If you know everything about
everything why don't you figure all
this out yourself?

MAX TAKES HER APRON OFF AND STARTS OUT. AS SHE GOES, THE DOOR
TO THE DINER OPENS AND A GROUP OF 20 HIPSTERS WALK IN.

MAX (CONT'D)

The Arcade Fire concert just let out
across the street! Good luck!

MAX LEAVES AS MORE AND MORE HIPSTERS FILE IN. CAROLINE,
FLUSTERED, HURRIES OVER TO EARL; PANICKED.

CAROLINE

She's coming back, right? She
wouldn't leave me alone with a
restaurant full of people?!

EARL

Let me put it this way: you might as
well be a cheerleader waking up drunk
in the locker room after a homecoming
game at Duke University. (THEN, OFF
HER CONFUSED LOOK) You got screwed.

END OF ACT TWO

INT. MAX'S APARTMENT - A LITTLE LATER

MAX ENTERS AND IMMEDIATELY NOTICES NIKKI'S RED PURSE WITH FRINGE. THEN WE HEAR SEX SOUNDS COMING FROM THE BEDROOM. MAX DOESN'T SEEM SURPRISED. RATHER, ODDLY RELIEVED. SHE CALMLY WALKS TO THE REFRIGERATOR, OPENS IT, AND TAKES OUT ONE EGG. THEN ANOTHER. SHE WALKS TO THE OPEN BEDROOM DOORWAY AND UNDERHAND "GIRL TOSSES" ONE EGG INTO THE BEDROOM.

ROBBIE (O.S.)

What the -

MAX

Hi, honey. I'm home.

SHE "GIRL TOSSES" THE SECOND EGG IN.

NIKKI (O.S.)

Ouch!

MAX CALMLY WALKS TO THE COUCH, OPENS NIKKI'S PURSE AND TAKES OUT THE TEN BUCKS SHE LOANED HER. ROBBIE ENTERS HOLDING A SHEET WRAPPED LOW AROUND HIM.

ROBBIE

Dude, you got egg all over me. That's so wrong.

MAX

I know. I really needed those eggs.

ROBBIE

It's not what it looks like.

MAX

Oh, really? Because it looks like I've been paying the rent for six months and you've been having sex behind my back with that coke bag.

ROBBIE

What are you talking about? She's clean now.

MAX

Well, not only does she have bad taste in purses, but she also has bad taste in men. Which I know a little something about. I want you gone by the time I come home. (HANDING HIM THE TEN DOLLARS) Here's ten bucks for a cab. And from now on, don't come within five dollars of me.

ROBBIE

Babe, I'm sorry. I can explain.

MAX

People say I deserve better than you.

ROBBIE

Who? That blonde girl? She doesn't know what she's talking about.

MAX

She went to Wharton. And Switzerland.

NIKKI WALKS OUT OF THE BEDROOM. HER HAIR IS CAKED WITH GOO.

MAX (CONT'D)

Sorry I got egg in your hair.

NIKKI

Oh. That's not egg.

MAX

Copy that.

MAX TURNS AND WALKS OUT OF THE APARTMENT

INT. WILLIAMSBURG DINER - LATER

MAX ENTERS THE DINER. CAROLINE IS EXPERTLY BALANCING FOUR PLATES OF FOOD. SHE SPOTS MAX ON HER WAY TO A TABLE.

CAROLINE

Oh, good! You're back!

MAX, STUNNED, LOOKS OVER AT EARL IN THE CASHIER BOOTH.

EARL

Get Ripley's on the phone. Believe it or not -- Drew Barrymore over there is pulling this off.

CAROLINE SETS THE PLATES DOWN ON SOME TABLES; THEN, TURNS BACK TO FACE MAX; PROUD.

CAROLINE

See? I told you I can do this.

AS CAROLINE HURRIES BACK TO THE COUNTER, THE CUSTOMERS AT THE TABLES LOOK AT EACH OTHER'S PLATES, THEN PICK THEM BACK UP AND SWITCH PLATES. MAX JOINS CAROLINE BEHIND THE COUNTER.

OLEG

Max! You're here! I thought your tight ass might not be coming in tonight and my heart broke in half!

MAX

Oleg, you're making me want to get back with my cheating boyfriend.

CAROLINE LOOKS AT MAX, SYMPATHETIC; UNDERSTANDING.

MAX (CONT'D)

Okay, Old Yeller, enough with the eye contact. Give me some food orders.

CAROLINE HANDS MAX SOME ORDER SLIPS.

CAROLINE

Table four wants a club sandwich with extra pickles. And that guy there wants the "Paulina Special". What is that?

MAX TURNS AND SEES AN ALMOST DROOLING SLOVENIAN MAN.

MAX

Well, the good news is that you wouldn't have to wear that uniform.

INT. WILLIAMSBURG DINER - 2:30 AM

AFTER THEIR SHIFT, MAX COUNTS HER TIPS SITTING AT A TABLE WITH CAROLINE.

MAX

Give me your tips.

CAROLINE PULLS OUT A HUGE BALL OF CASH; SETS IT ON THE TABLE.

MAX (CONT'D)

Jesus. This must be like two hundred bucks. I really should lighten my hair.

MAX SLIDES THE MONEY BACK TOWARDS CAROLINE.

CAROLINE

Wait. Aren't we gonna combine tips?

MAX

No, you made all this while I was gone.

CAROLINE SLIDES THE MONEY BACK TOWARD MAX.

CAROLINE

"We split the tips. That's how we do it."

MAX HIDES THE FACT THAT SHE'S TOUCHED.

MAX

How the hell did you make all this? You suck at waitressing.

CAROLINE

Remember what I said about those cupcakes? That they're worth way more than a dollar fifty? Well, I've been selling them for six fifty and pocketing the difference.

MAX

That's stealing.

CAROLINE

But not from the diner. I'm stealing from whoever makes these cupcakes.

MAX

I make those cupcakes.

CAROLINE

No you don't. You don't use sprinkles.

MAX

I use sprinkles. I just don't call them that.

CAROLINE

Really? Wow. Then -- half of this is yours.

MAX

No, all of this is mine.

CAROLINE

Oh. So, what's the split? (HEARING HERSELF) Oh my God! I sound like my dad! I created a cupcake ponzi scheme! I have Ponzi DNA! I'm so ashamed! But seriously, what's the split? (THEN; CATCHING HERSELF) Sorry!

MAX

It's fine. I don't care. But now I'm definitely taking half.

CAROLINE

Don't you want to do anything with these cupcakes? I mean, you could make a fortune off them. In Manhattan you could sell them for at least seven bucks a pop. You could cater weddings, parties. Don't you have any ambitions for them?

MAX

What do you mean?

CAROLINE

Like, dreams. Do you have a dream?

MAX

I sleep two hours a day. I don't have time to dream. (GETS UP) Rice, we're leaving. You gonna close?

LEE (O.C.)

No. I stay and decorate pumpkins.

LEE COMES OUT HOLDING A STRING OF LIT CHRISTMAS LIGHTS.

LEE (CONT'D)

That's wrong.

LEE THINKS REALLY HARD.

LEE (CONT'D)

I decorate the pumpkins.

HE BEAMS AT HER PROUD. MAX LETS HIM HAVE IT. LEE SMILES AND STARTS DRAPING CHRISTMAS LIGHTS AROUND THE CANTALOUPE.

EXT. WILLIAMSBURG DINER - CONTINUOUS

MAX AND CAROLINE WALK OUT. LOOK AT EACH OTHER.

MAX

So, I have a spare room. I know it must be scary for you to ride on the subway, what with you being the only person on it with a weapon.

CAROLINE

Really?!

MAX TURNS AND STARTS AWAY. CAROLINE FOLLOWS HER, ELATED.

INT. MAX'S APARTMENT- LATER

THEY ENTER THE APARTMENT, MAX TAKES IN THE PLACE.

MAX

Hmmmm. I don't smell underachievement.

He's gone.

CAROLINE

What did you see in that guy anyway?

MAX

I don't know. He was just so lost and
needy and helpless.

BEAT. MAX THINKS; LOOKS AT CAROLINE. CAROLINE REALIZES --

CAROLINE

Don't even. I'm nothing like that. I
am in a crisis.

MAX

And plus he had this face...

CAROLINE

Oh. I saw the face. The face that
launched a thousand STD's.

THEY SMILE AT EACH OTHER.

MAX

So, borrow whatever you need and
tomorrow we can go into the city and
get your stuff.

CAROLINE

I don't have anything. The townhouse
is bolted up.

MAX

You have nothing in the city that you care about that you want to get?

CAROLINE

Well, there is one more thing.

INT. MAX'S BACKYARD - DAY

MAX AND CAROLINE SIT ON A BROWN HORSE, DRINKING STARBUCKS.

MAX

The weirdest thing is that nobody stopped us.

CAROLINE

Do you know how much I'm going to save keeping him here instead of at the stables?

MAX

So, you were plotting this horse in my yard thing all this time?

CAROLINE

You have a yard. I have a horse. That's just math. (THEN) I can't help it. I see an opportunity and I make it happen. Like with the cupcakes.

MAX

Like what with the cupcakes?

CAROLINE

I have an idea. I'm only going to tell you this stuff once, so good luck.

(MORE)

CAROLINE (CONT'D)

Your cupcakes are a gold mine...all we'd need is two hundred and fifty grand start up money for the real estate and basic equipment-

MAX

Oh. Two hundred fifty grand -- that's all? Did freaking Chestnut here kick you in the head when I was in Starbucks?

CAROLINE

Hear me out. We should open a business together with your cupcakes. I have the finance background and you have this amazing product. If we both worked two jobs and made two thousand dollars a week, we could open a business in a little over a year a year. In the last two days we've made a total of three hundred and eighty seven dollars and twenty five cents minus the twelve dollars for the lattes. And that's a good start. We can make extra money at other jobs...focus groups, dog walking...

BEAT.

MAX

Can't think of any other jobs?

CAROLINE

No. That's your department. So -- you:
other jobs, me: cupcake dream, us:
success? What do you think?

MAX

I think you have a horse.

CAROLINE

I think we have a horse.

THE HORSE TURNS IT'S HEAD AROUND AND LOOKS AT MAX.

MAX

Don't get attached.

FADE TO:

A TITLE CARD OVER BLACK: IT READS: **CURRENT TOTAL: \$387.25**

FADE OUT.