

PLEASE GIVE

by

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1 INT. RADIOLOGY OFFICES - DAY 1

CLOSE UP ON A LARGE BREAST as it is maneuvered into a mammogram machine. A PAIR OF HANDS lift it, pull it and eventually squeeze into nothing more than a small tube of flesh as it's pressed down by a sandwich of glass.

ANGLE ON

Various shots of more breasts, young and old, high and low, as they get their mammograms.

2 INT. RADIOLOGY FRONT OFFICE - DAY 2

PATIENTS flip through magazines, RECEPTIONISTS answer phones and make appointments.

3 INT. RADIOLOGY HALLWAY - DAY 3

WOMEN in paper robes, mostly over 50, sit in chairs that line the hallway, waiting their turn.

4 INT. X-RAY ROOM - DAY 4

AN ANXIOUS WOMAN removes her robe to expose her small breasts. The technician is REBECCA, 28 years old and plain looking.

REBECCA

Let's do the left first.

Rebecca does her best to get the woman's left breast onto the plate of glass. The woman winces.

REBECCA

I think I can get...a little more.

Rebecca closes the machine on her tit and moves to flip a switch.

5 INT. RADIOLOGY FRONT OFFICE - DAY 5

MARISSA AND CATHY, receptionists, do some filing.

CATHY

I think they're at their peak this week-end.

MARISSA

I can't go til the end of the month.

CATHY

That's too bad. They might be over by then.

MARISSA

I know. And New York magazine gave a list where they're the best this year.

Rebecca enters the front office.

MARISSA

Rebecca, you gonna see the leaves?

Rebecca stares at her blankly.

MARISSA

The leaves. Upstate? They change color?

6

INT. PREWAR APARTMENT - DAY

6

KATE, 45 years old and attractive, is being lead through an enormous, dark apartment by a middle aged man, ADAM. The place is filled with furniture from the 50's, along with a life time of mementos and tchotchkes.

ADAM

I apologize for the smell. We cracked the windows but it didn't help.

KATE

Oh, it's fine.

ADAM

My mother was always cold. Most of the windows were actually painted shut.

(MORE)

ADAM (cont'd)

(pointing to the living
room set)

This stuff all matches. It's the
original upholstery, I'm sure.
Pretty dreary.

Kate looks around, blasé about what she's seeing.

ADAM

You don't buy the little stuff,
right? Like jewelry and clothes?

KATE

We just buy furniture. Sometimes
artwork, pottery.

ADAM

It's better to just get rid of it
all at once like this, right? I
mean, it's a bunch of junk and I'm
a busy person.

KATE

Oh, definitely. You don't want to
have to worry about it.

ADAM

(chuckling)

I'll probably get rid of some
priceless thing and not know it,
right? Like this.

He holds up a vase that's decorated with gold leaves.

KATE

Oh, I don't think you have to
concern yourself with that.

(beat)

This is a beautiful place, though.
You going to keep it?

ADAM

Na. I like the suburbs.

KATE

This kind of space in Manhattan is
unreal.

ADAM

Yeah, if you like Manhattan.

7

INT. APARTMENT BUILDING ELEVATOR - DAY

7

Rebecca, (the mammographer) gets into the elevator with
groceries. After a moment, Kate gets in as well, and they
smile coldly to one another. The doors close and they ride
up.

KATE
(after a while)
Weirdly hot today, huh?

REBECCA
I work inside.

KATE
(snapping)
You had to go outside to get to
work. And to leave work, right?

Rebecca shrugs.

KATE
How's your grandmother?

REBECCA
(pointed)
Great. Doing *really* well.

They both get out on the same floor.

8 INT. HALLWAY - CONTINUOUS 8

Rebecca walks to the left to Apartment 6A. Kate walks to the
right, to Apartment 6B.

9 INT. APT. 6A/ANDRA'S APARTMENT - DAY 9

Rebecca unloads groceries in ANDRA'S prewar one bedroom
apartment. The kitchen is original, tiles are missing, plates
are washed badly. The room smells of urine and medicine.

ANDRA, 90 years old, is sitting at the small kitchen table.
Her face rests in its permanent frown as she holds her little
bull dog LUCKY -- their expressions sadly resembling one
another's.

ANDRA
I don't know why you don't go to
Associated.

REBECCA
You do know.

ANDRA
If it was your money you'd walk the
extra six blocks.

REBECCA
It's ten blocks. And no I wouldn't.

ANDRA

When my feet get better I'll do it myself.

10

INT. APT. 6B/KATE AND ALEX'S APARTMENT - DAY

10

A two bedroom apartment, bright and cluttered but stylishly decorated.

Kate is cooking dinner while her DAUGHTER ABBY, 15, does homework at the table. Abby is in an awkward stage of development and has a bad case of acne.

KATE

Why does she hate us so much? What did we do to her?

ABBY

She sees you, she sees death. You're a vulture.

KATE

Us buying that apartment has no down side. Her grandmother's still living there, we're not *hovering*. The only difference to her is that now she pays her rent to us instead of the sponsor. And we didn't even raise it.

ABBY

You're a saint.

KATE

(beat)

Maybe she's mean because she has a prettier sister.

ABBY

Mom.

KATE

I've seen the older one. She's kind of gorgeous in a low rent way.

ABBY

The younger one is okay looking. Maybe she likes how she looks.

KATE

I doubt it. It's hard to have a prettier sister.

KATE

It's just so sad.

ABBY

What?

KATE

The old lady. Andra. I mean, does she ever go outside?

ABBY

What's so fun outside?

KATE

The world? Life?

ABBY

Maybe she's perfectly happy.

KATE

That's how you rationalize so you don't have to feel bad for her.

ABBY

Why do I have to feel bad for her?

KATE

She's a lonely old woman at the end of her life.

ABBY

That's not *my* fault.

ALEX, Kate's husband, comes into the room sifting through photos. He's 42 and attractive despite a pot belly and unkempt hair.

ALEX

This table is incredibly rare.

KATE

He had no idea.

ALEX

What about this chest of drawers?
Is it signed?

KATE

And in perfect condition.

ALEX

What a score. You did good! We're going to make a killing.

He affectionately ruffles her hair.

KATE

Don't say that.

ALEX

But we are.

ABBY

Mom knows you are. She just doesn't want it said.

(beat)

My zit medicine isn't working.

KATE

(looking closer)

You won't use what I tell you.

ABBY

It made it worse.

KATE

You don't take my advice.

ABBY

So I deserve it?

KATE

I'm trying to help you.

ABBY

Don't help me.

11

INT. ANDRA'S APARTMENT - A LITTLE LATER

11

Andra sits in a chair a few inches away from an OLD TV SET as it's BLASTING NEWS. Rebecca sits at the dining table near the window putting pills into a Daily Pill Organizer.

REBECCA

(shouting over the TV)

What shall we do for your birthday? Mary and I will take you out.

ANDRA

Mary?

REBECCA

Sure. She's just been really busy.

Andra smirks. Rebecca glances out the window, a warm, fall breeze blowing on her face.

She sees a small roof top party going on a few buildings away. The BBQ sends sweet smells into the sky, YOUNG PEOPLE laugh and enjoy themselves.

Her face saddens as she returns to separating pills.

12

INT. REBECCA AND MARY'S APARTMENT - NIGHT

12

Rebecca kicks off her shoes as she collapses onto the couch. The apartment is small and dreary, short of a couple of generic posters and inexpensive attempts at cheerful decorating.

REBECCA

Why is it so hot?

Rebecca's sister Mary, 33, very pretty with a tense, turned down mouth, leans into the room holding up a frozen dinner - Beef Medallions.

MARY

Please tell me what a medallion is.

REBECCA

When you win something.

MARY

These look like - shit pellets.

(beat)

You want one?

REBECCA

Sure. Thanks.

Mary retreats into the kitchen and Rebecca picks up an IN TOUCH magazine.

MARY (O.S.)

You would not believe what she was wearing today.

Rebecca rolls her eyes.

MARY (O.S.)

This backless dress and man, she has a big back. Not attractive.

(MORE)

MARY (O.S.) (cont'd)

Not the kind of back that can carry
off that kind of dress, you know
what I mean? Why don't people look
in the mirror?

(beat)

Like a dude. You know?

REBECCA

It's weird, the way you watch her.

MARY

I don't watch her. I walk by.

REBECCA

(beat)

We gotta do something for Grandma's
birthday.

MARY

When is she gonna croak?

REBECCA

What if somebody said something
like that about you?

MARY

They probably already have.

REBECCA

I'm gonna buy her a nightgown.

MARY

How much?

REBECCA

I don't know. She's got a ratty old
thing.

MARY

I'll write you a check.

REBECCA

You know the neighbors? They look
at me like, *is she dead yet?*

MARY

Why shouldn't they?

REBECCA

Because it's wrong.

MARY

You think that if they *didn't* buy
her apartment she wouldn't die?
What's the difference.

13

INT. MODERN AGE - DAY

13

A loft like store on tenth avenue filled with mid century
modern furniture.

TWO MALE SHOPPERS try out a long, thin sofa.

MALE SHOPPER 1

Feel this texture. Nubby but soft.

MALE SHOPPER 2

Yeah, but it's not comfortable.

MALE SHOPPER 1

It's nice.

MALE SHOPPER 2

It's not, it's too shallow or
something.

MALE SHOPPER 1

Well, you don't have to converse
with it.

MALE SHOPPER 2

Very funny.

Alex comes up.

ALEX

Beautiful, isn't it?

MALE SHOPPER 1

Gorgeous.

ALEX

And comfortable. It's actually ten
feet long.

MALE SHOPPER 2

How much.

Alex goes across the large room to the desk area where Kate is working and looks in a binder for the price. Kate glances at the couch the guys are sitting on.

KATE

What's wrong with that piece?

ALEX

(quietly)

It's not comfortable.

KATE

We should take it off the floor.

ALEX

(to shouting to Man 2)

It's very comfortable.

KATE

Why did you do that?

ALEX

He might think it's comfortable.

KATE

That's not possible.

ALEX

You don't know that.

She watches Alex return to the shoppers and tell them the price. By their body language, she can tell they don't want the couch. She's vindicated.

Abby enters from the street and flops down on a womb like chair. She's got an enormous backpack.

ABBY

I saw these jeans I want.

KATE

What for?

ABBY

Cute.

ALEX

How much?

ABBY

Two.

KATE

You want two hundred dollar jeans.

ABBY

That's what you spend.

KATE

I'm a grown up.

ABBY

That makes no sense. It's what jeans cost.

KATE

I am not spending two hundred dollars on a pair of jeans for my teenage daughter when there's forty five homeless people on our street.

ABBY

What does that have to do with anything? They don't want jeans.

Alex comes up to Abby and kisses her.

ALEX

Hi, honey. You look pretty.

ABBY

Right.

14

INT. RADIOLOGY FRONT OFFICE - DAY

14

Rebecca is filing while DOCTOR LERNER (40), and the receptionists chat.

DR. LERNER

My wife and I drove up to Woodstock.

CATHY

Were they gorgeous?

DR. LERNER

Oh, incredible. The kids didn't care but we loved it.

(beat)

Rebecca, you going to see the leaves?

REBECCA

No...

DR. LERNER

You should. They're spectacular. And they're just about to end.

REBECCA

Okay.

DR. LERNER

Really. Not to be missed.

Blushing, Rebecca takes a file and walks away.

DR. LERNER

Next time I'll invite you to come with us.

REBECCA

(shy)

Great, thanks.

15

INT. COFFEE SHOP - NIGHT

15

Rebecca sits opposite a GUY, 30 years old. He's very clean cut and dressed formally. He refers to a printed out piece of paper as he occasionally looks up at Rebecca.

GUY

So it says here you grew up in New York.

REBECCA

Yes, in the village.

GUY

Do you think that's good, to grow up in the city?

REBECCA

I do. I mean, I saw a lot of things I probably shouldn't have seen, but it got me to grow up fast. I was really independent. Which in some ways is good.

GUY

I think it's an awful place to raise kids. It's filthy, crime ridden, noisy. And it's only getting worse.

REBECCA

Uh huh. Well, that's true too.

GUY

(back to paper)

Funny, you said - you know, in your questionnaire, that you had dark brown hair.

(beat)

It's really kind of light brown.

REBECCA

Really. I think it's dark.

GUY

I wouldn't call it dark. It's more ash.

REBECCA

But it's brown. I mean, I didn't lie.

GUY

(insisting)

But it's not *dark* brown.

REBECCA

It is.

16

INT. KATE AND ALEX'S BEDROOM - NIGHT

16

Alex is in bed watching ACCESS HOLLYWOOD, listening to a story about Nicole Ritchie. Kate climbs in with a book.

KATE

Are you attracted to her?

(beat)

Humor me.

ALEX

She exists purely for people like me to fantasize about. Except I think she's going to hit the wall early.

She turns to him.

KATE

Hit the wall.

ALEX

She's not gonna look good when she gets older.

KATE

You mean, when she's like twenty
seven.

ALEX

More like thirty.

KATE
(opening her book)
That's nice.

ALEX
Artie threw something at his new
assistant.

KATE
Ohmygod. I think my ovary fell out!

ALEX
Howard was really mad but Artie is
in anger management so he's giving
him another chance.
(beat)
It was very entertaining.

KATE
(turning to him)
You know you used to read books.
(beat)
Well, magazines.

ALEX
Don't wreck my fun.

KATE
I won't.

ALEX
Good.

KATE
Don't wreck my fun.
(beat)
I don't have any fun.

ALEX
None?

KATE
Will you rub my feet?

He pulls her feet onto his lap and rubs them. She closes her
eyes.

He looks at her toes.

ALEX

When did your feet get all mangled together? One toe is actually going horizontal.

(to the toe)

You're going the wrong way, little buddy. Go up!

KATE

Ow.

17 INT. KATE AND ALEX'S BEDROOM - NIGHT 17

Alex is sleeping, but Kate can't. She climbs out of bed.

18 INT. KATE AND ALEX'S DINING ROOM - NIGHT 18

In her pajamas, Kate is surfing the internet. She types in Volunteer Opportunities and a long list comes up. She reads the different situations, each sadder than the next (ie: be a mentor to at-risk teens, read to the blind, feed quadriplegics at the VA, etc).

19 INT. X-RAY ROOM - DAY 19

Rebecca is giving an old woman, MRS. PORTMAN, a mammogram.

MRS. PORTMAN

I let my hair go grey when I was forty. Why fake it.

REBECCA

People say it makes you look older.

MRS. PORTMAN

That's probably true. I didn't like the idea of chemicals on my head. And I didn't like that color everyone ended up with. Menopausal brown, I used to call it.

REBECCA

I think I know what you're talking about. That's what my Grandma has.

MRS. PORTMAN

How old is she?

REBECCA

She's going to be ninety one this
week.

20 INT. WAITING ROOM - DAY 20

Mrs. Portman, now dressed in her regular clothes, comes into the waiting room with Rebecca.

MRS. PORTMAN

Eugene.

Mrs. Portman's grandson EUGENE, smiles when he sees her. He is 35 and impossibly handsome.

MRS. PORTMAN

Eugene, honey. This is Rebecca.

Eugene reaches out and shakes Rebecca's hand. She's shy, dumbstruck by his good looks.

MRS. PORTMAN

Rebecca, this is my grandson. An angel.

Eugene stands up, revealing himself to be fairly short.

EUGENE

Hi.

REBECCA

Hi.

EUGENE

Do you see it?

REBECCA

What?

EUGENE

My halo.

REBECCA

(smiling)

Nice meeting you.

EUGENE

You, too.

Rebecca turns around and goes back into the office.

21 INT. REBECCA AND MARY'S APARTMENT/KITCHEN - NIGHT 21

Mary is putting two frozen dinners into the microwave. Rebecca is getting out silverware.

REBECCA

You should cook them separately.

MARY

Same difference.

REBECCA

I think it takes longer.

MARY

This is a fascinating conversation.

REBECCA

(looking at Mary's skin)
You laid out today.

MARY

Booth.

REBECCA

It's so bad for you. You of all
people should know.

MARY

I'm very careful. It's better than
the natural rays.

(beat)

You could use some color.

REBECCA

I don't want cancer.

MARY

Blush doesn't cause cancer.

REBECCA

Actually -

MARY

What.

REBECCA

There's talc. And parabens.

MARY

Oh, come *on*.

22

EXT. APT. 6A/ANDRA'S APARTMENT - NIGHT

22

Alex is knocking on Andra's door. Kate is beside him, putting
a leash on their dog.

ALEX

Andra! It's Alex and Kate!

ANDRA (O.S.)

Who is it?

ALEX

It's Alex! From next door! We're going to the drug store, I wanted to know -

The door swings open. Andra, in her ripped and faded robe, hair askew, looks at him.

ALEX

We're going to the store. Do you need anything?

Andra walks away. In a moment she returns with a list.

ALEX

(looking it over)

Okay. You got it.

ANDRA

I hope you're not going to Windsor. They're crooks.

ALEX

Duane Reade.

ANDRA

What?

ALEX

DUANE READE.

Andra stares at him.

ANDRA

You gained weight.

ALEX

Pardon me?

ANDRA

(shouting as if he was deaf)

Excuse me for saying. You're a very large man.

Kate chuckles.

ALEX
Thanks!

ANDRA
What?

23 EXT. STREET - NIGHT

23

Alex and Kate walk. He looks at Andra's list.

ALEX
Look at what she needs just to take
a crap.
(beat, pleased)
Good.

KATE
(glancing at it)
Why do all old ladies write the
same?
(beat)
I'm going to write that way.

ALEX
She has all this hair on her chin.
Thick black ones. In her nose, too.

KATE
She probably can't see them.
(beat)
Why are you looking at me like
that?

ALEX
Like what.

KATE
(resolved)
Yes, I'm probably going to have
black hairs on my chin. I already
do, you know. What are you so
afraid of?

ALEX
Everything gets hairy and turned
the wrong way.

KATE
You're gonna get hairy and turned
the wrong way. You already are.

ALEX

At least you're not large.

KATE

I think she's turning ninety one.

ALEX

Unbelievable. Who would have thought.

KATE

We should have bought that apartment downstairs. I think that guy died last week.

ALEX

Who?

KATE

The guy right below us. Martin something.

ALEX

That asshole?

(beat)

No, the whole two story thing would have been too much money.

They pass a TRANSVESTITE HOMELESS PERSON sitting against a building. She's applying lipstick (badly). Kate stops, pulls a buck out of her pocket and hands it to her.

TRANSVESTITE

Thank you, Jamie.

KATE

You're welcome.

ALEX

(confused)

Who's Jamie?

24

INT. DUANE READE DRUGSTORE - NIGHT

24

Alex is putting the items for Andra in a basket. Kate is looking at things on the shelves when she sees something that stops her.

It's Abby, listening to her ipod, unaware that they're there. She's staring intently at the Maybelline make-up on the wall.

KATE

Alex.

She waves him over and he sees Abby. They both watch her choose some foundation, then put it back. She takes an eye pencil and examines its color. That too, she puts back.

Kate and Alex stare as if watching something very separate from themselves, and at the same time, excruciatingly close. They're almost in a trance.

KATE

She's real.

ALEX

I know.

25

INT. MODERN AGE - DAY

25

Kate directs TWO GUYS to move furniture around the store. We recognize some of the pieces from the apartment in the beginning. Kate is holding the vase with the gold leaves on it.

KATE

Let's put that chair by the window.
God, that's gorgeous! I don't even
want to sell it!

(beat)

Great. Let's get the dining room
table and put it over there. We'll
have to move those chairs around.

Alex comes out of the back and approaches Kate, noticing the vase.

ALEX

What's that?

KATE

Not sure.

He looks at the furniture being moved around.

ALEX

They're pretty nice.

KATE

I think she kept plastic on them
for fifty years. They should be in
a museum!

ALEX

What should we ask for the sofa?
Five thousand?

KATE

More. Maybe seven.
(beat, excited)
I feel guilty!

ALEX

What's this?

There's a gift basket by the desk, filled with bath and beauty products.

KATE

I got it for Andra. I thought maybe we could have her over for dinner. I think it's her birthday in a couple of days.

ALEX

You're joking.

KATE

No. And invite her miserable granddaughter. s.

ALEX

Sounds fun.

KATE

I don't like having bad vibes right next door. You know?

ALEX

Hey. I heard the guy below us had some nice stuff.

Kate turns to him, excited.

26

INT. DEAD GUY'S APARTMENT - CONTINUOUS

26

A gloomy place filled with newspapers and medicine bottles and AMAZING VINTAGE FURNITURE. The dead guy's daughter, ERIN, 50, shows Alex and Kate around.

ALEX

I hope you don't mind the super
gave us your number.

ERIN

I don't know if you're gonna want
any of our things, though.

ALEX

I'm sorry about your father.

ERIN

He was really sick. He was old.

KATE

(looking around)
I think there are some pieces we
could use.

ERIN

Yeah? Huh. It's so old fashioned, I
didn't think anybody wanted this
stuff anymore. This was my dad. I
guess you knew him.

She points to an old BLACK AND WHITE PHOTO of a handsome
young man standing in front of his car.

KATE

He was such a nice man.
(beat)
So, what's going to happen to the
apartment?

ERIN

Oh. The neighbors -
(she points to the wall)
They bought it. They're gonna make
a bigger place, I guess. They're
probably celebrating over there.

KATE

Oh, no.
(beat)
What did they pay?

ALEX

Kate.

KATE

I'm sorry. That was really rude!

Awkward smiles.

27

INT. RESTAURANT - NIGHT

27

Alex and Kate, along with Abby, are finishing their dinner.

ALEX

Do you know he used to throw away
our mail if it was put in his box
by mistake.

KATE

(appalled)
And he knew who we were?

ALEX

Totally.
(beat)
That's where all my magazines went.
See? It's his fault I watch TV!

KATE

Well, now he's dead so you can
start reading again.

ALEX

Thank god!

ABBY

He was mean to Pickles. She always
licked his feet. He wore those
sandals.

KATE

They must have been sweaty.

ABBY

Barf.

ALEX

I wish your Grandpa was alive to
hang out with you like that.

He gestures to a MAN with a LITTLE BOY at a nearby table.

KATE

I think that's his dad.

ALEX

(quietly)
No, he's old.

KATE

You're old.

ALEX

I look like that?

Kate shrugs. He looks at Abby.

ALEX

I look like that?

ABBY

Like what?

Kate stops a WAITER.

KATE

Excuse me, could I take this home?

She gestures to her uneaten food and he takes the plate away.

KATE

(beat, to Abby)

That's me you're kicking, you know.

28

EXT. RESTAURANT - NIGHT

28

Kate, Alex and Abby exit the restaurant, Kate holding her doggie bag. As they walk down the street, they pass an OLDER BLACK MAN standing in front of a different restaurant.

KATE

Sir?

He turns to look at her.

KATE

Are you hungry? Would you like this?

She offers him her doggie bag. The man glares at her, appalled.

BLACK MAN
I'm waiting for a table.

Alex, Abby and Kate are mortified.

KATE
Oh, my god, of course you are! I'm
so sorry! Please forgive me!

Alex clenches his jaw as he leads her away. Abby pretends she doesn't know them.

ALEX
Are you out of your mind?

KATE
He looked homeless!

ALEX
He looked like a black man waiting
for a table!

30

INT. APARTMENT BUILDING HALLWAY - MORNING

30

Abby is waiting at the elevator when Rebecca comes out of Andra's place with a laundry basket.

REBECCA

Hey.

ABBY

You do your Grandma's laundry.

REBECCA

Yup.

ABBY

Is it gross?

REBECCA

What do you mean?

ABBY

Old lady underwear.

REBECCA

I don't really look.

ABBY

Good idea.

They wait.

ABBY

I heard you guys are coming over later.

REBECCA

Yup.

ABBY

(not cool)
Cool.

REBECCA

Yeah.

The elevator arrives and they get in.

31 INT. ELEVATOR - CONTINUOUS 31

They ride in silence. On another floor, a friendly MAN gets in.

FRIENDLY MAN
Hi, gals. Gorgeous day. Going to see the leaves!

The girls smile. When they get to the lobby he races out. They slowly follow.

FRIENDLY MAN
Have a great day!

Rebecca turns to Abby.

ABBY
The leaves! What is with these people?

REBECCA
I know!

ABBY
Who gives a shit?

REBECCA
I don't.

ABBY
Really.

They head out of the building.

REBECCA
See you.

ABBY
See you.

32 INT. HIGH END CLOTHING STORE - DAY 32

Abby shops for jeans. She checks the price tags, all the jeans are over two hundred dollars. She holds a pair up to her body and they're obviously too small. In fact, everything and everyone in this store is too small.

She catches her reflection in the mirror, noticing a zit starting to appear on the tip of her nose.

SALESGIRL (O.S.)
(snooty)
Can I help you?

Startled, Abby turns and heads out of the store.

ABBY

You shouldn't charge so much for jeans.

SALESGIRL

(under her breath)

Then maybe you shouldn't shop in here.

33

INT. APT. 6A/ANDRA'S APARTMENT - NIGHT

33

Andra is tying her old shoes with some difficulty.

REBECCA

(taking over)

I'll do it.

ANDRA

(annoyed)

When I get my eyes fixed I'll be able to do it myself.

We hear banging cabinets in the kitchen.

MARY (O.S.)

Grandma! You don't have anything to drink in this place!

ANDRA

Who's talking?

REBECCA

Mary. She's looking for alcohol.

MARY (O.S.)

(muttering)

This place is filthy.

REBECCA

(shouting)

I clean it.

Mary comes out of the kitchen with a bulging, unopened can of grapefruit juice.

MARY

This has botulism.

Rebecca and Andra look at her blankly. Mary replaces it in the kitchen and then returns.

MARY

Why exactly are we going there?

REBECCA

So they can poison Grandma and
demolish her apartment.

MARY

Then let's make it fast.

Rebecca hands Andra a wrapped box.

ANDRA

What's this?

REBECCA

It's a tuna, Grandma. What do you
think? Happy Birthday.

She opens the box and lifts up a pink satin nightgown with
lace and pearls.

ANDRA

Too fancy.

REBECCA

Do you like it?

ANDRA

What am I going to do with this?

REBECCA

You sleep in it.

MARY

Say "Thank You," Grandma.

Andra puts it back in the box.

ANDRA

I did.

MARY

No, actually. You didn't.

REBECCA

I just thought since yours is so old.

ANDRA

I'll save it for a special occasion.

MARY

(amused)

And what special occasion might that be, Andra?

ANDRA

It's too nice to sleep in. That's all. You probably spent too much.

REBECCA

You deserve to sleep in something nice.

ANDRA

(closing the box)

It's too nice.

34

INT. KATE AND ALEX'S APARTMENT - NIGHT

34

Rebecca, Mary and Andra are entering the place.

KATE

We're pretty cramped here, but welcome!

(beat)

Happy Birthday, Andra!

Andra looks around.

ANDRA

(whispering loudly to Mary)

What's that smell?

MARY

Grandma. Jesus.

ANDRA

(loud whisper)

I smell something burnt.

MARY

You know everyone CAN HEAR YOU.
(to Kate)
Sorry. She's rude. You should smell
her place!

ANDRA

My place doesn't smell.

MARY

Oh, right, piss and mold have no
odor, what was I thinking?

REBECCA

Mary.

KATE

No worries. Everyone, come sit
down. Anybody like some wine?

MARY

Oh. Would you have any bourbon?

Rebecca glares at her.

MARY

What?

ALEX

(coming from kitchen)
I think we do have bourbon. Hi.
(to Mary)
I'm Alex.

MARY

Mary. Nice to meet you.

ALEX

(finding the bourbon)
Where'd you get that tan?

MARY

(pleased)
Oh, you know.

REBECCA

She lies on a tanning bed.

MARY

I go to the Sheep Meadow.

REBECCA

She lies on a tanning bed.

MARY
AND I go to the Sheep Meadow.

ALEX
Either way, looks good!

MARY
(glaring at Rebecca)
Thank you.

35 INT. APT. HALLWAY - LATER ON

35

Kate is knocking on Abby's bedroom door. No response. She enters to find Abby on her bed listening to her i-pod.

KATE
Take those off.

Annoyed, she does.

KATE
Why are you in here?

Abby points to the big red zit on her nose.

KATE
I don't understand.

ABBY
I'm not going out there with this thing on my nose.

KATE
Don't be ridiculous. You can't even see it.

ABBY
SEE IT? It's swallowing my whole face! How can you not see it?

KATE
I told you to stop eating french fries and greasy crap.

ABBY
It makes no difference.

KATE

Please come out and join us. You
look fine.

36

INT. DINING ROOM - LATER

36

Everyone (except Abby) is sitting at the table eating. Mary
is a little buzzed, so is Alex.

MARY

I mean, if she was younger than me,
actually, I think she is younger
than me, but if she were prettier
than me I'd understand. But she's
not, and she's got this tan -
totally sprayed on - I would know.
The worst part is her back, though.

KATE

(trying)
Are you still in love with him?

ANDRA

He broke up with her.

MARY

That's *not* how it went down.

ALEX

What's wrong with her back?

MARY

It's muscular. All built up. And
she wears these skimpy tops.

ALEX

That's not good.

MARY

No, right? Big Back is not good.

REBECCA

Enough about her back.

KATE

I don't understand. When do you see
her?

REBECCA

She works in a store near where
Mary works.

KATE

Oh. What do you do?

MARY

I work in a spa. Downtown. You know Face Works? I do facials there.

KATE

Oh, cool. And what about you, Rebecca? What do you do?

REBECCA

I administer mammograms. I'm a radiology technician.

KATE

I had no idea. Is that interesting?

MARY

If you like boobs it is!

REBECCA

You pop blackheads for a living.
(beat, to Kate)
It *is* interesting. I like the people. You know, the patients.

MARY

(under her breath)
Crush on the boss.

Rebecca shoots a look at Mary.

Abby enters with a pair of underwear over her head.

ALEX

Abby what are you doing?

KATE

She's covering a zit you can't even see. Abby, take them off, that's disgusting.

ANDRA

(re: Abby)

Who is that? Is that funny?

MARY

(to Abby)

You should come to the spa. Facials really help. Lets see it.

Abby shakes her head no.

MARY

Come on, I've seen it all.

Slowly Abby removes the underwear.

MARY

Whoa. That's a big one!

ABBY

Really?

REBECCA

She's drunk.

MARY

And on your nose. It's almost cystic. Horrible.

REBECCA

Mary!

ABBY

No, I'd rather someone admit it. At least then I don't feel crazy.

MARY

I know exactly what you're saying.
Half the time I do feel crazy.

ABBY

Nobody ever says the truth.

MARY

They should. If you get a sucky haircut, people should admit it. If some doctor procedure is going to hurt, they should say it's going to hurt. It makes you feel worse if they lie.

ABBY

I hate it when people don't say
bless you.

MARY

You know what I hate? When you're in like, a store, and you hold the door for the person behind you but then they don't hold the door for the person behind them? And you're standing there like a fucking doorman!

ABBY

And they don't say thank you!

MARY

Of course not! 'Cause you're not there!

And at that she opens her purse, pulls out a lip gloss and aggressively applies it.

MARY

Jesus, sometimes I swear I must be invisible.

She hands the lip gloss to Abby, who takes it, flattered.

KATE

(less in awe)
Anyone for coffee?

37

INT. LIVING ROOM - LATER ON

37

Andra, Rebecca and Mary are sitting on the couch drinking coffee and eating cookies. Mary is drinking another bourbon. Alex, Kate and Abby are sitting across from them.

ALEX

I guess we give about two hundred for Christmas.

ANDRA

I give him nothing.

REBECCA

That's why he won't fix anything for you.

ANDRA

If he fixed something I'd give him money.

KATE

You know he has like twelve children.

ANDRA

Nobody told him to do that.

KATE

They're totally poor. They live in that one bedroom. His wife is in a wheelchair - I think.

REBECCA

I've never seen her in a wheelchair.

KATE

I'm pretty sure. I don't see her often, though.

Kate gets up and goes into the kitchen.

ANDRA

So how do they make so many children.

MARY

People can fuck in a wheelchair, Grandma.

(to Alex)

Can't they?

ALEX
(laughing)
Why are you looking at me?

ANDRA
He's a crook and a slime.

MARY
(to Alex)
IE: he's Puerto Rican.

Just then Kate comes out of the kitchen with a birthday cake.
She sings alone, briefly.

KATE
Happy birthday to you...

Andra blows out the two candles as the cake is placed in
front of her.

MARY
(meaning it)
You're too nice.

Kate cuts the cake and distributes it. Alex reaches around
the chair and presents Andra with the basket full of bath and
beauty products.

ALEX
This is for you.

MARY
Wow. Those are some nice products!

KATE
People don't spoil themselves
enough, right?

Andra removes one of the bottles, unable to figure out
exactly what it does. She puts it down.

ANDRA
I use Olay/Ponds. ALT:I can't use
this.

Mary grabs the bottle.

MARY
I'll take it!

REBECCA
You will not.

MARY

Why.

REBECCA

(to Kate)

She loves it. She just doesn't know
how to use them yet.

Pause in the room.

MARY

(beat)

So, what are you guys gonna do to
Grandma's apartment? You're gonna
break through and make this place
bigger? What, like the living room?

Everyone freezes, not sure this is kosher to talk about.

ALEX

We've been wanting to redo the
whole place anyway. You know, the
kitchen. We could use another
bathroom.

ANDRA

You're going to have to change the
tiles in there. They're covered in
mold. I'd re-tile the whole thing.

MARY

I'm sure they're gonna gut it,
grandma. And you'll be dead, you
won't have to worry about it.

Rebecca looks down, painfully uncomfortable that everyone is
talking about this.

KATE

Yeah, we'll probably gut
everything.

ABBY

Like a fish.

MARY

What else, another bedroom?

REBECCA

Mary.

MARY

What?

Rebecca looks at Andra, then back at Mary.

MARY

Grandma, can they show us what they're
going to do?

Andra ignores her, seemingly not interested, just eating cake.

KATE

Well, if you want to see.

Kate gets up and walks to the other side of the room, explaining.

KATE

(enthusiastically)

Well, we'll make a proper dining room in there, and break through the wall - this area will be a little laundry room.

MARY

Oh, that'll be great. Laundry in this city is such a drag.

Abby and Rebecca exchange an uncomfortable look.

KATE

And then past it will be our bedroom.

MARY

Oh, so you'll take Grandma's living room and kitchen and make it a bedroom.

KATE

Exactly, with real closet. And a master bath!

MARY

It's gonna be gorgeous.

KATE

I know, I can't wait.

ALEX

Of course we can wait. There's no hurry. We're fine!

Andra sits there, not really listening, and not yet a ghost. (Andra actually fades away).

Mary and Rebecca enter the elevator and head down.

MARY

I was *not* drunk.

REBECCA

You're always drunk. You flirted.

MARY

You don't even know what flirting is.

REBECCA

You're an alcoholic.

MARY

Why do you run around telling people I use a tanning bed? That's private!

REBECCA

Because you lie.
(amusing herself)
On a tanning bed.

MARY

So what? It's not hurting anyone!

REBECCA

You're mean to Grandma!

MARY

She's a bitch!

39

INT. KATE AND ALEX'S APARTMENT/ BATHROOM - NIGHT

39

Alex and Kate brush and floss.

ALEX

How *do* people fuck in a wheelchair?

KATE

I guess they go on the bed. Even if her legs don't work the middle half might, I guess.

(beat)

She's kind of worse than I thought.

ALEX

You don't even know the super's wife!

KATE

Andra.

ALEX

Awful.

KATE

It makes me feel bad for Rebecca.

ALEX

It makes me feel less guilty
waiting for her to die.

KATE

Wanting her to die.

ALEX

(laughing)
Shit!

KATE

Can't we just put a pillow over her
head and be done with it?

Alex heads into the bedroom.

KATE

Hey. You were flirting with the
sister.

ALEX

(beat)
I know. I have no idea why.

Alex turns on the TV and flips until he lands ON AN
ENTERTAINMENT NEWS SHOW.

KATE

(to herself)
Because she's pretty and young.

40 INT. ABBY'S BEDROOM - NIGHT

40

Abby sits at her desk pouring over a web site of expensive
jeans. She's also inhaling an enormous piece of birthday
cake.

Kate enters and is about to say something but Abby glares at
her, trying to hide the cake.

ABBY

GET OUT!!

Startled and hurt, Kate backs out and shuts the door.

41 INT. HALLWAY - CONTINUOUS 41

Between Abby's bedroom and her own, Kate pauses in the hallway and leans against the wall.

42 INT. BUILDING HALLWAY - NIGHT 42

Andra comes out of her apartment in her nightgown and slippers holding the big basket of bath products. She shuffles over to the garbage chute and dumps all of the products into it, even the basket. Then she shuffles back to her apartment and slams the door behind her.

43 INT. MODERN AGE - DAY 43

Kate is on the computer, looking up the history of a table. Beside her is the actual table. Alex is polishing another piece of furniture nearby.

KATE

Another dealer has this and it's going for three thousand.

ALEX

Great.

Kate looks at him, thrilled and guilty.

ALEX

What did you pay for it?

KATE

I paid four thousand for the whole apartment.

ALEX

They had no idea?

KATE

The guy didn't want to be bothered.

ALEX

Then don't worry about it.

Kate looks over at TWO SHOPPERS, a MOTHER and DAUGHTER.

*

KATE

Let me know if I can help you.

MOTHER SHOPPER

Thank you.

KATE

(to Alex)

Why do you feel so okay about it?

ALEX

(thinking)

Because it's okay.

ANGLE ON

The shopping CUSTOMERS.

DAUGHTER SHOPPER

I love this stuff. I wish I could
afford it. This thing would look so
good in my living room.

MOTHER SHOPPER

I remember when it was in style the
first time.

DAUGHTER SHOPPER

Really?

MOTHER SHOPPER

I didn't like it *then*. I still
don't like it.

(to Kate)

How much is this?

DAUGHTER SHOPPER

(whispering)

Why do you care? You just said you
didn't like it.

MOTHER SHOPPER

(whispering)

I want to know what they're asking.

DAUGHTER SHOPPER

It's going to be a lot.

KATE

That's fourteen hundred.

The daughter gives her mother an "I told you so," glance.
Alex catches his reflection in a mirror that's on a dresser.
He examines his appearance, looks at his skin.

44 INT. X-RAY ROOM - DAY 44

Rebecca is doing another mammogram on Mrs. Portman, the old woman who was there before.

MRS. PORTMAN
They didn't get a good picture or something.

REBECCA

That happens sometimes. Doesn't mean anything.

MRS. PORTMAN

Maybe something's wrong.

REBECCA

Not necessarily.

MRS. PORTMAN

I feel bad making my grandson schlep me back here. He's a busy person.

(beat)

But single. Never has a girlfriend, I don't know why. He's so handsome. Has no idea. And he's not gay, because I asked him.

(beat)

You have a guy?

REBECCA

I'm trying.

MRS. PORTMAN

You shouldn't have to try.

REBECCA

I went on a couple of computer dates.

MRS. PORTMAN

Oh, that must be awful.

REBECCA

It was.

(beat)

What color would you say my hair was?

MRS. PORTMAN

Brown. Nice, dark brown.

45

INT. FACE WORKS WAITING ROOM - DAY

45

SPA LADIES wait for their appointments as they read fashion magazines, sip on green tea and listen to new age music.

THROUGH THE GLASS STORE FRONT, WE SEE ALEX. He checks the name of the place, and enters, nervously looking around.

He approaches the well-groomed male receptionist, TOMMY.

TOMMY
(not relaxed)
Welcome to Face Works!

ALEX

Yes, um, I have an appointment with Mary?

TOMMY

Okay, let me see...

Just then a side door opens and Mary appears, saying good bye to a CLIENT.

TOMMY

And look at the timing! Mary, your three o'clock is here!

She smiles at him, flattered and surprised to see him.

46

INT. FACE WORKS SPA/MARY'S TREATMENT ROOM - DAY

46

Alex lies on a treatment table while Mary examines his skin under a bright light and magnifier. He's wearing little black eye cups.

ALEX

I figure if Howard Stern can get facials, so can I.

MARY

Right?! You know he had his nose done.

ALEX

Cheeks too.
(beat)
The guy's never gonna hit the wall.

MARY

I know. I love Howard.

ALEX

He's the best. Artie kills me.

MARY

I wish I could play him all day but I have to play this new age shit. It makes me want to kill myself.

ALEX

I mean, what guy admits he's got a small dick, right? How cool is that?

Mary chuckles. Awkward pause. Alex instantly regrets saying this. She pulls the steam machine over and turns it on.

As it blows on Alex's face, Mary caresses his cheeks, looking for blemishes.

MARY

You've got nice skin.

ALEX

I was covered in acne when I was a kid. My poor daughter has zits cuz of me. I guess it's hereditary.

MARY

Don't blame yourself! Anyway, you'd never know you had bad skin. You don't have any scars.

(beat)

We'll let the steam open your pores.

She stands up and comes around to massage one of his hands with cream.

ALEX

(flinching)

Oh -

MARY

It's part of the European Facial. Shoulder massage, hand massage. Do you want it?

ALEX

Sure.

As Mary massages his fingers there's a silence that ordinarily could seem normal, but here and now, is filled with tension.

As Mary massages his hand, he starts to massage hers back. She's confused. Maybe he doesn't even know he's doing it. Then, he gently pulls her closer to him. She's not sure if this is on purpose or not. He pulls again. She looks at him but he's wearing those little eye cups so she can't read his expression. This goes on for a while until he pulls her even closer, making his intentions unmistakable.

Her body is now up against the table as Alex reaches for her. He sits up, losing his eye cups, and suddenly they're kissing.

After a moment, they break apart and Mary fumbles for the eye cups on the floor.

MARY

(beat)

I didn't know you were going to do that.

ALEX

I didn't either.

They look at each other.

MARY

Do you still want a facial?

47

INT. MODERN AGE - DAY

47

Pictures of DARK SKINNED CHILDREN WITH HARELIPS cover the computer screen. Kate is looking at an Adoption web site.

MALE SHOPPER

Excuse me? Can you help me -

She shoots up.

KATE

Of course.

The man is looking at the expensive table Kate was just researching earlier.

KATE

Isn't it beautiful? Perfect condition.

MALE SHOPPER

What are you asking?

KATE

(beat)

Thirty five hundred.

The young man considers this.

MALE SHOPPER

How about three thousand.

KATE

(beat)

Sounds good.

Kate goes to the computer to type in his purchase. She deletes the Harelip children and brings up an invoice form.

Abby comes in and flops down, dumping her backpack.

ABBY
You promised today.

KATE
What did I promise?

ABBY
Jeans.

KATE
No fighting.

ABBY
No fighting.

He reaches for the vase with the gold leaves.

MAN
Where did you find this?

KATE
Why?

MAN
Really unusual colors. Rare.

He examines it and then puts it down.

48 INT. RADIOLOGY OFFICE - DAY

48

The receptionists chat around the filing cabinets while Rebecca files.

EUGENE (O.S.)
Excuse me?

All three women turn around, but he's looking at Rebecca. She goes to the counter where he's standing. Marissa and Cathy can't help notice how handsome he is.

EUGENE
Do you know if everything is all right? With my Grandmother?

REBECCA
You'll have to talk to the doctor. He probably saw something and wants to make sure it's nothing. She's having an ultra sound right now.

EUGENE
(beat)
Rebecca, right?

REBECCA
Right.

EUGENE
Eugene.

REBECCA
Hi.

He sits back down and Rebecca goes back to the files.

49 EXT. STREET - DAY

49

Abby and Kate walk down the street.

ABBY
They won't fit good. Their jeans
suck.

KATE
Fit well. Let's just try.

ABBY
You'll see.

They pass a HOMELESS MAN.

KATE
Hi. How are you?

Kate reaches into her pocket and gives the homeless man a
five dollar bill. They walk on.

ABBY

(beat)

You never give me five dollars.

KATE

I do, too.

(snapping)

And do you live on a sidewalk?

ABBY

(ashamed)

Sorry. What do you think he spends it on?

KATE

Booze. Drugs.

ABBY

You think that's okay?

KATE

Who am I to say what gets him through the night?

ABBY

I don't know. Maybe it's not helping him.

KATE

It's not hurting him. He is who he is.

50

INT. RADIOLOGY OFFICE/RECEPTION - DAY

50

Rebecca and Eugene chat while Mrs. Portman pays the bill.

REBECCA

She's terrific, your grandmother.

EUGENE

She is.

(beat)

She's pretty obvious, too. She wants me to ask you out.

REBECCA

(beat)

Oh.

EUGENE

No, I mean, I want to.

Long pause. Way too long.

EUGENE

Would you like to go out with me?

REBECCA

(pleased)

Um, sure. Yes.

51

INT. GAP - DAY

51

Kate is leaning against the wall in the hallway of the dressing room area. She's tired. Abby emerges from the messy dressing room with a pair of tight jeans on. She reluctantly poses for Kate.

KATE

Those aren't bad.

ABBY

They're horrible.

KATE

No, they're not. Turn around.

(she does)

I think those work.

ABBY

(going into dressing room)

These suck. I look like a cow.

KATE

Try on those ones with the back pockets.

ABBY (O.S.)

What's the point.

KATE

Just do it, Abby.

Kate looks at the TIRED SALESGIRL who is folding clothes.

KATE

She thinks she's fat.

The salesgirl just smiles. Abby comes out of the dressing room, clearly having heard what Kate just said about her. She poses in another pair of ill fitting jeans, fuming.

KATE
Those are good.

ABBY

These are not good. They're awful.
I feel like a sausage!

KATE

I think they look cute.

ABBY

You think these look cute.

KATE

I do.

ABBY

DO YOU HAVE EYES IN YOUR HEAD?

KATE

Don't talk to me like that.

ABBY

You must think I look like shit all
the time if you think *these* look
good!

KATE

I don't have to buy you anything,
Missy.

Abby goes into the dressing room and slams the door behind
her.

ABBY

Fucking don't!

KATE

How dare you. I'm leaving.

ABBY (O.S.)

BYE!

KATE

Get your own fucking jeans.

ABBY (O.S.)

(screaming)

I would if I had my own MONEY!!!!

As Kate passes through the store...

ABBY (O.S.)

BITCH!!!

52 INT. FACE WORKS - DAY 52

Mary and Alex have sex on the table. They both jump when the INTERCOM blasts.

TOMMY'S VOICE

Mary, your five fifteen chin wax
just left annoyed.

53 INT. THE GAP - NIGHT 53

Abby is slumped on the floor of her dressing room, surrounded by piles of rejected jeans. Her face is tear stained as she plays a bowling game on her cell phone.

SALESGIRL (O.S.)

Excuse me, but we're about to
close.

Abby ignores her, her jaw tightening.

SALESGIRL (O.S.)

(annoyed)

You can't stay in there all night.

54 INT. KATE AND ALEX'S KITCHEN - NIGHT 54

Alex is rifling through the cabinet trying to choose a tea. He peruses his choices - Smooth Move, Throat Coat, Mint Magic, Tummy Tamer, Quietly Calm. He takes a deep breath just as Kate, in her pajamas, enters the kitchen and grabs a piece of fruit. He can't look at her.

KATE

She was so rude. I'm at a total
loss.

Alex reaches for Tummy Tamer.

KATE

Stomach ache?

ALEX

A bit.

The front door opens off-screen and Kate goes there.

55 INT. APARTMENT ENTRANCE - CONTINUOUS 55

Abby enters and sees Kate, who is glaring at her.

KATE
Where have you been?

ABBY
(incredulous)
The jeans store.

KATE
It's late.

ABBY
New. Fall. Hours.

KATE
Go walk Pickles.

Abby gets the leash.

56 EXT. STREET - NIGHT

56

Abby is walking the dog. Slowly, aimlessly. She passes by the homeless transvestite.

TRANSVESTITE
Hi Jamie!

ABBY
(disturbed)
Hi.
(beat)
Who is Jamie?

The transvestite looks confused.

TRANSVESTITE
I'm Jamie.

REBECCA (O.S.)
She calls everyone Jamie.

Abby turns to find Rebecca walking Andra's dog.

REBECCA
She's always there.

ABBY
Tell me about it. My mom
practically supports her.

REBECCA
What do you mean?

ABBY

She always gives her money. How do you think a homeless person could have Chanel lipstick? It's gross.

REBECCA

Your mom gives her Chanel lipstick?

ABBY

Just money. She wants to save the world. One time, she let a homeless lady take a shower in our apartment.

REBECCA

Your mom?
(surprised)
Wow. That's nice.

ABBY

Yeah, until the lady took a dump on my bedroom floor.

REBECCA

Oh my god!

ABBY

I know! You'd think she could've done it in my mom's room! She's the one who let her in!

REBECCA

I'd never let someone in my house.

ABBY

She gets all emotional just walking down the street. *Oh My god, that man has no head. Oh my god that woman is disgusting...*It's so embarrassing.

ABBY

(beat)

Are you close with your mother?

REBECCA

I don't have one. I mean, she's dead.

ABBY

Sucks. How?

REBECCA

Killed herself.

ABBY

(horrified)

How old were you?

REBECCA

Mary was twenty. I was fifteen.

ABBY

I'm fifteen! What about your dad?
He must've been so mad!

REBECCA

He split when we were really little. He's somewhere. But we don't know where.

Abby's dog starts to take a crap.

ABBY

(embarrassed)

I never know if I'm supposed to look. I've seen people just *stare*.
Like with pride.

When the dog is done, she bends down to put it in a little baggy.

ABBY

This is so disgusting.

Rebecca holds up her plastic bag filled with shit.

ABBY

Right? And now we're two people walking around with shit in a bag.

Rebecca smiles.

ABBY

I mean, what if we didn't have dogs with us, and we were doing that. That would be *sick*. But because we have dogs, it's normal.

REBECCA

I never thought of that.

ABBY

Do you come to your Grandma's every night?

REBECCA

Almost.

ABBY

Why doesn't your sister come?

REBECCA

She doesn't like her very much.

ABBY

She's so cool. And gorgeous. You think she could help me with my skin?

57 INT. OLD AGE HOME OFFICE - DAY

57

Kate is sitting opposite a well-dressed woman, CARRIE-ANNE.

CARRIE-ANNE

So, what makes you feel like this would be a good time to volunteer? I mean, in your life.

KATE

Something is just telling me to do it, you know? To give something to someone.

CARRIE-ANNE

That's terrific. A lot of the guests here don't have family visit them. If they do, they come maybe once, twice a year. Generally they really appreciate the company.

KATE

I'm good at keeping company.

CARRIE-ANNE

They *love* conversation. Of course we keep it light. Always try and cheer them up.

KATE

Oh. Why?

CARRIE-ANNE

Well, we just don't want to bring them down. Sometimes all they can think about is dying, so they'll inevitably talk about it.

KATE

(confused)
Shouldn't we?

CARRIE-ANNE

Better if you steer them away from the topic. It just makes them sad.

58

INT. OLD AGE HOME LOBBY - DAY

58

The woman gives Kate a tour. The place is depressing and dark. OLD PEOPLE mill about, lost and confused. Kate's positive demeanor is starting to sag.

CARRIE-ANNE

This is the common area. We watch movies here on Saturday nights. Residents play cards, or just hang out. You could play games with them.

KATE

Uh huh.

Carrie-Anne approaches an old woman, MAUREEN, bent in half, slowly walking along.

CARRIE-ANNE

Maureen, this is Kate. Kate's going to be volunteering here.

Maureen just keeps going, as if she didn't hear.

KATE

(concerned)
She's very bent over.

CARRIE ANNE

(cheerful)
Yes, she has rheumatoid arthritis!

KATE

How awful for her.

CARRIE-ANNE

Well, we try to stay upbeat and positive as much as we can!

KATE

(too loud)
Hi Maureen.

Maureen turns around, not sure where the sound is coming from. She looks from left to right, the way a deaf dog would if you whistled at him.

CARRIE-ANNE

We're here, Maureen.

But Maureen is so confused, she just gives up and keeps hobbling along.

59

EXT. APARTMENT BUILDING - DAY

59

Rebecca, dressed nicely, and Andra, wearing make-up and bundled up in coats are on the front steps.

ANDRA

I don't need to meet anyone new at my age.

REBECCA

You don't have to be friends with her.

ANDRA

And I'm sure she feels the same way. Why do two old ladies want to become friends at this age?

REBECCA

We're just taking a drive, Grandma.
The leaves are going to be really
pretty.

ANDRA

Pretty leaves are dead leaves.

REBECCA

(beat)
They're here!

She helps Andra out of the building.

60

INT. EUGENE'S CAR - DAY

60

Eugene is driving, Rebecca is beside him. Mrs. Portman and Andra sit in the backseat.

MRS. PORTMAN

It's cancer. A big lump.

ANDRA

What a horror!

Andra kindly puts a hand on Mrs. Portman's shoulder.

MRS. PORTMAN

The breast comes off. Just like
that. At least it's not in the
other one.

REBECCA

Wouldn't you rather have a
lumpectomy?

MRS. PORTMAN

What do I need my breast for? Safer
to take it off.

ANDRA

You might get a boyfriend and then
what.

MRS. PORTMAN

You're funny, Andra!

ANDRA

See? She thinks I'm funny.

She smiles at Mrs. Portman. It's almost as if she's flirting
with her, willing her to be her friend.

REBECCA

I'm so sorry, Mrs. Portman.

MRS. PORTMAN

Call me Paulette. And it's okay.
I'm an old lady. It's a tragedy
when it's someone young.

She pats the back of Eugene's head.

PAULETTE

I've been lucky.

ANDRA

Cancer is not lucky.

PAULETTE

Okay, before the cancer.

ANDRA

You got a handsome boy there.

PAULETTE

I know it!

EUGENE

Thank you, Andra.

ANDRA

It's the truth.

She leans forward and "whispers" in Rebecca's ear. But everyone can hear her.

ANDRA

But he's very short.

Rebecca is mortified.

REBECCA

Grandma -

ANDRA

(still "whispering")
It's good. He would never go for
you if he was tall.

Eugene is so stunned, he starts to laugh. So does Rebecca. Paulette can't quite believe it. Innocently, Andra turns to Paulette and smiles.

PAULETTE

Rebecca is a lovely girl. I'm sure
lots of boys notice her.

ANDRA

What? I didn't say anything.

(beat)

I don't like my food. It's bad.

REBECCA

Mine's good.

PAULETTE

You want some of mine?

ANDRA

Yours looks bad, too.

EUGENE

Mine wasn't so good.

ANDRA

Right!?

PAULETTE

You have a lot of friends left,
Andra?

ANDRA

Nobody's left. I had friends. Never
a lot, though.

(beat)

I was very selective.

PAULETTE

Good for you. It's good to be
selective.

ANDRA

A lot of people were jealous of me.

PAULETTE

Oh?

ANDRA

Because I was smart. People often
mistook me for a school teacher. I
didn't finish high school but
people thought I was smart.

Eugene and Rebecca share a look, not knowing what the hell
she's talking about.

PAULETTE

(kindly)

Well, I can see what you mean, I
saw it right away.

EUGENE

Your friends are all gone, right
grandma?

Paulette shrugs, resigned.

PAULETTE

All gone. That's the deal.
ALT: There's a couple left. But not
the good ones.

61

EXT. COUNTRY ROAD - LATER

61

Eugene's car drives slowly along a pretty shaded road.

62 INT. RENTAL CAR - CONTINUOUS 62

Eugene and Rebecca sip coffee in the front seat. Andra is asleep, Paulette looks out the window.

REBECCA
(looking at New York
Magazine)
I think it's supposed to be right
around here.

63 EXT. COUNTRY ROAD - DAY 63

Rebecca, Eugene and Paulette stand at the edge of the road, looking at a small mountain. Andra is still asleep in the car.

REBECCA
It's not very colorful.

The mountain is mostly bare, dark green or grey. No glorious colored leaves.

EUGENE
This can't be it.

REBECCA
Maybe we're too late. Or maybe it's
been too hot.

Andra gets out of the car, groggy. She walks to them slowly.

ANDRA
What's going on?

PAULETTE
We're looking at the view.

ANDRA
This is nothing.

They stand there for a bit. Then Eugene steps a couple of feet forward and turns to the right. He gasps - a different mountain is exploding with oranges, reds and yellows. It's magnificent. Rebecca and Paulette follow him and take in the beauty.

REBECCA
Oh my god.

PAULETTE

Oh, that's gorgeous.

EUGENE

This must be their peak.

As they admire the colors, Andra is still unaware that they have found the right spot, and keeps looking at the grey, dull view.

REBECCA

Grandma.

But Andra doesn't hear her.

REBECCA

Grandma.

Still no response. As Paulette and Eugene share a moment enjoying the view, Rebecca looks at the back of Andra's head. Her thinning dyed hair has been flattened out every which way by her nap in the car, creating a clear view of the large bald spot on the back of her head.

64 INT. FACE WORKS SPA - DAY

64

Mary is lying under Alex on the facial table. As they have sex, she stares at the angels that decorate the aromatherapy machine.

65 OMITTED

65

66 EXT. POPPY - DAY

66

Alex is heading for the subway when he stops, in a daze. He looks around him, thinking about what he's done. He catches his reflection in a store window and fixes his crazy hair. He gazes at his belly. Then he sees through his belly into the actual store, and focuses on a woman's shirt hanging in the window.

67 INT. POPPY - DAY

67

Poppy is a hip, over-priced clothing store. Alex is purchasing the shirt from an ATTRACTIVE SALES GIRL.

ALEX

It's for my daughter.

ATTRACTIVE SALES GIRL

How old is she?

ALEX

Fifteen. She's having a hard time.

ATTRACTIVE SALES GIRL

That's so sweet of you to buy this!
She's going to love it.

She turns around and Alex looks at her sexy, toned back, clad in a tiny top.

68 INT. KATE AND ALEX'S BEDROOM - NIGHT

68

Kate is on the bed while Abby opens up the bag from Poppy.

ABBY

God, this is so cute!

ALEX

You like it?

ABBY

I love it! Thank you.

KATE

Where did you get it?

ALEX

Some store.

She finds the bag.

KATE
(knowing the store)
What were you doing down there?

ABBY
(to Kate)
Isn't it cute?

Distracted, Kate looks at Abby.

KATE
(beat)
It is. It's very cute.

ABBY
Thanks, Dad.

He looks tenderly at Abby and smiles.

69 INT. POPPY - NIGHT

69

Mary is browsing around. The Attractive Sales Girl is picking at her cuticles.

Mary observes her - what she's wearing, and how her large shoulders are exposed in her tiny top.

BIG BACK
Hi. Can I help you find something?

MARY
(startled)
Oh, no. Just looking, thanks.

BIG BACK
Be sure to let me know if you have any questions.

70 INT. KATE AND ALEX'S BEDROOM - NIGHT

70

Abby is no longer in the room. Alex is watching Access Hollywood and Kate is putting lotion on her elbows.

KATE
It doesn't matter how much lotion I put on. They're cracked and freaky. It's disgusting. Why? Why is it like this?

ALEX
What?

KATE

My elbow. Look at it. If you take
it away from what it's attached to -

She frames her elbow with her fingers.

KATE

- what is it?

ALEX

Your elbows look like that so you
can use them. Like your feet.

KATE

Oh.

(beat)

Maybe I should go see whats-her-
name. At the spa. Get some paraffin
or something.

ALEX

She does facials.

KATE

Who?

ALEX

Who are *you* talking about?

KATE

The granddaughter. With the tan.
Who are you talking about?

ALEX

Same.

KATE

She does facials?

ALEX

It's what she said.

Kate shrugs. The ensuing silence makes the topic on Access
Hollywood the only conversation in the room.

71

INT. REBECCA AND MARY'S APARTMENT/LIVING ROOM- NIGHT

71

Rebecca, glowing with excitement, is throwing a nightgown
over her head.

REBECCA

They were so gorgeous, Mary! Like
they were on fire!

Mary, lying on the couch, is flipping through a magazine.

MARY

You should have worn sunscreen.

REBECCA

I don't think I got sunburned.

MARY

You did too. That could create sun
damage.

REBECCA

You're not at work. God.

MARY

It's not just my work. I believe in
what I do.

REBECCA

You *sunbathe*!

MARY

With sunscreen.
(shamed)
I look better with color.

REBECCA

You're pretty. You don't need to be
tan.

MARY

I can't stop.

Rebecca climbs into her bed.

REBECCA

(bright)
Maybe Eugene has a brother. Or a
friend.

MARY

Please.

REBECCA

What?

MARY

I don't need *you* to find me a
boyfriend.

REBECCA

Oh, *sorry*.

MARY

If I wanted a boyfriend, I'd have
one.

72

INT. X-RAY ROOM - DAY

72

Rebecca is giving YOUNG WOMAN a mammogram.

REBECCA

They were incredible, really
beautiful.

YOUNG WOMAN

I don't have a car.

REBECCA

Oh, you can rent one. Or even take
the train.

Rebecca fits the enormous breast on the plate of glass.

REBECCA

Just a little bit more...

YOUNG WOMAN

Oh, there's always more.

REBECCA

But you have to hurry because
they're just about to end. New York
Magazine -

YOUNG WOMAN

I hate New York Magazine.

The woman winces as Rebecca closes the glass on the breast.

YOUNG WOMAN

That really hurts.

REBECCA

(apologetic)

Unfortunately, the more it hurts,
the better picture we get.

YOUNG WOMAN

Oh. Okay.

REBECCA

But seriously, it's really worth it
if you get the chance to go!

73 INT. RADIOLOGY RECEPTION AREA - DAY

73

Cathy and Marissa are filing when Rebecca enters the area.
They glance at her.

CATHY

(smug)

Their peak was last week.

MARISSA

Yeah. It was definitely last week.

74 INT. FACE WORKS SPA - DAY

74

Alex is fast asleep on Mary's facial table. She is shaking
him.

MARY

Alex. You have to wake up. Alex.
The spa is closing.

He slowly opens his eyes.

ALEX

I'm so tired.

MARY

Yeah, well you have to go.

He climbs off, disoriented.

ALEX

How long was I asleep for?

MARY

A long time.

ALEX

I hate falling asleep in the middle
of the day. I wake up feeling so
lonely.

She looks at him.

75 EXT. STREET - DAY 75

Kate is walking, depressed. She passes a store that looks a lot like her's, and stops to look through the window.

KATE'S POINT OF VIEW

A HIP YOUNG COUPLE gesticulate excitedly about a fabulous lamp. She stares at them.

76 INT. FURNITURE STORE - DAY 76

Kate wanders around the store. She glances at some price tags, feels a couple of chairs. She sees a table that looks just like the one she sold recently to the Young Man. She goes to it, curious, and reads the price - \$5,000. Surprised, she glances up and instantly sees the man she sold the table to (for \$3,000). This is his store, and that was her table.

At first she's pissed, feels cheated, and is about to confront him. But The Man is helping another customer with a lot of concentration and Kate loses her steam. She decides instead to simply sit down on a nice couch and rest.

A 60 year old woman, dressed overly-chic, (she's ANITA), is already sitting there.

ANITA

Designer?

KATE

Resting.

ANITA

I'm a designer. I buy a lot from Kevin. He's got great taste, doesn't he? Except for that awful thing.

Anita points to a leather chair that's weird looking.

KATE

That's a rare piece.

ANITA

It's still ugly. I think it's haunted. It has a bad vibe.

(beat)

Old furniture has to have some ghosts. Don't you think?

KATE

I do think that, yes.

ANITA

How can it not? Right? I had this bed, it was iron, Victorian. Gorgeous. Fabulous detail. I had nightmares for a year. And I developed TMJ. Got rid of the bed, no more TMJ, no more nightmares.

Kate smiles at her, and then watches Kevin.

KATE

(re: Kevin)

Nice guy?

ANITA

Prick. Good taste. Still a prick.

77

Omitted

77

78

INT. MODERN AGE - DAY

78

Alex and Kate are turning the lights on all of the lamps around the store. TWO ANNOYED SHOPPERS wander around touching furniture.

ANNOYED SHOPPER

(quietly)

My grandmother had this exact couch.

OTHER ANNOYED SHOPPER

Where is it now?

ANNOYED SHOPPER

Here, apparently. Nobody knew to save it. I'm sure my mother thought it was junk.

(sing song)

Someone's making a killing.

They glance at Kate and Alex.

KATE

(unaware)

Isn't that beautiful? Original upholstery.

ANNOYED SHOPPER

What a find.

KATE

I know.

OTHER ANNOYED SHOPPER

Where do you find this stuff?

KATE

(beat)

Why?

OTHER ANNOYED SHOPPER

Do you buy from individuals or like, a store in Queens? I'm just curious.

KATE
Individuals.

ALEX
(defensive)
We buy from the children of dead
people.

ANNOYED SHOPPER
(beat)
How nice.

ALEX
Yes.

Kate smiles, grateful. The Annoyed Shopper walks off.

ANNOYED SHOPPER
(to his friend)
Look at this table. This would look
great in at your place in New
Paltz.

OTHER ANNOYED SHOPPER
It would. It's beautiful.

The phone rings and Kate answers it.

KATE
Modern Age...yes, we do. Oh, I'm
sorry to hear that...

ANNOYED SHOPPER
(under his breath)
Ambulance chaser.

79 INT. DEAD MOM'S APARTMENT - NIGHT

79

Kate is being shown around the apartment by a distraught,
DON, 40.

DON
Mom loved her things. But she never
said what we should do with them.

A cold woman, ELYSE, also 40, comes into the room.

ELYSE
Are you from the Salvation Army?

DON
She's from a store on tenth avenue.

ELYSE

A junk store?

KATE

More of a vintage, or mid century
modern -

ELYSE

She doesn't want this shit, Don. I
told you to call the Salvation
Army.

Kate looks around the cluttered place. True, everything is
junky, worthless.

DON

She can say if she doesn't want
anything. But maybe she will.

ELYSE

(to Kate)

Would you please wake this man up?
None of this is worth anything.
Right? He wasted your time.

DON

(to Kate)

Look at this chair. This was her
favorite.

(beat, quietly)

She died in it.

Kate looks at the old, yellow chair.

ELYSE

Now she's really going to want to
buy it!

KATE

Actually, I think I could take this
dining table and chairs. And
probably the side tables.

Don looks at Elyse, happy.

ELYSE

For how much.

KATE

Two thousand.

ELYSE

Are you serious?

KATE

And the yellow chair.

DON

(vindicated)

Mom had good taste.

80

INT. ANDRA'S APARTMENT - DAY

80

Mary is staring down at Andra, who is cutting coupons at the dining table. Andra holds out a fat stack for her.

ANDRA

Use these.

MARY

I will not.

ANDRA

What are you talking about, 'I will not'?

MARY

I won't.

ANDRA

You'll take my coupons.

MARY

No, I won't.

ANDRA

You're too good for coupons?

MARY

They depress me.

(beat)

If you want me to go shopping for you, give me your list.

ANDRA

Why can't Rebecca go?

MARY

I told you. She's busy.

ANDRA

She's never busy.

MARY

That's been lucky for you, hasn't it? Give me your list.

ANDRA

If you're not going to use my
coupons then I'll go shopping
myself.

MARY

I came all the way over here. And
you can't walk that far.

ANDRA

You'll see. When my knees are
better, I won't need anybody.

MARY
Arthritis gets worse, not better.

ANDRA
Mine's going to get better.

MARY
Like your eyes?

ANDRA
Yes.

MARY
And your feet?

Andra gets up from the table and pushes the coupons away angrily.

ANDRA
Don't do me any favors. I'll wait until Rebecca can do it. She doesn't ask me all these questions.

She sits in front of the TV set and turns it up VERY LOUD.

MARY
Your feet hurt 'cause you're old, Grandma. Things don't get better. They get worse.

81 EXT. ANDRA'S APARTMENT/HALLWAY - DAY

81

Mary comes out of the apartment with Andra's grocery list, slamming the door behind her. She looks at Alex's apartment door when it suddenly opens. Mary quickly races to the elevator.

Kate and Alex come out, chatting. Kate locks the door behind them. They walk to the elevator, seeing Mary. Alex instantly blushes.

MARY
Oh, hi.

KATE
Hi, how're you doing?

MARY
Pretty good. She's got me going to the market for her.

ALEX
Still got that tan!

Kate glances at him.

MARY

It's kind of fading actually.

(beat)

I think I'm hitting the wall.

Kate glances at her, surprised she knows this expression.
They all get into the elevator.

82

INT. ELEVATOR - CONTINUOUS

82

KATE

Well, that's nice of you, to shop
for her.

MARY

Not much of a choice. I guess I
could starve her to death!

Alex looks at Mary's breasts.

ALEX

Where do you go shopping?

MARY

In a market.

83

EXT. STREET - CONTINUOUS

83

They all come out of the building. Mary walks off.

MARY

See you around.

Alex looks at Kate.

ALEX

You know, I've got some errands.

KATE

(suspicious)

Oh.

ALEX

Just crap I've been putting off.
I'll meet you at the store?

KATE

Okay. See you later.

Alex gives her a quick kiss and ponders which way to go. Kate walks a few steps and then stops, feeling something is off. After a moment, she continues on her way.

84 EXT. STREET - DAY

84

Alex catches up to Mary before she goes into the market.

ALEX

Hi.

MARY

(surprised)

Oh.

85 EXT. STREET - DAY

85

Eugene and Rebecca sip coffees and walk down the street.

REBECCA

I don't know what you do.

EUGENE

I'm a computer consultant.

REBECCA

Oh! That's nice.

EUGENE

Nobody knows what that is.

REBECCA

I guess not.

EUGENE

That's okay. Keeps me mysterious.

REBECCA

I want to know.

EUGENE

Now you. You have a great job. I mean, from a guy's point of view. I wonder what made you pick it.

REBECCA

(curious too)

Yeah...I wonder that, too.

EUGENE

Were you breast fed?

REBECCA

I doubt it. No. No.

EUGENE

Well, there you are!

REBECCA

I don't even see them like breasts, though. I see them like they're these tubes of potential danger.

EUGENE

Tubes of potential danger. I see a Penthouse Letter somewhere in there.

REBECCA

What's that?

EUGENE

You never read those? My dad had them - you know, Penthouse magazine - lying around the house.

86

INT. MODERN AGE - DAY

86

DELIVERY MEN unload the junky, worthless furniture from that old apartment into the store. It looks crazy next to the stylish stuff.

KATE

Put that in the window, please.

He puts the shabby couch in the window. A STYLISH COUPLE enter the store.

KATE

Welcome.

STYLISH WOMAN SHOPPER

Thank you. I see you've got some new things!

KATE

All the time!

They browse, looking at pieces, sitting on them, etc.

STYLISH MAN SHOPPER

Where do you find all this?

KATE

(defensive)

Why?

STYLISH MAN SHOPPER

(taken aback)

Just curious.

STYLISH WOMAN SHOPPER

I love this lounge chair, honey. Come sit.

STYLISH MAN SHOPPER

It's great. Perfect for the kid's room.

(to Kate)

How much do you want for this?

KATE

That's four thousand.

STYLISH WOMAN SHOPPER

(undeterred)

It is *perfect* for the kids room.

They smile at one another excitedly. Then the stylish man sees an old table from the junky shipment.

STYLISH MAN SHOPPER

Honey. Take a look at this.

STYLISH WOMAN SHOPPER

Huh.

STYLISH MAN SHOPPER

It's so bad, it's almost great.

STYLISH WOMAN SHOPPER

I know what you mean.

Kate stays out of it. They ponder it.

STYLISH MAN SHOPPER

It's pretty cool. It would fit in
that weird corner, you know?

(to Kate)

Excuse me, how much is this table?

KATE

Oh, yes.

(thinking quickly)

That's twelve hundred.

STYLISH WOMAN SHOPPER

(surprised)

Is it important?

KATE

We're not certain of its designer.

No.

The couple walks around the ugly table, falling in love with it. Kate slumps, depressed. She stares at the yellow chair that the woman died in, and can't seem to look away.

When she *does* look away, WE SEE THE GHOST OF THE DEAD WOMAN sitting in the chair. After a moment, she fades away.

87

INT. ANDRA'S APARTMENT - DAY

87

Andra is sitting in front of the LOUD SCRAMBLED TV. She's screaming into the telephone.

ANDRA

Come up here and fix the reception!

What?...yes, it's your job! You're
the super! The super fixes things!

I can't see a thing!

(hanging up)

Idiot.

She wanders into the kitchen BUT WE STAY IN THE LIVING ROOM.
WE ONLY HEAR HER.

ANDRA (O.S.)

Leaving me here with nothing to
eat.

WE HEAR some drawers opening and closing. Then the refrigerator. She takes something out of it, and we hear a can opener puncturing a can. Then a LOUD POP and a splash.

ANDRA (O.S.)

Oh, shit. What a mess.

88

INT. REBECCA AND MARY'S BEDROOM - DAY

88

Mary and Alex have just had sex on Mary's bed. They lie there, half dressed. Mary's face is tense.

MARY

It's not like I think you're my boyfriend, or anything. I was just wondering if we could have you know, like a real date or something.

ALEX

(beat)

You know I've never cheated on Kate.

MARY

How would I know that?

ALEX

Well, I haven't.

MARY

So, why now?

ALEX

We're like partners. Partners at work, partners as parents. We're friends. We're good friends.

MARY

I like my friends.
(kind of joking)
I don't really have any --

ALEX

(confused)

Yeah. Friends are good. They are.

MARY

So, maybe we could go see the fucking leaves.

ALEX

Oh, gosh. I don't know.

MARY

It's probably over.

ALEX

(beat)

I'm sorry.

MARY

Do you feel guilty?

ALEX

Yes.

MARY

Then take me out.

He smirks. She misunderstood.

ALEX

It's a mess. I'm a mess. I never
want her to find out.

(beat)

I know it sounds crazy but maybe
this will even help things.

MARY

Maybe *you and I* will help your
marriage?

ALEX

They say that happens.

MARY

How could you be that callous. To
me.

ALEX

(realizing)

Oh, you're so right. I didn't
really mean it that way.

Depressed, Mary flips on the TV from the bed, watches
something.

MARY

(resigned)

I don't want to fuck you anymore.

89

EXT. STREET - DAY

89

Abby and Kate walk the dog.

ABBY

Have you ever thought about killing
yourself?

KATE

(startled)

No! Why would you ask me that?

ABBY

Rebecca's mother killed herself.

KATE

That's horrible.

(beat)

No wonder.

ABBY
No wonder what?

KATE
You can see how damaged those girls
are.
(alarmed)
You don't ever think about things
like that, do you?

Abby rolls her eyes. Kate drops it.

KATE
(looking around)
I wonder where our friend is.

ABBY
Make up man?

KATE
Yeah.

They look around.

ABBY
Hopefully he found a nice spot near
Sephora.

KATE
I hope nothing happened to her.

ABBY
You're worried.

KATE
A little. She lives on the street.

ABBY
You don't even know her.

KATE
Oh god, look at this.

They approach an OLD MAN surrounded by bags and trash. He's holding out his hand. Kate stops and opens her purse. Abby rolls her eyes as Kate takes out a ten and holds it out for him.

ABBY
(seeing the bill)
No way.

Abby snatches the money.

KATE
Abby!

ABBY
You don't give *me* ten dollars!

KATE
(seething)
You give that man that money right now and we'll discuss this later.

ABBY
No.

KATE
I buy you everything you need.

ABBY
I'm keeping this ten dollars!

Kate is so embarrassed, so mortified, she's (for once) speechless. She searches in her wallet and takes out a five dollar bill.

KATE
Abby, I don't have another ten.

ABBY
So give him the five.

KATE
(more appalled than ever)
Give him the ten!

ABBY
No!

Defeated, Kate hands the five to the old man.

KATE
(to old man)
I'm sorry. I'm so ashamed.

OLD MAN
Suck my dick.

Rebecca and Eugene are lying on a blanket on his tar roof. The evening is warm, the stars are out. Nervously, Eugene leans over Rebecca and kisses her. It's gentle but charged.

Across the street, a FEW PEOPLE are having a barbecue on the roof. Rebecca and Eugene look over and watch them.

After a beat, Rebecca lies back, enjoying the smell of the barbecue, and where she is.

91 INT. KATE AND ALEX'S BEDROOM - NIGHT 91

Kate is lying in bed in the dark, wide awake. Alex comes in and thinking she's asleep, undresses quietly. He slides into bed as smoothly as possible, his back to her. They lie there for a bit. Then -

KATE

Our daughter is a sociopath.

Alex takes this in, not quite sure how to respond.

92 INT. MODERN AGE - DAY 92

Alex is looking at the crappy furniture arranged with the nice stuff, all over the store.

ALEX

I don't know what you were thinking!

KATE

The guy. His sister or wife or whoever was so mean, I had to buy it. I felt bad for him.

(reaching)

And who's to say that this stuff isn't valuable?

ALEX

I can. This stuff isn't valuable.

KATE

Somebody designed it. Maybe in fifteen years this chair -

(gestures to yellow chair)

- will be worth a ton of money because some genius German designed it.

ALEX

We'll never sell any of it.

Kate goes and sits in the yellow chair.

KATE

I already sold one piece for a lot of money.

ALEX

You did?

KATE

Yeah, I don't exactly feel good about it.

ALEX

That's great!

KATE

No, it's not.

ALEX

I don't understand.

KATE

I practically stole from them.

ALEX

So why did you charge them a lot of money?!

She thinks about this, surprised by it.

KATE

(beat)

I wanted to.

ALEX

And therein lies the mystery of being human.

KATE

And I've been feeling very suspicious lately, Alex.

He freezes. Waits. Suddenly his face softens with guilt.

KATE

A couple of people have come in here, people who don't look like they're shopping for our kind of furniture. And they're asking questions.

ALEX

(relieved)

Like what?

KATE

Like, "where did you get this?" And
"How do you find your things?" You
heard those two rude people.

ALEX

People ask that all the time.
They're curious.

KATE

No. I think that some of the people
we've bought from asked their
friends, or their lawyers to come
in and see how much we're charging.

ALEX

Your guilt is warping you.

KATE

(beat)
Why isn't it warping you?

ALEX

It is. Your guilt *is* warping me.

She smirks at him.

ALEX

If doing this makes you feel so bad
let's stop doing it.

KATE

But then someone else will just do
what we're doing. The guy on eighth
avenue - you know that store? He's
buying from *us* and selling it for
more! *Us* quitting isn't going to
help.

(beat)
Nothing helps.

93

INT. ANDRA'S APARTMENT - DAY

93

Rebecca enters Andra's apartment.

REBECCA

Hi Grandma!

She sees Andra in her chair in front of the TV but goes to
the kitchen because she sees a mess.

94 INT. ANDRA'S APARTMENT/KITCHEN - CONTINUOUS 94

She finds an opened, bulging can of grapefruit juice on the counter, and juice splattered everywhere.

REBECCA

Grandma?

No response.

95 INT. ANDRA'S LIVING ROOM - CONTINUOUS 95

Sitting in front of the TV as it plays ENTERTAINMENT TONIGHT (the reception slightly better,) Andra slumps, unconscious.

REBECCA

Oh my god, Grandma! Grandma? Wake up!

She shakes her shoulder and realizes she's dead. Stunned, she looks up at the TV show and gets momentarily engrossed.

96 INT. HOME FOR PHYSICALLY DISABLED/WORK OUT ROOM - DAY 96

A large room filled with mats and weights, a mirror on one wall. PEOPLE WITH DISABILITIES work out.

A woman in a suit, MRS. MELNICK, gives Kate a tour.

MRS. MELNICK

This, obviously, is the gym where they can work out. The patients come in here once a day, for about an hour. This is something you could actually help out with!

Kate looks at the faces of the struggling patients. Some are more severely disabled than others, barely able to move their limbs with any control.

KATE

It looks like it's painful.

MRS. MELNICK

Oh, no. They look forward to this all day! Let me introduce you to someone.

She walks her over to a severely disabled YOUNG GIRL with a sweet face.

MRS. MELNICK
Sweetie, this is Kate. She's going
to be helping out.

The girl smiles holds out a twisted hand.

MRS. MELNICK
Kate, this is Abby. Abby, this is
Kate.

Kate is startled by the girl's name.

MRS. MELNICK
Abby here is one of our most
athletic. Aren't you Abby?

ABBY #2
Yes I am.

MRS. MELNICK
Would you like to show Kate how
well you can do a cartwheel?

KATE
Oh, no, she doesn't have to.

MRS. MELNICK
I think you'd like to, wouldn't you
Abby?

KATE
No, really - it's okay.

Abby #2 goes to the mat and does a very clumsy, spastic
cartwheel. When she's done, she looks over at Kate, beaming
with pride.

Kate starts to cry and hides her face.

KATE
(whispering to Mrs.
Melnick)
Oh my god, it's just so sad.

MRS. MELNICK
(beat)
Please stop.

KATE
I don't mean to - I'm so sorry. I
don't know how you can take it -

ABBY #2

Bye lady!!

KATE

Bye! That was really good!

Kate turns, unable to hide her tears. A sob escapes.

MRS. MELNICK

You're going to have to leave.

KATE

I know, I know - I'm so sorry, so sorry...

97 INT. HOME FOR PHYSICALLY DISABLED/RESTROOM - DAY

97

Inside the stall, Kate is sitting on the toilet trying to stop crying. She mops up her tears with rough toilet paper. She hears the door to the rest room open and she stiffens. After a beat...ABBY #2 ENTERS.

ABBY #2

Do you need help?

Kate doesn't answer, doesn't know what to say.

ABBY #2

Do you want someone to help you?

98 INT. ANDRA'S APARTMENT/LIVING ROOM - DAY

98

Mary is in the other room while Rebecca sits on the couch. Andra is still in her chair.

REBECCA

(beat)

I should've been here. I *would* have been here.

MARY (O.S.)

Oh, please. If I'd bought her her fucking groceries I would have been here.

REBECCA

Why *didn't* you buy her groceries? I thought you were supposed to.

MARY (O.S.)

How can she not have any papers?

(MORE)

MARY (O.S.) (cont'd)

I thought you knew where she put everything.

REBECCA

Not her papers, I guess. She didn't own anything. What are you looking for?

MARY (O.S.)

I don't know. It's what you do. Oh, now here's something she got a lot of use from.

Mary enters the living room and holds up the new nightgown they bought her. She shakes it at Andra.

MARY

No special occasion, Grandma! You should have worn the fucker!!

REBECCA

God, Mary. You're so mean.

MARY

Grandma was mean.

(beat)

Why do you think Mom took eighty five Valium? Because her mother was loving and kind?

REBECCA

You can't blame Grandma.

MARY

Why not?

REBECCA

I don't know.

(beat)

We don't have any family anymore.

MARY

Oy.

(beat)

I have to go back to work.

REBECCA

Now?

MARY

I have appointments. You'll wait for the guy?

REBECCA
(struck)
We have no family left and you're
going to work.

MARY
Oh. Okay. You're right.

Mary sits beside Rebecca on the couch. Long pause. They sit
there.

MARY
Oh look! We still have no family
left! Bye.

She gets up.

REBECCA
You're so cold.

99 OMITTED 99

100 INT. KATE AND ALEX'S KITCHEN - DAY 100

Kate is washing dishes, crying. She hears a KNOCK on the
front door.

101 INT. KATE AND ALEX'S APARTMENT - CONTINUOUS 101

Kate opens the door and finds Rebecca. She tries to clear
away any tears.

KATE
Oh, Hi.

REBECCA
Are you all right?

KATE
(brushing it off)
Oh, I'm fine! I guess washing
dishes just makes me want to kill
myself!
(remembering)
(MORE)

KATE (cont'd)

I mean - not really - it's just an expression - I didn't mean -

REBECCA

I just wanted to tell you my grandma died.

Kate pulls her inside.

KATE

Oh my god! Are you all right?

REBECCA

Can you die if you eat something from a dented can?

KATE

You think that's what happened?

REBECCA

We're not sure.

(beat)

I've been taking care of my grandma for so many years. This pill that day, this doctor, this medicine, not that medicine. And she dies from drinking bad juice.

KATE

You're a good person.

Rebecca has to hold back tears, for this is exactly what she needed to hear.

REBECCA

Thanks. So are you.

A102 INT. ANDRA'S APARTMENT - DAY

A102

Andra, alone in the room and still in her chair, slowly fades away.

102 OMITTED

102

103

INT. FACE WORKS SPA WAITING ROOM - DAY

103

THROUGH THE STORE FRONT WINDOW, WE SEE ABBY approach the spa and check the name of it. She nervously enters.

TOMMY

Welcome to Face Works. How can I help you?

ABBY

I'm a walk in.

TOMMY

Excuse me?

ABBY

It says you welcome walk ins. I'm a walk in.

TOMMY

We certainly do welcome walk ins. What can I do for you today?

ABBY

I want a facial with Mary, please.

He checks his book.

TOMMY

She actually had a cancellation, if you can wait thirty minutes.

ABBY

Sure.

She sits down in the waiting area and turns on her ipod. The music is VERY LOUD, and the song keeps repeating MOTHERFUCKER over and over. The PEACEFUL WOMAN seated next to her is severely agitated and shoots Abby, whose oblivious, dirty looks. Abby picks at a zit.

104 INT. FACE WORKS SPA - DAY

104

Abby is lying down on the table with steam blowing on her face. Mary is sitting behind her.

MARY

It really worked out well, someone had just cancelled.

(beat)

This is quite a surprise.

ABBY

Rebecca said she thought you could do something for my bad skin.

MARY

I'm sure I can. We'll open up these pores and clean you out. Ever have a facial?

ABBY

Well, my mom took me for one, once, at this really fancy place? She thinks it's good for people to spoil themselves, or something. Anyway, it didn't help. They just rubbed a bunch of cream on and made it worse.

MARY

That's too bad. Well, just know it's not your fault. It's hereditary.

ABBY

Yeah, my dad supposedly had bad skin.

MARY

That's right, he said it was
terrible.

ABBY

(beat)

Yeah.

MARY

But have you noticed it now?

ABBY

What do you mean?

MARY

He doesn't have acne anymore but I think we've really improved the quality of his skin.

ABBY

I don't know what you're talking about.

MARY

(beat, blase)

He's come in for facials.

ABBY

(beat, tensing up)

My dad?

MARY

Sure. Hey, Howard Stern gets them. A lot of men do.

Abby smiles, uncomfortable. She doesn't understand what Mary is telling her, but she knows it's making her feel bad.

MARY

Anyway, that's enough steam. Let's get started.

She puts the little black eye cups on Abby and then turns a bright light over her face, illuminating every blemish. Mary starts to squeeze the zits.

MARY

Sorry, honey. It's not fun.

She squeezes hard. Abby braces herself.

ABBY

Ow ow ow.

MARY

So. Your parents will be glad to know my grandmother died.

ABBY
(wincing in pain)
She did?

MARY

Now your mother can have a bigger
master bedroom.

ABBY

That's too bad. I mean, I'm sorry
she died. When did it happen?

MARY

Not sure. We found her today, so
probably last night.

(beat)

Oh, here's a deep one.

She goes in for the deep pimple. Abby's face clenches.

MARY

(beat)

Wiggle your toes.

Abby wiggles her toes.

ABBY

Why?

MARY

(beat)

I don't know. It's supposed to
help.

ABBY

(recalling their
conversation at the
dinner party)

That's like one of those things -
that we hate?

MARY

(not connecting)

What?

ABBY

You know, like when people won't
tell you the truth - like if you
look bad in something?

MARY

I don't follow.

ABBY

Like saying wiggle your toes- it's
just like a ...whatever.

(beat)

So. When did my dad come in here?

(MORE)

ABBY (cont'd)
I can't picture it.

MARY

(beat)

He came in a few times.

ABBY

Oh.

With the knot in her stomach from what Mary is inferring and the pain from the extractions, hot tears spill out of her little eye cups and run down her cheeks.

MARY

(unaware)

We should give you an enzyme peel. That will definitely get all the dead skin off. It kind of makes you look like you got hit by a truck, but in the end it's worth it.

105 INT. ANDRA'S APARTMENT/BUILDING HALLWAY- LATER

105

An AMBULANCE GUY talks to Rebecca.

AMBULANCE GUY

Does the building have a back door? You know, for delivery's, things like that?

(explaining)

So we don't have to go out the front. You know. Not a glamorous sight.

REBECCA

In the basement there's a door to the alley but there's always a ton of stuff blocking it. I think there's an exit through the super's apartment.

106 INT. SUPERINTENDANT'S APARTMENT - DAY

106

The ambulance guys carry the stretcher through the tiny, cluttered apartment. CHILDREN are scattered about. Kate and Rebecca follow behind.

The SUPER, DARIO, looks on without feeling, while his wife ELENA is distraught.

ELENA

I'm sorry, it's so messy.

KATE

Oh, no, we're disturbing *you!*

ELENA

I'm so sorry about your
grandmother.

REBECCA

Thanks.

DARIO

She makes me fix her TV! She
doesn't even give me any money!
I see her last night! She not dead
then! She yelling at me like I'm
some kind of kid!

REBECCA

I'm sorry she did that.

Rebecca reaches into her back pocket for some money.

REBECCA

Let me -

DARIO

I don't need a tip. She's dead.

KATE

(to Elena)

I'm very happy to see you've gotten
better.

ELENA

I was not sick.

KATE

Weren't you - weren't you in a
wheelchair?

ELENA

(startled)

Me?

KATE

(embarrassed)

Oh, I must've thought of someone -

ELENA

Who told you I was in wheelchair?
I was never in a wheelchair!
(spooked)
Why did you say this?

Just then Kate turns and sees the gift basket she bought for Andra sitting on the coffee table - filled with all of the products. The basket is a little bent but everything is arranged with care.

KATE
Where did you get that?

ELENA
What?

KATE
This.

ELENA
(defensive)
It was a gift.

107 INT. KATE AND ALEX'S APARTMENT - DAY

107

Kate comes into the apartment to find Abby removing her coat.

KATE
The old lady died.

ABBY
I know.

KATE
Your face! What happened?

ABBY
I had a facial.

KATE
From who?!

ABBY
Mary.

KATE
What did she do to you?

ABBY
She gave me a peel. Plus she worked
on me forever.

KATE
It shouldn't look like this. I'm
going to call her right now.

ABBY
(over reacting)
NO!

Kate looks at Abby - wondering why she feels so strongly.

ABBY
(beat)
It's not her fault I have bad skin.
This is normal. She said it would
go away.

Kate goes to her and strokes her hair.

KATE
It will, honey. It will go away.

108 INT. FACE WORKS SPA - DAY 108

Mary comes out of the spa bundled up against cold. She looks
at the store Poppy across the street.

109 OMITTED 109

110 EXT. POPPY - DAY

110

Mary slowly walks in front of the store, checking it out, watching Big Back. She crosses a couple of times and is startled when Big Back comes out of the store.

BIG BACK

Who are you!?

Startled as hell, Mary jumps back.

BIG BACK

I've seen you walk by, over and over. For months! And then you come in and pretend to shop! Who are you? Why are you watching me?

MARY

I'm Brian's old girlfriend, Mary.

BIG BACK

And?

MARY

And I guess I wanted to see what he threw me over for.

BIG BACK

(creeped)

That's why you watch me.

MARY

To see what you had that I didn't.

BIG BACK

And did you figure out what that was?

MARY

No. You have nothing.

(beat)

You have a very large back.

Big Back turns to go back into the store, but she hesitates.

BIG BACK

I like my back.

(beat)

What kind of person - at your age -
does something like this? It's
pathetic. I don't even go out Brian
anymore.

Mary stands there, humiliated as Big Back goes inside.

111 INT. ABBY'S BEDROOM - NIGHT

111

Alex comes in to the room, finding Abby asleep on her bed. He sits down beside her and notices the damage on her face. He picks up the melting ice pack on her pillow, and Abby opens her eyes.

ALEX

What happened, sweetie?

ABBY

Nothing.

ALEX

Rough pimple night?

ABBY

(beat)

Mary gave me a facial. It hurt.

Alex takes this in, struggles with how to react.

ALEX

Mary.

ABBY

Yeah.

ALEX

You mean, the granddaughter from
next door? Guess she's not very
good, no offense!

ABBY

I'm not going back there.

ALEX

God, no. Of course not.

Abby rolls over, her back to Alex.

ABBY

And neither should you.

Alex stiffens. A nightmare come true.

ALEX

Me.

ABBY

She said you went there.

ALEX

Yeah, yeah, I did. She helped my skin. At my age, can you imagine. When does it stop?

(beat)

Yeah. No. Nobody should go back to her. Ever.

ABBY

Good.

A112 INT. KATE AND ALEX'S BEDROOM - NIGHT

A112

Alex, anxious as hell, sees Kate reading in bed. He lies down next to her.

KATE
How's she doing?

ALEX
She's sad.

KATE
It's so rough, her age.

Alex puts his arms around her and she continues to read.

112 INT. FACE WORKS - DAY

112

Through the store front, WE SEE Alex approach the spa and enter. He finds Tommy and Mary chatting.

MARY
(startled)
Oh, Hi. Do you have an appointment?

ALEX
Can I speak to you?

They take a few steps away from Tommy.

ALEX
What did you tell my daughter?

Mary looks at Tommy, embarrassed.

MARY
Nothing.

ALEX
What did you tell her?

MARY
Jesus. I guess I just mentioned
that you came here.

He stares at her for more.

MARY
That's all.

ALEX
Why did you do that? That's so
fucked up!

MARY

I don't know, we were talking.

ALEX

Why did you tell her I come here?

MARY

Because you do.

ALEX

Did you do that to her face on purpose?

MARY

No. I do that to everyone's face. It goes away in a couple of days. It's normal.

ALEX

(beat)

What else did you tell her?

She looks at him, studying him. Just then a SPA CLIENT (ALISON) enters and greets Mary with a wave.

MARY

(to Alex)

I'm going back to work. I'm ready for you, Alison.

Mary reaches out for Alison and leads her out of the reception area and through the side door. Alex stands there, feeling Tommy's stare. But when he looks up, he finds Tommy smiling kindly.

113 INT. REBECCA AND MARY'S KITCHEN - NIGHT

113

Rebecca and Mary are taking frozen dinners out of their boxes. They put them in the microwave.

MARY

You know we should stand back.

REBECCA

Why?

MARY

Microwaves, they're bad for you.

REBECCA

But we're cooking our food in it.

MARY

Not the same. They say it's
different, what comes out.

They stand there anyway, watching their dinners turn around
and around.

114 INT. LIVING ROOM - NIGHT

114

Mary and Rebecca eat their dinners on the couch. When Mary
finishes hers she puts the plate on the coffee table and then
just sits there.

After a moment, she leans against the back of the couch and
rests her head on Rebecca's shoulder. Rebecca is startled,
but moved.

115 EXT. SUBURBAN HOUSE - DAY

115

Kate is standing outside a large house, holding the vase with
the gold leaves. She knocks on the door and a man, Adam, (the
one she bought this vase from in the beginning) answers the
door.

ADAM

Can I help you?

KATE

Yes, Hi - I'm the woman who bought
all of your mother's furniture a
while back. We own Modern Age.

ADAM

Oh, yeah.

KATE

(holding out the vase)
I thought you should have this. It
turned out to be worth a lot of
money.

He takes the vase and looks at it.

ADAM

Seriously? I thought it was all
junk.

(beat, impressed)
Thanks.

KATE
You're welcome.

ADAM
How much is it worth?

KATE
About a thousand dollars.

ADAM
I can't believe you brought it
back. That's pretty unusual,
especially in New York. Thanks
again.

KATE
It's my pleasure. See you.

He shuts the door. Kate smiles, pleased with herself. OFF-
SCREEN we hear a loud crash.

ADAM (O.S.)
Oh, shit!

117 INT. FUNERAL HOME - DAY

117

Andra's small funeral. Rebecca, Mary, a couple of OLDER PEOPLE from the building, and Kate, Abby, and Alex.

Eugene and his grandmother Paulette sit behind them.

A FUNERAL DIRECTOR speaks to them while standing at a pulpit. On it, is the urn with Andra's ashes inside it.

FUNERAL DIRECTOR

(reading)

Andra participated in many groups over the years and especially enjoyed volunteering. She worked at the ASPCA when she was a teenager, and later on read to the blind, and did art projects with underprivileged children.

Mary looks at Rebecca and mouths "she did?" Rebecca mouths back, "I think so."

Just then Mary catches Alex's glance, but he looks away. Abby is aware of them, and stiffens. Kate sees all of the exchanges. Alex takes Abby's hand.

FUNERAL DIRECTOR

She enjoyed reading a great deal, but when her eyes began to fail her she especially loved watching television. Her favorite show was Entertainment Tonight.

Alex looks down, embarrassed. Kate pokes him.

118 INT. FUNERAL HOME - LATER

118

The service is over and the guests are standing around. Mary chats with the Funeral Director. Rebecca introduces Eugene and Paulette to Kate, Alex and Abby.

EUGENE

Very nice to meet you.

PAULETTE

Andra was a lovely woman.

REBECCA

Not really. But thanks.

KATE

She had a sad life.

ABBY

(sounding just like Kate)

You just say that so you can think that *your* life is more important than hers was.

KATE

That's true.

REBECCA

So, you're going to start renovating.

ALEX

Pretty soon.

REBECCA

I'm sure it's going to be great.

KATE

Well, it's definitely going to be bigger.

REBECCA

I'm gonna take her dog. I guess we won't be seeing you anymore.

KATE

Yeah. We've sort of been neighbors.

EUGENE

You guys can visit each other.

KATE
Absolutely. You'll have to come
visit. Right?

ABBY
Totally.

REBECCA
Definitely.

They stand there awkwardly.

119 EXT. STREET - DAY

119

After the funeral, Kate, Alex and Abby walk down the street
together.

ABBY
Her boyfriend was so handsome.

ALEX
He was. Very. He seemed nice.

KATE
But so short.

ALEX
Maybe he doesn't mind.

KATE
Oh, he minds.

ALEX
You can't know that.

ABBY
Yes, she can.

They walk some more and pass a clothing store. Abby slows,
looking in the window.

120 INT. TRENDY CLOTHING STORE - DAY

120

Kate and Alex are standing by the dressing room, waiting for
Abby to come out. When she does, she's wearing a pair of
tight jeans that don't really flatter her figure.

However, by the way she is walking over to the mirror, it's
clear she feels *hot*.

ABBY
What do you think?

ALEX

I think they look good.

Abby checks the price tag and looks shocked, guilty and thrilled all at the same time.

ABBY

I think they cost two hundred and thirty five dollars!

(beat)

They're so cute.

KATE

You can get them.

ABBY

Really!?

KATE

You want them?

ABBY

(out of her mind)

Oh my god!

Alex and Kate watch as Abby turns to look in the mirror, even though it feels almost too intimate to do so.

Abby studies herself, and doesn't seem to see the zits or the scabs or the bulge of her tummy. She sees her true self emerging, in expensive jeans, and at this very moment, likes what she sees.