

DON'T MAKE ME GO

by

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OVER BLACK:

WALLY (V.O.)

You're not gonna like the way my story ends. But I think you're gonna like my story.

The sound of LAPPING WAVES takes us to...

EXT. BEACH - DAY

The waves calmly wash the shoreline. The clouds are puffy white, the sand gleams, it's wonderfully serene.

We WIDEN OUT to see the PEOPLE on the beach. They're ALL NAKED. And not hot Italian women and perfectly manscaped body-builder naked. Flabby, roly, young to middle to old-aged naked. It's a nude beach.

We WIDEN OUT FURTHER to see a teenage girl, WALLY POTTER (16), as she walks onto the beach. She looks horrified.

WALLY

What is wrong with you, you brought us to a freakin' nude beach?

MAX (late 40s) catches up with her. His eyes go wide as he sees what she sees.

MAX

I didn't know it was a nude beach. I just GPSed the nearest one.

WALLY

Really killer parenting, Dad.

Wally turns to go back -- but a NAKED JOGGER stretches behind them. Totally cool with his junk just flopping all over the place. He gives her a wave. Mortified, she turns back around.

WALLY (CONT'D)

I can't believe this is happening.

MAX

You can never tell anyone that I brought you here.

WALLY

I would die before I'd tell anyone about this. Now will you let me know when the naked lunger is gone so I can get out of here without being further scarred by this day?

Max glances at the jogger, just as uncomfortable as she is.

Then, A NAKED STONER, hair in dreads, a dirty hippie aura to him, comes up to them. Wally and Max both avert their gaze.

NAKED STONER  
You looking to buy?

Max is forced to look at him. Wally might implode.

MAX  
To buy...?

NAKED STONER  
Moon cabbage.

MAX  
Excuse me?

WALLY  
Weed, Dad!

MAX  
Yeah, I know it's weed, Wally,  
although I don't like that you do.  
(to the Stoner)  
We're not interested.

NAKED STONER  
No worries. First-timers?

MAX  
We're no-timers, actually.

NAKED STONER  
Don't be nervous, let it all hang  
out, bro.

The guy eyes Wally up and down with a grin.

NAKED STONER (CONT'D)  
You too, little lady.

Wally looks up. Max throws his hand over her eyes.

WALLY Dad! MAX We're leaving.

As he pivots her around, hand over her eyes, we SMASH CUT TO:

EXT. L.A. STREET/INT. MAX'S CAR - DAY

**SUPER: ABOUT A WEEK EARLIER**

Morning rush hour. Max sits second in line in the left-turn lane. Blinker on. Let's really meet him:

*If you ask Max, he's reasonably content. He's smart. He's got a wry sense of humor. He's protective -- some would argue overprotective but he'd tell them to drop that tone of voice with their father.*

The CAR AHEAD OF MAX turns left as the light turns red. Everyone knows Max should make an LA left right now. But he just sits, calmly. The WOMAN in the SUV behind him honks.

Unperturbed, Max glances in the rearview and sees her flipping him off. She's got a KID next to her.

MAX

And the mother of the year award goes to...

INT. OFFICE - BULLPEN - DAY

There's APPLAUSE from a small group of BUSINESS PEOPLE in the bullpen. Max stands in the middle.

MAX

Thanks everyone. I heard there was a cake that met its end in a tragic fridge-to-counter fumble incident, but I appreciate the gesture. And now, unless we want to get really wild and, I don't know, do lines of Sweet'n Low, I regrettably think we all need to get back to work.

People start to disperse, back to their offices and cubicles. A YOUNG GUY comes up to Max.

YOUNG GUY

Congrats, boss. Twenty years is pretty big.

MAX

Yeah, it's like eighty percent of your lifetime. Let's not mention it again.

The guy's not sure how to respond.

MAX (CONT'D)

I'm kidding, Ian. I appreciate that you guys did all this. Really, thanks. Even though I know you're coming for my job one day.

IAN  
I'm not.

MAX  
You are.

IAN  
I am?

MAX  
I don't know. You're a much better analyst than I was when I started.

IAN  
I heard you sucked.

MAX  
Who'd you hear that from?

IAN  
You.

MAX  
Well, I have always been my own worst enemy. Go look productive, will you?

As Max peels off, he touches his forehead. Headache.

INT. MAX'S OFFICE - DAY

Max enters his office. More lived-in than fancy. He grabs an aspirin bottle and pops a few, then dials his phone.

MAX  
Hey, I had an idea. You. Me. Late afternoon beach trip. I'll cut out of here early, we haven't gone together all summer. -- Oh, I didn't know you were with Sandra. -- That's fine, but don't think you're getting out of this. We're reinstating the tradition before school starts. -- Yeah, see you at home.

He hangs up. Kinda bummed. He plays with a rubber band for a moment...then opens a file and goes to work.

EXT. POTTER HOUSE - EVENING

A nice, unassuming house in a nice, unassuming neighborhood.

INT. POTTER HOUSE - WALLY'S BEDROOM - EVENING

MUSIC BLARES as Wally applies dark eye makeup in the mirror.

*Meet Wally: she's half grown-up and half a kid and can't stand being in between. She's smart, stubborn, and fancies herself tough so she'd never let you see her cry.*

She starts to dig through her pile of various makeup. Can't find what she's looking for. She rifles through a drawer and comes up with the lipstick she wants.

Her eye catches on a beat-up photo she's unearthed. She picks it up: A BLONDE WOMAN (20s) with a baby. In the mirror, she tries to imitate the woman's facial expression.

MAX (O.S.)

Wally!

As if caught, Wally quickly tosses the photo down. On the back of it, we see written, "Wally, 6 mos."

INT. POTTER HOUSE - KITCHEN - MOMENTS LATER

Wally enters wearing dark red lipstick. Max's eyes go wide.

MAX

What's happening here, are you trying to be a French model?

WALLY

I just wanna look good, okay?

MAX

For the fancy leftovers I'm making?

WALLY

I'm going to the batting cages after dinner.

MAX

So you're trying to be Marilyn Monroe.

WALLY

I don't even know what that means.

MAX

It means that makeup's a bit much.

WALLY

No one ever got anywhere by not being bold and not taking chances.

MAX

Are you quoting Seventeen?

WALLY

I haven't read Seventeen since I was like thirteen.

MAX

Then why am I still paying for a subscription?

Wally shrugs.

MAX (CONT'D)

Are you going with Glenn tonight?

WALLY

Yes.

MAX

Who's driving?

WALLY

He is.

MAX

Not a chance.

WALLY

Dad!

MAX

Didn't he just get a ticket? You're not getting in a car with him.

WALLY

Maybe if you would let me get my license, I could drive myself, did you ever think about that?

MAX

Briefly. Then I sobered up.

WALLY

You're seriously not letting me go?

MAX

No, you can go. But I'm driving.

Wally lets out an exasperated sigh.

MAX (CONT'D)

Let's cool it on the dramatic arts, the leftovers are getting cold.

EXT. "ADVENTURE CITY" - BATTING CAGE - NIGHT

Wally swings at a ball and misses. Next to her, GLENN McGARRY (16, floppy hair, winning smile, an air of coolness), grins.

GLENN  
Not even close.

WALLY  
I told you I don't know what I'm doing.

Glenn puts his arms around her and the bat. Let's be clear: this is nothing but an excuse to grind on her. And judging by the fact that Wally's breathing's accelerating and her heartbeat's in her ears, she doesn't mind.

WALLY (CONT'D)  
This is such a cliché.

GLENN  
What about this?

WALLY  
What?

Wally turns to look at him. He kisses her.

WALLY (CONT'D)  
Still a cliché but I approve.

GLENN  
Well, I tried. Now you wanna make progress on these balls or not?  
(off her silence)  
Come on, that was funny.

But Wally's distracted by something she sees in the distance.

WALLY  
I'll be right back.

EXT. ANOTHER BATTING CAGE - NIGHT

A ball flies by Max. He doesn't swing. Another flies by. Again, doesn't swing. As he lets a third one by...

WALLY  
We want a hitter not an overbearing date-crasher.

Max turns, surprised by her presence. She looks pissed.

MAX

Are you ready to go?

WALLY

No, but you are. You said you were just dropping me off. Do you know how embarrassing it's gonna be for me if Glenn sees you?

MAX

I wanted to bat a little too. Not everything's about you.

WALLY

When I have plans that you hijack, it kind of is.

MAX

By the time I get into anything, you'd be calling for a ride, so --

WALLY

You're the one who insisted you drive! If you don't wanna go home, I am begging you to pretty please go anywhere else.

MAX

You know, one day you're going to start wishing you had me around. I'm actually a pretty cool guy.

WALLY

Keep dreaming, Elmer Fudd.

She opens the cage door and waits for him to leave.

MAX

Elmer Fudd? I'm cooler than Elmer Fudd.

INT. DIVE BAR - NIGHT

Max nurses a drink. On a small stage, a GUY WITH A GUITAR sings soulfully (read: makes pained faces and *almost* hits his high notes). Max grimaces after a particularly rough patch.

ANNIE

He goes platinum from here, right?

Max turns to see a friendly, fun woman, ANNIE.

MAX

Yeah. Then I take my face off and reveal I'm actually George Clooney.

ANNIE

That's odd, we can't both be George Clooney. Drop your pants, there's only one way to settle this.

MAX

You first.

ANNIE

Don't tempt me.

MAX

I'm Max.

ANNIE

Annie. So, we get Sad Thad off the stage and put you up there, what do you belt out?

MAX

You know, I don't really sing.

ANNIE

And to think I almost dropped trou for you. I'd do Mr. Tambourine Man.

MAX

Huh. Unexpected. Full Dylan?

ANNIE

(a la Bob Dylan)  
*Heyyyy Mr. Taaaambourine Man...*

MAX

That is truly something special.

ANNIE

Thank you. I take my accolades in the form of gin martinis.

MAX

Before we go any further: do I seem cooler than Elmer Fudd to you?

ANNIE

The bald cartoon character with a speech impediment? God I hope my standards haven't dropped that low.

Max smiles and motions to the bartender.

INT. DIVE BAR - A LITTLE LATER

Max and Annie are mid-drink, having a good time.

MAX  
Credit risk analysis.

ANNIE  
This is one of those times when narcolepsy would be so convenient.

MAX  
It's not as bad as it sounds.

ANNIE  
You're going to try to convince me of that, aren't you?

MAX  
Nope. We could talk about anything. Where do you come down on Libya?

ANNIE  
So you put on a suit, go sit in a cubicle...

MAX  
I've outgrown the cubicle, thank you very much.

ANNIE  
Well in that case, marry me.

MAX  
Not without checking your credit.

ANNIE  
If you ask Tom, it's pretty good.  
(to the bartender)  
Right, Tom?

MAX  
Admitting to being a dive bar regular. Ballsy.

ANNIE  
Shame is for schoolgirls.

Max cocks an eyebrow. Likes her. Then, his phone vibrates.

MAX  
Sorry, I just need to...

He checks the phone -- text from Wally. *"You can pick me up now if you want OR GLENN CAN JUST DRIVE ME."*

ANNIE  
Another woman?

MAX  
She's 16 and has half my DNA.

ANNIE  
How can I compete with that?

Max gives a bittersweet smile and pulls out his wallet.

ANNIE (CONT'D)  
Holster it, cowboy. It's on me.

MAX  
I can't let you do that.

ANNIE  
Don't worry, really it's on Tom. My credit sucks. But hey --

She writes her number on a coaster and hands it to him.

ANNIE (CONT'D)  
If you ever need a girl in a bar.

INT. POTTER HOUSE - LIVING ROOM - MORNING

Wally lies on the couch watching TV. Max enters.

MAX  
Hey, I -- is that Sesame Street?

WALLY  
Nothing good is on and this makes me feel smart.

MAX  
Right. I'm going to the doctor for these headaches I've been having.

WALLY  
I've said for years you should get your head checked out.

MAX  
Funny. Anyway, they might do an MRI if they think it's migraines so it could take a while.

WALLY

I'm going over to Sandra's in a bit  
so I won't even notice you're gone.

Wally turns back to the TV. Max heads for the door.

WALLY (CONT'D)

Hey, good luck or whatever though.

INT. HOSPITAL - MRI - DAY

Max lies inside an MRI machine. It's loud, claustrophobic.  
The MRI TECH, a nerdy guy, speaks to him through a mic.

MRI TECH (O.S.)

I always tell people to imagine  
they're in a spaceship. More fun  
than lying a scanner, right?

MAX

Do people ever die in these things?

MRI TECH (O.S.)

Please don't move your head.

Max shuts up. After a few moments:

MRI TECH (O.S.) (CONT'D)

Patients have died in there but not  
because of the machine.

MAX

They should put that in the  
advertising campaign.

Max closes his eyes, tries to block it out.

EXT. SOCCER FIELD - BLEACHERS - DAY

Wally and SANDRA, her preppy, girly best friend, who's  
currently painting her nails, sit in the empty stands.

WALLY

Wouldn't it be more fun to skip  
cheer camp and hang out with me?

SANDRA

Just because you don't like  
cheering other people on doesn't  
mean the rest of us can't.

WALLY

Whose idea was it to come watch Glenn play?

SANDRA

I'm pretty sure his because if you were actually watching the game, you'd have noticed by now that they've stopped playing.

Wally looks up -- the pick-up game they've been watching is paused. And Glenn, shirtless, is running up to them.

WALLY

Game's behind you, isn't it?

GLENN

You're getting really good at this sports thing. Zac's ditching out because he claims he sprained his ankle, so we need a goalie.

SANDRA

Is he okay?

GLENN

He's a drama queen. So, which one of you wants to fill in?

SANDRA

Wet nails.  
(off his look)  
Chipped nail polish doesn't make you a cheer captain, McGarry.

GLENN

Alright, Wally, you're up.

WALLY

You don't want me to do it. I will let every ball by and you will lose and you will regret it forever.

GLENN

I'll make it worth your while.

He smiles. She smiles. Totally melting.

EXT. SOCCER FIELD - DAY

Wally plays goalie, looking like a nervous wreck. Luckily Glenn and the others keep it pretty far away...

Until somebody wallops the ball and it flies directly at Wally. She sees it coming and doesn't move, paralyzed, she closes her eyes -- and it SMACKS HER IN THE CHEST.

She opens her eyes -- she's as surprised as anyone that she's holding the ball. She's panting. How did she pull that off?

Sandra CHEERS from the stands. Glenn runs over.

GLENN

Knew I wouldn't regret it.

He kisses her. A big, passionate, makeout kiss. It goes on and on. Co-sponsored by Energizer and Shakespeare. Time stops, angels get their wings, and Wally's BLOOD POUNDS IN HER EARS. They pull apart, she looks him in the eye -- and we CUT TO BLACK.

EXT. SOCCER FIELD - MOMENTS LATER - DAY

We hazily BLINK IN FROM BLACK. Wally's POV. On the ground, looking up at Glenn and Sandra.

SANDRA

Wally? Wally? What's your name?

WALLY

Wally.

SANDRA

*Full name.*

WALLY

Wallis Diana Potter.

SANDRA

Flying colors. You're okay.

Wally sits up. She glances at Glenn, who looks both concerned and freaked out. Wally's beyond embarrassed.

GLENN

You okay?

WALLY

Never better.

GLENN

That was crazy. Never seen someone pass out from catching a ball.

WALLY

What can I say? I'm one of a kind.

He takes Wally's hands and helps her up.

GLENN

It was a great block.

He tries to kiss her, she moves her head away.

WALLY

I need to keep all my oxygen to myself for a second. Still woozy.

GLENN

Want me to take you home?

WALLY

I didn't nearly die for you to forfeit the game. Finish winning. I'm gonna go sit, I'm good at that.

GLENN

Alright. But don't keep all that oxygen to yourself for too long.

He grins and runs towards the other players. Wally and Sandra head toward the stands.

SANDRA

That kiss? Romance novel. Was it as good as it looked?

WALLY

There was a distinct heart-racing quality about it.

SANDRA

No one has ever even thought of kissing me like that. I hate you.

WALLY

If he keeps it up, he's gonna land me in the hospital.

INT. HOSPITAL - HALLWAY - DAY

A closed office door that reads, "DR. HANLU LIN, NEUROLOGY."

INT. DR. LIN'S OFFICE - DAY

Max paces across from DR. LIN.

DR. LIN

Are you sure you don't want to sit?

MAX

I know you didn't pull me in here to tell me something good. I need to be up. Now what do I have?

DR. LIN

It's called a chordoma. It's a bone tumor at the base of the skull. It's slow-growing but malignant -- probably been there for years.

MAX

Jesus. Is there a version of "it's worse than it sounds" coming out of your mouth next?

Dr. Lin shakes his head.

MAX (CONT'D)

No. Okay. It's as bad as it sounds. Alright. So, what -- what do we do?

DR. LIN

The only effective treatment is surgery. Followed by radiation to make sure it doesn't come back.

MAX

Wow. That's...a lot.

DR. LIN

But I need to be completely candid with you. Because of the size and placement of the tumor -- look at it here on your scan -- surgery is complicated. If we'd been lucky --

MAX

I wouldn't have a tumor in my head?

DR. LIN

The lucky version of the tumor would have allowed us to do an endoscopic endonasal procedure. But to do a total resection would require a craniotomy, and --

MAX

Layman's terms.

DR. LIN

Any surgery is a risk. The patient could die on the table, not to mention post-op complications.

(MORE)

DR. LIN (CONT'D)

This one would involve proximity to the brain stem and -- sorry, bottom line: there is a very large chance that you don't survive the surgery.

MAX

And if I don't have it...

DR. LIN

It's hard to predict, chordomas are rare. Best guess? A year.

Max is silent, then:

MAX

What's this desk made of, mahogany? It's solid, right?

DR. LIN

What?

Max kicks the desk. Hard. Dr. Lin jumps.

MAX

Shit! That hurts. Sorry. I should have warned you I was about to...

DR. LIN

Usually it's fists and walls.

He motions to a patch on the wall that's clearly been painted over. Max stares at it, everything sinking in.

Off a POUNDING SOUND --

EXT. POTTER HOUSE - GARAGE ROOF - NIGHT

Max is top of the garage, pounding the roof with a hammer. THUD. THUD. THUD. Not really paying attention to what he's doing, he's pounding just because he can.

WALLY (O.S.)

Dad?

Max looks down below, Wally's out front.

WALLY (CONT'D)

Is there any particular reason you're hammering at 1 am?

MAX

I thought I'd finally fix the hole from that branch last fall.

WALLY

In the middle of the night?

MAX

Couldn't sleep.

WALLY

Right, home improvement is the next logical step.

MAX

I didn't think I'd wake you.

WALLY

I'm like the princess and the pea of eardrums.

MAX

Sorry. Go back to bed. I'll stop.

WALLY

Is everything okay?

Max looks at her. Messy hair, cartoon character pajamas, rubbing her arms in the night air. Just a kid.

MAX

Are you wearing your retainer?  
(off her silence)  
I didn't pay for braces so that --

WALLY

Yeah, I know. I'll put it in.

MAX

Good. Everything's fine. Just made a bad coffee decision, that's all.

Wally goes inside. Max tosses his hammer down and sits by the hole in the roof, stares out blankly.

Then he takes out his phone, debating something.

INT. DIVE BAR - NIGHT

Max, half-drunk, downs a drink. He's not looking great. Next to him sits an overwhelmed Annie.

ANNIE

Christ. I was your phone-a-friend?

MAX

I needed to tell someone who didn't have a vested interest in me.

ANNIE

True, my interest in you is strictly sans vest. Sans shirt, for that matter. Sorry. I make jokes in these situations. My therapist assures me it's charming. Wow, two for two. I don't have a therapist. Hey, let's talk more about you. Are you...having the surgery?

MAX

I don't see how I can risk it. My daughter's not ready for me to be dead in, I don't know, a week.

(beat)

Although I don't know how she'll be ready for me to be dead in a year, either.

ANNIE

You know, mine isn't the best, but I've heard that families are good at rallying in times like this. I'm sure she'll have people who will --

MAX

I'm an only child. Dead parents. I'm kind of it for her.

ANNIE

Yikes. You are...quite a sob story, my friend. She have a mom?

Max says nothing, just clenches his hand around his glass.

ANNIE (CONT'D)

That bad, huh?

MAX

I don't even know where she...

ANNIE

Oh come on. The guy I gave my first hand job to in high school wants to add me to his LinkedIn network, you can't find your baby mama somewhere in the dregs of the internet?

Max thinks about it for a while.

MAX  
You know what? You're right.

ANNIE  
He said, not at all surprised.

MAX  
But I think I can do one better  
than LinkedIn.

He gets up, a new urgency to him.

ANNIE  
Right now? You're blue-balling me  
again? Some nerve, this guy.

MAX  
Sorry, I --

ANNIE  
Max, I'm kidding. Go. Do.

Max starts off. Annie hesitates, then:

ANNIE (CONT'D)  
Hey Max?

MAX  
Yeah?

ANNIE  
I'm not a girl in a bar because I'm  
great at, you know, relationships.

She looks sad. Wishes it weren't true.

MAX  
Understood. Thanks for this.

ANNIE  
I hope you have the most wonderful  
year of your life.

INT. POTTER HOUSE - MAX'S STUDY - LATE NIGHT

Max rifles through a pile of mail and finds a postcard from  
NEW ORLEANS UNIVERSITY. It advertises the *CLASS OF 1987 25TH  
REUNION. AUGUST 11TH. VISIT OUR WEBSITE FOR MORE INFORMATION.*

Max pulls up the website on his computer. Amidst reunion  
information, he finds a "SEE WHO'S COMING!" link. Clicks.

He scrolls until he sees "**DALE SASSOON + 1 GUEST.**"

INT. MAX'S APARTMENT - NIGHT - FLASHBACK - 14 YEARS EARLIER

The place is a mess, toys, clothes, baby life. Max (early 30s) plays with TODDLER WALLY. He's next to a phone that's on SPEAKERPHONE, speaking to a voice we'll come to know as GUY.

GUY (O.S.)

So have you heard the news? About Wallis?

MAX

No.

GUY (O.S.)

Do you want to hear it? I don't know how much you want to know about your cheating ex-wife.

MAX

Usually not much but you seem to want to tell me.

There's a beat of silence.

MAX (CONT'D)

Guy?

GUY (O.S.)

Wallis and Dale got married.

As Max digests this news, we CUT BACK TO --

INT. POTTER HOUSE - MAX'S STUDY - PRESENT

Max stares at "**DALE SASSOON + 1 GUEST.**"

He looks to a framed photo of him and YOUNG WALLY at the beach. She's grinning wide, not a care in the world.

INT. POTTER HOUSE - WALLY'S BEDROOM - MORNING

Wally bounces around her room, music blasting. She's putting away clean clothes. She stops to dance, totally nerding out.

When she finally opens her eyes and sees Max in the doorway:

WALLY

What is the rule about knocking?

MAX

The door was open.

WALLY  
Can I help you?

MAX  
I printed out the driver's handbook for you to read. You're taking your permit test tomorrow.

Wally can barely contain her excitement.

WALLY  
*Finally.* Now I won't be the only junior who still can't drive.

MAX  
You need to pass on the first try. We're hitting the road Wednesday.

WALLY  
Wait, we're what?

MAX  
It's my 25th college reunion this weekend in New Orleans. We're going to make a trip of it.

WALLY  
You can't just spring this on me. I have things to do.

MAX  
What things?

WALLY  
Lots of things.

MAX  
Your boyfriend will still be here when you get back.

WALLY  
He's not my boyfriend.

MAX  
Did you break up?

WALLY  
We can't break up, we're not official. We're just hanging out.

MAX  
Is he taking advantage of you?

WALLY

What? What does that even mean?  
What's wrong with you?

MAX

You've been going out with him  
almost every day all summer and he  
won't commit to being your  
boyfriend? You don't know this yet  
because you're 16, but guys --

WALLY

Dad, stop. You don't understand and  
I don't want to talk about it. And  
I don't want to go to New Orleans.  
If you wanna go, I'm sure I can  
stay with Sandra for a couple days.

MAX

No, we're going together. I'm the  
dad trump card, the end. Study up.

He tosses a stack of papers on her desk and walks out.

Wally fumes for a moment, then follows.

INT. POTTER HOUSE - KITCHEN - MOMENTS LATER

Max enters with Wally on his heels.

WALLY

Why have you suddenly decided you  
want to see everybody from college?  
Do you even talk to them anymore?

MAX

That's the point. We'll reunite.

WALLY

Can't you get Facebook for that?

MAX

We've never taken a real road trip  
together. You'll love it.

WALLY

Nobody else is gonna bring their  
kid. It's weird. I don't wanna go.

MAX

Can you please just once make it  
not about you and do this for me?

(MORE)

MAX (CONT'D)  
I wouldn't ask if it wasn't a big deal.

Wally says nothing, just glares at him. Knows she can't win.  
Finally, she turns and opens the fridge.

WALLY  
We're out of orange juice.

MAX  
It's a quick walk to the Ralph's.  
Take a five from my wallet.

WALLY  
Now you're making me buy the freaking groceries?

MAX  
Driving's just one of many steps towards independence.

WALLY  
I don't even know what to do with you.

She storms out. Max deflates. He's not enjoying any of this.

EXT. POTTER HOUSE - DRIVEWAY - DAY

Max and Wally put bags in the trunk.

MAX  
That it?

WALLY  
Does it look like I have any more bags to put in?

MAX  
I could do without that tone.

As he closes the trunk, Wally moves to the driver's side.

MAX (CONT'D)  
Where you going?

WALLY  
I thought I was driving.

MAX  
Good one.

WALLY

How am I gonna learn if you don't let me?

MAX

Doing the basics in an empty parking lot does not make you ready for the LA freeways. Unless you've got a death wish.

WALLY

That's not out of the question.

MAX

I have something else for you.

Wally looks dubious. Max reaches in the backseat and pulls out a huge stack of college brochures that he hands her.

MAX (CONT'D)

Time to start talking college.

WALLY

That's two years away.

MAX

I should have started you thinking about it years ago. Come on, drop the pout and get pumped. We've got a big adventure ahead of us.

WALLY

No, none of that. You are not Don Quixote, I am not Pancho Villa, this is not some magical journey.

MAX

Sancho Panza. Pancho Villa was a Mexican revolutionary. You know, we should probably nix the Ivies from the list of schools you could get into.

WALLY

Shut up, I could if I wanted!

He grins as he gets in the car. In a huff, Wally gets in too.

Max backs out and they start off down the street. Here we go.

INT. MAX'S CAR - DRIVING - DAY

Max drives. Wally texts, trying to ignore him.

MAX  
Advertising.

WALLY  
I can't even get through Mad Men.

MAX  
Journalism.

WALLY  
I hate talking to strangers.

MAX  
Law. You can't tell me you don't  
love arguing.

Wally says nothing, she's too busy responding to a text.

MAX (CONT'D)  
Stop texting and talk to me.

WALLY  
I have nothing to say on this  
subject. But we could talk about  
something else. What do you think  
of velcro? Retro-cool or just lame?

MAX  
Why are you being so difficult?

WALLY  
Because being on this trip together  
does not mean we suddenly need to  
insta-bond.

MAX  
Fine.

Wally goes back to her phone. After a few moments...

MAX (CONT'D)  
You really haven't given any  
thought to what you want to study  
or who you want to be?

WALLY  
Oh my God, you act as if that's as  
bad as like memorizing Mein Kampf.

MAX  
At least that would show  
initiative.

Wally returns to her phone. Max gets in a lane to exit.

WALLY

What are you doing now?

MAX

I was going to let you drive, since we're out of LA. But if the fraulein doesn't feel ready...

Wally looks out at the open road, excited.

WALLY

I'm totally ready.

INT. MAX'S CAR/EXT. FREEWAY ON-RAMP - DAY

Wally drives slowly up the on-ramp.

MAX

You need to start speeding up so you can merge with traffic.

WALLY

I know, Dad.

MAX

You say that, yet you're going maybe 20 and they're doing 80. Damn it, this was a bad idea.

WALLY

You're stressing me out, Dad!

MAX

Feeling's mutual, kid.

They reach the top of the ramp. A CAR SPEEDS BY. Wally brakes to a stop. She looks out the window at the oncoming cars.

MAX (CONT'D)

Rule #1. Stopping is pretty frowned upon in high-speed situations. Now you need to wait for a break...

WALLY

Stop talking, I can do it!

Max cranes his neck to look at the cars speeding by.

MAX

There's a break.

Wally accelerates, then sees another car and --

EXT. FREEWAY ON-RAMP - DAY

Wally SLAMS ON THE BRAKES.

The car is still for a few moments. Then she pulls forward a couple inches -- and slams on the brakes again.

Inches forward...and does AGAIN.

And AGAIN. She is a jerky caterpillar of freeway mergers.

INT. MAX'S CAR - DAY

The car jerks and stops. Max white-knuckle grips the door.

MAX

You just need to commit and do it.

WALLY

I'm trying but there's like a billion cars!

A HORN HONKS. Max glances back; there's a car behind them.

MAX

We've gotta move. Now.

WALLY

If I just close my eyes and gun it, they'll let me in, right?

MAX

No! Under no circumstances do you close your eyes on the road, ever!

Wally stares at the traffic, her eyes wide with sheer terror.

EXT. FREEWAY ON-RAMP - MOMENTS LATER

Max and Wally get out of the car and rush around to the opposite doors. Max gives the other car an apologetic wave.

MAX

Sorry! Student driver!

WALLY

Dad, you're embarrassing me!

MAX

I think you managed that all by yourself, kiddo.

They get back in the car and Max takes off.

EXT. VEGAS STRIP - AFTERNOON

The Potters drive down the Vegas Strip...which always looks a little sad in direct sunlight.

INT. VEGAS HOTEL ROOM - EVENING

Max puts on a clean shirt. Wally emerges from the bathroom still in jeans and a t-shirt. She flops onto the bed.

Max watches her in the mirror as he buttons his shirt. She looks at her phone, then looks away. Two seconds later, does the same thing. Repeatedly.

MAX

What's going on with that phone?

WALLY

Nothing.

MAX

That twitch is not nothing.

WALLY

No, literally nothing. No response.

MAX

From who?

WALLY

Glenn. Are you getting good service here? I have full bars, but...

Max grabs her phone and puts it in his pocket.

WALLY (CONT'D)

Dad! What are you doing?

MAX

I would like you to focus on our time together tonight rather than your time not with your non-boyfriend. Got it?

WALLY

But I haven't heard from him all day! When he finally texts, I wanna be able to talk to him.

Max realizes she's being slightly pathetic; she does not.

MAX

You're not going out dressed like that, are you?

WALLY

What's wrong with it?

MAX

They won't let you near a casino floor looking like that.

WALLY

We're not just getting dinner?

MAX

I need you to look as close to 21 as possible. Can you do that?

Wally smiles mischievously, loving this mandate...

INT. CASINO - ENTRANCE - NIGHT

Max holds open the door as a glammed up Wally struts through. Short dress, smokey eyes, blown-out hair, she's succeeded at aging herself up...and Max is uncomfortable with all of it.

MAX

Where did you even get that dress?  
Did I pay for it?

WALLY

No. I exchanged some stuff I got for my birthday.

MAX

Like what?

WALLY

Maybe the cardigan you gave me.

MAX

I loved that cardigan. It was cashmere. You said you liked it.

WALLY

I did. It was just too big and they didn't have another size.

Max appreciates the lie. Sort of.

They drop it as they reach THE CASINO FLOOR. Buzzing with shiny chaotic excitement. Wally stares in gleeful awe.

WALLY (CONT'D)

What are we hitting first? I feel like you'd be good at blackjack.

MAX

Yeah, we're not here to gamble.

Wally furrows her brow: what has she gotten herself into?

INT. CASINO - SLOTS - A LITTLE LATER

Max and Wally walk among the slot machines. Wally stares longingly at all the machines they walk by.

MAX

Casinos exist to make money. For the casino owners. For every rare jackpot they pay out, do you know how many millions they take in? Are you listening to me?

WALLY

Trying not to.

MAX

The odds are stacked against the players. These machines are programmed with algorithms that --

WALLY

I'm not an idiot. Everyone knows it's unlikely you'll win big. But look around. Everyone's happy.

MAX

It's the adrenaline and the alcohol. Why do you think they give out free drinks?

WALLY

The drinks are free?

MAX

You're missing the point.

WALLY

No, I think you are. Look at them.

A YOUNG COUPLE at a CRAPS TABLE jump up and down excitedly.

WALLY (CONT'D)

This is like the most exciting moment of their life.

MAX

Until their luck turns, they lose everything, and wake up with upper thigh tattoos that say Veg-ASS.

WALLY

What, did that happen to you?

MAX

It was just an example. I need you to take this seriously, I'm trying to teach you something.

WALLY

I should have known when you said we were doing Vegas that something was up. A) It's out of the way and B) you don't like to have fun. But did we really come here just so you could lecture me?

MAX

I know that you've been waiting to come here on your own so I thought I should show you it's not --

WALLY

Yeah, I got the message. Don't come to Vegas, don't enjoy life, and don't ever do anything where the odds are stacked against you because you're only ever gonna lose. That about cover it?

Max gives her a look. Behind him, A MIDDLE-AGED WOMAN starts SHRIEKING excitedly. She's won big. Wally watches, entranced.

WALLY (CONT'D)

You're cracked, Dad. I'm totally coming here for my 21st birthday.

Max looks around. She's right, there's a lot of happiness. This is not going how he wanted.

MAX

Fine, you know what? Let's see how fun it can be to lose some money.

INT. CASINO - ROULETTE TABLE - MOMENTS LATER

The DEALER slides Max \$50 in chips. Max and Wally are the only ones at the table.

MAX

It's a ten-dollar minimum so we've got five chances.

WALLY

Assuming we lose.

MAX

Where do you want to start?

WALLY

Um...put one on red.

MAX

That it?

WALLY

Yup. Feeling pretty good about it.

The Dealer drops the ball and spins. Max and Wally watch, enraptured. The ball lands --

DEALER

15 Black.

MAX

There went the cost of a movie ticket. Where to next?

WALLY

Go red again.

Max puts a chip on red again. The Dealer spins. And...

DEALER

2 Black.

MAX

And now neither of us will be seeing Keanu Reeves's next movie.

Wally eyes the board. Hates losing. And being wrong.

WALLY

One on black. And...one on even.

MAX

Taking your bets up a notch.

WALLY

They say scared money doesn't win.

MAX

You watch too much TV.

He puts down the chips. The Dealer spins.

WALLY

Come on, come on, come on...

The ball goes around and around...and lands on 25. It's RED.  
Wally sighs dramatically.

DEALER

25 Red. Sorry.

MAX

This couldn't be going better.

WALLY

It's your money.

MAX

But I'm not upset thinking about  
the bottles of fancy Sephora nail  
polish you could have bought with  
the money you just lost.

Wally thinks about this. UGH.

MAX (CONT'D)

One chip left. Where do I put it?

WALLY

Whatever. You choose. This sucks.

Max looks at the board. Puts it down on **29**.

MAX

Your favorite number.  
(off her look)  
You wouldn't love any number as  
much as your birthday.

He nods to the Dealer, who seems amused by the two of them.  
She spins the wheel and drops in the ball.

Wally crosses her arms, annoyed as she watches it. Max  
watches her out of the corner of his eye, proud of himself.

The ball goes around and around...

Finally it drops down onto the spinning wheel. Max and Wally  
now both keep their eyes trained on it...

And the ball falls into the 29 slot.

WALLY

Oh my God, we won!

MAX  
Holy shit, we won.

DEALER  
29 Black. Nicely done.

Max stares in disbelief as the dealer counts chips.

MAX  
What's the payout on that?

DEALER  
35 to 1. Your night just got good.

Wally shrieks and hugs Max, who can't pretend he's not just as excited as she is.

MAX  
I just screwed up my entire plan.

WALLY  
I know, isn't it great?

MAX  
Let's get out of here, we'll go  
treat ourselves to a nice dessert.

WALLY  
Are you insane? We can't leave now.

MAX  
Not knowing when to stop is how  
people lose everything.

WALLY  
Keep the fifty you started with, at  
worst we'll end up even.

Max considers this. As she's giving him her best puppy dog eyes, a COCKTAIL WAITRESS comes up to them.

COCKTAIL WAITRESS  
Can I get you something to drink?

WALLY  
Whiskey soda for him, Long Island  
iced tea for me.

Max shoots her a look. The Waitress sizes her up.

COCKTAIL WAITRESS  
You're 21, right?

WALLY

Sure am.

The waitress nods and walks away.

MAX

You are not allowed drink a Long  
Island iced tea. Do you even know  
what's in one?

WALLY

I don't know, iced tea?

SECURITY GUARD

Excuse me, miss, can I see your ID?

Over the guy's shoulder, Max sees the cocktail waitress. This  
is her doing. Wally tries not to panic.

WALLY

Uh...

MAX

Did you leave it in the room again?

WALLY

Yeah. I don't think I have it here.

SECURITY GUARD

When's your birthday?

WALLY

May 29. 19...

She can't figure out the math.

MAX

--91. Sorry, she's just in from  
Russia. She's an actress. Great on  
the American accent -- you should  
hear her Canadian -- but not fully  
fluent. Numbers muck her up.

The guard is not buying a word of this. He stares at Wally.

WALLY

Da. Borscht. Nadia Comaneci.

SECURITY GUARD

I need to ask you to leave.

MAX

Yeah, we were just on our way.

He takes Wally's arm, grabs his chips, and they walk away.

MAX (CONT'D)

Nadia Comaneci isn't even Russian.

WALLY

I bet *that's* the part where he caught onto us.

MAX

You had to try to get a drink.

WALLY

(with a shrug)

Scared money doesn't win.

EXT. CASINO - NIGHT

Max and Wally walk away from the casino.

WALLY

Hey, can I have my phone back?

MAX

Didn't think you'd last this long.

He gives her the phone. She checks it, nothing. She tries to hide her disappointment. Max says nothing, disappointed too.

WALLY

Well...what now?

EXT. EMPTY PARKING LOT - NIGHT

Wally drives, maneuvering up and down the parking aisles. Driving practice. As we watch the car we hear:

MAX

If that were a car you would have just torn off its back bumper.

WALLY

Well it's not a car, it's a painted white line.

MAX

You have to use your imagination.

WALLY

I'm imagining you taking a vow of silence right now.

MAX

Are you sure your lights are on?

As their bickering continues, we go to --

EXT. FREEWAY - DAY

The Potters zoom along. An '80s SONG plays on the radio.

INT. MAX'S CAR - DRIVING - CONTINUOUS

Wally's driving. Max quietly sings along to the song as he looks out the window, not even conscious that he's doing it. Wally gives him a look, kind of amused, then...

WALLY

Hey, what happened with your doctor the other day? Is it migraines?

MAX

No, just -- stress headaches. The doctor says I'll have fewer of them if you're nicer to me.

WALLY

Tell him good luck with that.

Wally's phone buzzes in the cupholder. She tries to look --

MAX

Don't even think of trying to look at your phone and drive.

Wally looks at the road. But the curiosity is killing her.

WALLY

Is it from Glenn? Just look at the front screen, don't read it.

MAX

New message from Glenn McGarry.

Wally nods. Still curious. Debating her options.

WALLY

Do you wanna make a pit stop?

MAX

We just did 20 minutes ago.

She eyes the phone again. Can't take it.

WALLY

Okay, will you read it? If it looks like something you shouldn't see then stop, but you know I haven't heard from him in a day so I just wanna make sure he still has all his limbs and stuff.

MAX

For the record, I'm opposed to this idea.

WALLY

I don't love it either.

Max reads the text, an intense face on. Wally panics.

WALLY (CONT'D)

Stop reading. This was a mistake, forget whatever you just saw.

MAX

It's fine. I think. It's hard to decipher. A lot of abbreviations.

WALLY

It's a text. What do you want, MLA format and a bibliography?

Max reads the text slowly as he deciphers it:

MAX

*Hey babe, sorry I missed -- that's m-i-s-t -- you yesterday, was at the becah -- I think he means beach -- with Zac n Amy n my batt died.*

WALLY

He was there with Amy?

MAX

Apparently so. The kid really can't spell "missed"?

WALLY

She's his ex. Why would he go with her? And why would he tell me?

MAX

Maybe it's another Amy.

WALLY

There is no other Amy.

MAX  
There's only one Amy?

WALLY  
Will you text him back?

MAX  
Come on, I don't --

WALLY  
Please? Just, "Call you later."

Giving in, Max starts to type.

MAX  
Is that "you" with the traditional  
spelling or half-literate or --

WALLY  
Shit.

Max looks up and sees what she sees: FLASHING POLICE LIGHTS.

MAX  
How fast are you going?

WALLY  
Um...95.

MAX  
Wally!

WALLY  
I was distracted!

MAX  
You should have been keeping your  
eye on the speedometer! If you  
can't do that one simple thing --

Wally tries to switch lanes so she can pull over, but A CAR  
appears from her blind spot and HONKS. She SWERVES back.

MAX (CONT'D)  
*Look before you change lanes!*

WALLY  
I did look, I didn't see him!

MAX  
You need to get over or this is  
going to become an actual chase.

WALLY

I can't, they won't let me in!

Max looks back. A CAR passes. And another. Then --

MAX

You're clear, go now.

But Wally's paralyzed by fear.

MAX (CONT'D)

Wally, go now!

WALLY

Someone's gonna sneak up again!

MAX

I'm not going to let someone hit you. You're still clear, go *now*.

Wally scrunches her eyes closed and moves into the next lane.

MAX (CONT'D)

Did you just close your eyes?!

WALLY

I was too scared to look!

Wally moves over to the shoulder, and as she slows...the POLICE CAR drives right on by. Wally stops the car.

WALLY (CONT'D)

WHAT?! That wasn't even for me?

MAX

Are you kidding me? You should be exuberant that it's not about you.

WALLY

Except I almost just died for nothing! My heart's gonna explode.

Max heaves out a sigh and unbuckles his seatbelt.

MAX

While your life is flashing before your eyes, hop out. I need you not behind the wheel right now.

EXT. FREEWAY - DAY

Max and Wally zoom through the desert, the lone car on this particular stretch of road. **THIS STARTS A MONTAGE...**

EXT. FREEWAY REST STOP - DAY

There's a giant map on the wall. Max points out where they are -- somewhere in Arizona. But Wally's not paying attention, she's furiously texting. Unhappy about something. Max sighs and looks back at the map.

INT. DINER - DAY

Max and Wally eat. Nearby, a TODDLER keeps turning to look at Wally. The MOTHER looks at Wally, smiles. Wally does too. The woman turns back to her daughter, but Wally keeps watching. And Max watches her.

EXT. MAX'S CAR - DAY

Max and Wally talk as Max drives. Then, abruptly, she points to a fire-and-brimstone looking billboard that says in big letters "JUDGMENT DAY IS COMING: ARE YOU READY FOR THE END?"

While Wally seems to find it ridiculous, Max eyes it with an inscrutable expression. Then Wally's distracted by a text; she reads it and frowns.

EXT. SCENIC OVERLOOK - SOMEWHERE NEAR EL PASO - EVENING

The overlook shows mountains in the deserty distance.

Max sits on a bench, eating a fast food burger. A few yards away, Wally paces on the phone. **WE END THE MONTAGE...**

...and hear Wally's conversation. As she talks, she chucks small rocks over the ledge as far as she can throw them.

WALLY

He said they're trying to be friends so it's not awkward, but it sounded kinda sketchy. So...I maybe did something I shouldn't have.

WE INTERCUT WITH:

INT. SCHOOL GYM - SAME

We're TIGHT ON Sandra. She's in a cheer uniform.

SANDRA

Did you break up with him?

WALLY

How could I break up with him?  
We're not officially together.  
Which was the whole point. I told  
him maybe we should be official.

SANDRA

Oh boy.

WALLY

Even my dad thinks it's weird we're  
not!

She glances toward Max, who's pretending to be oblivious as  
he eats. But as soon as Wally turns away, he watches her.

SANDRA

So I'm guessing he said no?

WALLY

He's not sure if he "can handle a  
relationship" but he's gonna think  
about it. What does that mean?

SANDRA

You know my mom's rule. Boys are  
dumb. This is just him taking that  
to a 'roided out level.

WALLY

I guess...

SANDRA

Bright side: you're still together  
even if's not official. He'll come  
around. I mean we all know nobody  
gets their way more than you do.

WALLY

Yeah. That's true.

SANDRA

I would love to talk you through  
this, but I actually have to go.  
I'm killing everyone's arms.

REVEAL Sandra is held up by CHEERLEADERS, the group's flyer.

WALLY

You're hazing the new girls again?

SANDRA

Hazing's a strong word.

WALLY

Well, enjoy. And thanks.

She hangs up, sits with Max, and unwraps her burger. She sees tomato on it and grimaces. Max grabs the tomato and eats it.

WALLY (CONT'D)

What would I do without you?

MAX

Know where we are right now?

WALLY

Scenic overlook at mile marker x?

MAX

That's Mexico you're looking at.  
We're on the border of two worlds.

(beat)

Are you okay? With whatever's --

WALLY

I'm fine. You wouldn't get it.

MAX

Why not?

WALLY

Maybe because you haven't dated  
anyone in like sixteen years?

Max hesitates. Then:

MAX

That's one version of history.

WALLY

Wait, what?

MAX

Don't talk with food in your mouth.

WALLY

Who did you date?

MAX

Just, you know. Women that I met.

WALLY

Like who? When?

MAX

Like...I don't know. Susan from the  
dry cleaner's.

WALLY

Who's she?

MAX

She was a woman I met at the dry cleaner's. Named Susan.

WALLY

How long did you date?

MAX

Maybe a month? Turned out she had a doberman. That tells you everything you need to know about her.

WALLY

This whole time you've been dating people and not telling me.

MAX

You think those conversations would have gone well for either of us?

Wally considers it.

WALLY

Was there anyone serious?

MAX

No. You'd have known if there was. But I never wanted to...you know, risk messing anything up. With our life. That's why I never told you.

WALLY

Why are you telling me now?

MAX

Because we're on the border of two worlds, I guess.

(then)

You done? We're almost to El Paso.

He gathers up their trash and walks toward a trash can. Wally watches. A new understanding of him. Maybe even respect.

INT. MAX'S CAR - LATE AFTERNOON

Wally's driving. Max leafs through her college booklets.

MAX

You thinking big school or small school?

(MORE)

MAX (CONT'D)

I guess it will probably depend on what you decide you want to major in. Any progress made on that?  
(off her silence)  
Are you even listening to me?

WALLY

Is the front of the car smoking?

Max looks ahead: the front of the car is definitely smoking.

EXT. SMALL TEXAS TOWN - LATE AFTERNOON

A one-strip tiny Texas town.

EXT. SMALL TOWN MECHANIC - LATE AFTERNOON

Max and a MECHANIC stand at the car. Wally sits in the shade.

MECHANIC

Good news is, serpentine belt can be replaced. Bad news is, we don't have any in stock. Rod's on his way into town with a mess of parts now.

MAX

How long will that take?

MECHANIC

'Bout three hours.

MAX

Is he stopping to attend a wedding or a bar mitzvah or something?

MECHANIC

Long drive.

MAX

Okay. Fine. We'll wait.

MECHANIC

Thing is, we're closing in an hour.

MAX

What is this business model? Is there another mechanic in town?

MECHANIC

No sir, but there's no need to get riled. I can replace it first thing in the morning.

MAX

We need to be on the road tonight,  
we have to be somewhere tomorrow.  
Is it safe to drive?

MECHANIC

Without the serpentine, overheating  
engine's just the start of your  
troubles. No power steering, no --

MAX

Can you stay open? I'll pay extra.  
Double. Whatever it takes.

MECHANIC

I'm afraid first thing in the  
morning's the best I can do.

Max's stress level rises as he calculates what this means...

INT. SMALL TOWN MOTEL ROOM - NIGHT

Max is in the bathroom, washing his face. Wally's on her bed.

MAX

We need to be there when it starts.  
I don't want to miss anyone.

WALLY

Who are you so excited to see?

MAX

No one you know.

WALLY

Are you trying to rekindle some  
college romance? Because using your  
kid as tail bait is pretty sad.  
Even if I am charming and show off  
the best of your gene pool.

MAX

This conversation is inappropriate.

WALLY

Well, you're being cagey.

MAX

You need to be up and ready to go  
at 8. We should call it a night.

WALLY

I got it the first three times.

INT. SMALL TOWN MOTEL ROOM - BATHROOM - CONTINUOUS

Max closes the door and pops open his aspirin bottle. He drops a few into his palm, stares at them for a moment.

He looks at his head in the mirror. Touches the back, the vicinity of the tumor. Can't feel anything weird.

With a sigh, he takes the aspirin.

INT. SMALL TOWN MOTEL ROOM - LATER - NIGHT

Max is asleep. Wally's in her bed, face illuminated by her laptop. She's chatting with Glenn. She writes, *"did you think about it at all?"* And then nervously awaits his response.

Glenn writes back, *"ya im just worried about startin school n just being really busy w stuff."*

This response does nothing to soothe Wally.

Glenn: *"but u no how i feel about u ;)"*

Wally: *"yeah."*

Glenn: *"all good?"*

Wally: *"yeah. of course."*

Of course what she means is, not at all.

She hears VOICES outside the window and gets up to look. In the parking lot, she sees a GROUP OF FRIENDS, late teens or early 20s, standing around a truck. Drinking beer, laughing.

A GIRL kisses one of the guys on the cheek. He puts his arm around her and points to the sky. They all look up.

Wally watches, curious. Jealous. She glances at Max, asleep.

EXT. MOTEL PARKING LOT - NIGHT

Wally walks toward the group of friends. The only girl, JEN, notices her first. She gives Wally, who's now awkwardly adjacent to their circle, a friendly smile.

WALLY

Hey. I, uh...saw you guys hanging out. Just wanted to...thought I'd come see what's going on.

RUSTY (20), a real good ole boy, holds out a beer.

RUSTY  
Want a drink?

WALLY  
Um...yeah. Sure. Thanks.

RUSTY  
I'm Rusty.

WALLY  
Wally.

RUSTY  
That's a new one. This is Jen,  
Hunter, and Q.

Everyone says polite hellos. Wally takes a sip of the beer.  
Tries to pretend it isn't disgusting.

HUNTER  
There's another one.

Everyone looks up. Light streaks across the sky. A meteor.

RUSTY  
Reckon it's about time we head out.  
(to Wally)  
Wanna watch the shootin' stars?  
'Bout to be a whole show of 'em.

WALLY  
A meteor shower?

RUSTY  
Big one. You ain't heard about it?  
Not a thing that happens much.

Wally glances toward the motel, hesitating.

JEN  
Aw, I'm tired a being the only girl  
around. Come along. Bet it's like  
nothin' you ever seen.

Wally looks up at the beautiful open sky.

EXT. PICKUP TRUCK/COUNTRY ROAD - NIGHT

Wally rides in the truck bed with Rusty and Q. She just sips  
her beer and looks out at the world. She catches Rusty's eye.

RUSTY  
Almost there.

Wally nods and looks up. Another meteor crosses the sky. And another. And another. We come down off the sky --

EXT. FIELD - NIGHT

...to the parked truck. Music playing. Everyone gathered around, staring up. Wally's on the truck bed next to Rusty.

JEN

It's even better than I thought it'd be. Whatcha think, Dubya?

WALLY

It's...magical.

RUSTY

Like nothin' you ever seen?

WALLY

You can't see anything like this in LA. All the lights and smog...

Q

That's why Texas's the greatest state God ever made.

HUNTER

Amen to that.

They all raise their beers in solidarity. Wally does too. Everyone drinks -- Q chugs the beers he's double-fisting.

The song on the radio changes to a SLOW COUNTRY SONG.

JEN

Hunter, it's our song!

HUNTER

This ain't our song.

JEN

Is too. Dance with me, baby.

HUNTER

Yes ma'am.

The two rise and start a tipsy slow dance. Q lets out a huge belch, then lies down on the ground, staring at the sky. Wally's endeared by all of it. Rusty notices her expression.

RUSTY

I reckon you'll remember this the rest of your life, Dubya.

WALLY

Yeah, I reckon so too.

They share a smile....and then Wally leans in for a kiss.  
Rusty backs away.

RUSTY

Whoa.

Wally jumps off the truck, mortified.

WALLY

Oh my God, I'm -- I'm so sorry.  
That was -- I didn't --

RUSTY

It's just that I got a girlfriend.

WALLY

I'm an idiot.

RUSTY

(with a smile)

Nah, I'm just real good-looking.

Wally stares at the ground, completely embarrassed.

RUSTY (CONT'D)

It's my fault, I didn't mean to  
make you think...

WALLY

Let's pretend it never happened?

RUSTY

Alright.

Still awkward. Wally opens a beer and takes a long drink.

WALLY

Well...what's your girlfriend like?

RUSTY

Caroline's the smartest, prettiest  
girl I ever met. She's the only one  
of us to go off to college. It's  
just a small place, but I'm so  
proud of her. She doesn't know it  
yet but I'mma marry her one day.

WALLY

How long did it take you to know  
you wanted to be her boyfriend?

RUSTY

First time I met her, I guess. But I'm what they call an emotional jump-the-gunner.

WALLY

What do you mean?

RUSTY

Told her I loved her by date three.  
(smiling)  
I like you. They all gimme hell for thinking she hung the damn moon.

WALLY

I wish more guys were like you.

She hops back on the truck and lies back to watch the sky.

INT. SMALL TOWN MOTEL ROOM - MORNING

A BEEPING ALARM CLOCK wakes Max up. He turns it off.

MAX

Am I showering first or are you showering first? Walls. Wake up.

No response. He looks over -- and notices her empty bed.

MAX (CONT'D)

Are you in the bathroom?

Nothing. He gets up, opens the door, which opens to the terrace/outdoor stairwell. Wally is nowhere.

Max grabs his phone and dials her. It goes to voicemail.

WALLY (O.S.)

Hey it's Wally, speak if you want.

MAX

Hey. Where are you?

EXT. SMALL TOWN MOTEL - MOMENTS LATER

Max heads downstairs, dialing again. Again, voicemail.

At the bottom of the stairs, there's a sign for the POOL. Max follows it. But when he reaches the pool...it's empty.

INT. SMALL TOWN MOTEL - OFFICE - MOMENTS LATER

Max bursts into the office. A MIDDLE-AGED BIKER COUPLE, tatted up and grizzly, chat with the mid-20s RECEPTIONIST.

BIKER WOMAN

You know any of 'em?

RECEPTIONIST

They ain't released the names yet.

BIKER MAN

(off Max's look)

Some drunk kids ran off the road last night. All in the hospital.

MAX

Wow. That's awful. Have you by chance seen a teenage girl wandering around here?

RECEPTIONIST

No sir.

MAX

Anywhere around here a teenager might wander off to?

RECEPTIONIST

Don't think so. But you know, a group of kids was hanging around last night. They all went out to a field to have some fun and watch the meteors.

MAX

That sounds...exactly like the kind of thing she'd get herself into. Do you think they'd still be there?

RECEPTIONIST

Sorry, sir, I don't know.

MAX

(then, it hits him)

They couldn't be the ones who ran off the road, could they?

The receptionist shrugs, no idea. Max's panic rises rapidly.

MAX (CONT'D)

Where's the field? Shit, nevermind, my car's in the shop. This town doesn't have taxis, does it?

RECEPTIONIST

No, sir.

MAX

I have to call the police. Or the hospital. I have to --

BIKER WOMAN

Lenny?

BIKER MAN

I'm with ya, Betty.

BIKER WOMAN

Boss, we'll give you a lift.

Max is out the door practically before she finishes speaking.

EXT. COUNTRY ROAD - DAY

Lenny the biker roars down the road. Betty rides with Max, his arms wrapped tightly around her. He's wearing her helmet and is, by the way, still wearing a t-shirt and pajama pants.

EXT. FIELD - DAY

Wally walks around holding her phone up -- the "trying to get a signal" walk. The others search the ground for something.

HUNTER

No idea where you mighta threw 'em?

Q

Nope. Why would you give 'em to me?

Any response is drowned out by the sound of the motorcycles. Everyone looks at the bikers as they pull to a stop. Wally's utterly confused as Max takes off his helmet.

WALLY

Dad?

MAX

What the hell is wrong with you?

WALLY

I've been trying to call you but I can't get a signal.

MAX

Sneaking out in the middle of the night? With a bunch of strangers?

(MORE)

MAX (CONT'D)

Drinking? Did you even consider for a second what it would be like for me to wake up and find you weren't there? Of course you didn't, you never think of anyone but yourself! Do you have any idea how grounded you are when we get home?

WALLY

We all fell asleep. I'm really, really sorry.

MAX

What were you doing here? Who are these people?

WALLY

There was this meteor shower...

MAX

And you couldn't see it from the motel? Come on, we're going.

RUSTY

Sir, honestly, she didn't --

MAX

Kid, I'm this close to reporting you for kidnapping, so just stop.

Max shoves his helmet in Wally's hands.

MAX (CONT'D)

Put this on. Lenny, can you --

LENNY

I got her.  
(to Wally)  
Hop on, Calamity Jane.

The bizarreness of the biker situation now sinks in with Wally as she climbs on behind him and Max gets behind Betty.

WALLY

You know my dad...how?

LENNY

You oughta not pull somethin' like this again. Damn near killed him.

Wally looks over at Max, who's only now starting to regain color. He rubs his temples, a headache.

Before Wally can say anything, both bikers take off.

INT. FAST FOOD JOINT - DAY

Max and Wally eat silently, things between them still tense.

MAX

Just so we're clear, in no sliver of a universe are you now allowed to ride anyone's motorcycle.

WALLY

Who would I know that has one?

MAX

Apparently I don't know who you know or what kind of things you do.

WALLY

Dad, I'm really sorry. I just...I wish you could have seen what I saw last night. The whole sky was full of shooting stars. I know it sounds dumb but...it was the most amazing thing I've ever seen. It made me feel like, really small, you know?

Max softens at her uncharacteristic earnestness.

WALLY (CONT'D)

Have you ever seen a big meteor shower like that?

MAX

No. I haven't.

WALLY

One day, when me being an asshole is behind us and there's gonna be another, we should go back to that field. Just because we can. I feel like getting to see a meteor shower in a place like that is something you should do before you die.

The words hit. Max tries to ignore them. But can't.

MAX

I have to -- I'll be right back.

INT. FAST FOOD JOINT - NEAR THE BATHROOM - MOMENTS LATER

Max yanks the men's room door. It's locked. He pulls a couple more times, frustrated, then turns and heads for the exit --

EXT. FAST FOOD JOINT - CONTINUOUS

Max steps outside just as a BIG FAMILY walks in. He gets caught in them, jostled around a bit.

Finally he makes it out, he can have a moment alone...except there are people in an outdoor seating area, eating.

He keeps walking, increasingly anxious. He goes around the side of the building. There's no one in sight...

So he can double over and heave. Just for a moment before he straightens up and tries to get it all out. He paces back and forth. Kicks an empty bottle. Lets out a:

MAX

Fuck!

He hears voices and looks over -- TWO BOYS, about 13, round the opposite corner. They don't see him and start to light up cigarettes. A manic Max walks towards them.

MAX (CONT'D)

Hey! What's the matter with you?  
You shouldn't be smoking, you're  
just kids! Don't you know this is  
bad for you? Give me those.

Max grabs their cigarettes, throws them down.

BOY #1

Yo!

MAX

Yo? Is that the best you got? Come  
on, tough guy, bring it!

The boys glance at each other and quickly start walking away.

MAX (CONT'D)

Yeah you better go! Go on! Next  
time I won't be here to keep you  
out of trouble! I won't be here to  
do anything! I won't be here, you  
understand that? I won't be here!

Of course there's no response -- the boys are long gone.

Max slumps against a dumpster, alone with this weight.

EXT. BANQUET HALL - EVENING

A banner proclaims: "NEW ORLEANS UNIVERSITY CLASS OF 1987."

People are milling about, going in...there's a lot of energy.

INT. BANQUET HALL - BATHROOM - EVENING

But here, there's stillness. Max eyes his tie in the mirror. It looks perfectly tied. Not to him. He yanks it undone, starts to tie it again.

He finishes. Straightens his blazer. Examines himself...and once more pulls apart the tie knot.

INT. BANQUET HALL - ANTECHAMBER - EVENING

Max exits the bathroom, tie-less. He's accosted by Wally, who's waiting next to a table of name tags.

WALLY

I can't decide if this is cheesy  
cheesy or funny cheesy. Thoughts?

She holds their name tags up: one says "Max Potter," the other, "I'm With Max Potter" with an arrow pointing sideways.

Max takes his and glances at the table. He sees the "Dale Sassoon" pair. So, they're not here yet.

MAX

I think we should get a drink.

INT. BANQUET HALL - LATER

It's a big party in here. There's a band -- middle-aged guys who still want to be punk rockers -- on a stage to the side.

Max and Wally stand at the bar, waiting for their drinks.

MAX

Don't slouch. Stand up straight.  
And don't cross your arms like  
that, you look defensive.

WALLY

What is with the posture police?

MAX

I just want people's first  
impressions of you to be good.

WALLY

What people? You have yet to say hi  
to anyone. Are you stress-sweating?

The bartender hands them their drinks. Max takes a big swig.

MAX

Okay. Listen. You're going to meet someone tonight who --

MAN (O.S.)

If you don't give me the biggest bear hug of your life right now, I'm going to cut off your arms and wrap them around myself in a very sad and pathetic way.

Max turns to see GUY THORTON, a big charming gay guy who lives to entertain. Max is thrilled to see him. They hug.

MAX

How the hell are you, man?

GUY

I'm -- pause button. Am I looking at Wallis Junior right now?

MAX

This is Wally. Wally, this is Guy.

Wally straightens up and uncrosses her arms.

WALLY

Hi.

GUY

You, mademoiselle, could not look more like Wallis Senior if you tried. Wallis Senior pre-romance with platinum bleach, that is.

(then)

Is it okay to say that? Or do we not speak her name?

WALLY

It's okay. As long as you think she was pretty.

GUY

She was a solid 8 and a half, I'd give you at least an 8.7.

WALLY

That's it?

GUY

Lighten up a little on the eyeliner and I might renegotiate to a 9.

WALLY

I kind of hate-like you.

GUY

I feel the same way. About myself, you I already love. Bravo, Maxwell, you managed not to ruin her.

MAX

You wonder why I haven't kept in touch.

GUY

We must go find my husband. He wants to meet you.

MAX

You're married?

GUY

Alas, my balls have finally been chained. Unhear that, Junior.

WALLY

Done.

GUY

He's that-a-way. Walk with me.

He leads the way across the room.

WALLY

Why were you so nervous for me to meet him? He's cooler than you are.

She hurries to catch up to Guy. Max scans the room, searching for the person he's really there for.

INT. BANQUET HALL - NEAR THE STAGE - A LITTLE LATER

Max, Wally, Guy, and SAMUEL (hot, younger than Guy, with a southern twang) stand around a table. Max looks at every blonde woman who walks by.

SAMUEL

This band is awful.

GUY

They always were. It's sad to see them so paunchy and still so off-key. Potter, why aren't you up there reliving your glory days?

WALLY  
What glory days?

GUY  
What glory days? Papa Bear here was one of the broodiest singers this side of the Mississippi.

SAMUEL  
What side? Aren't we on the Mississippi?

WALLY  
You used to sing?

MAX  
We don't need to talk about it.

GUY  
I desperately wanted him to go pro. All I ever asked of you, Maxwell, was to become a legend and orchestrate a meeting between me and Cher. You're a terrible friend.

WALLY  
Were you really that good?

Across the room, Max finally sees who he's been looking for.

MAX  
Stay here.

He takes a deep breath and heads off. They all watch him.

GUY  
His ass used to look better. Sorry, Junior. You can unhear that, too.

Wally keeps watching Max -- she can tell something's up, but doesn't know what.

Max moves through the crowd. His anxiety building.

He's watching a good-looking, MONIED GUY talking to a BLONDE WOMAN, whose back is to Max. She laughs. Intimate. Familiar.

It's Dale and Wallis. Max stops a few feet short of them, just watching. He finally gathers his courage --

When the woman turns, revealing *she's someone he doesn't recognize*. This isn't Wallis. He's confused. Keeps watching. The woman starts talking to other people in their vicinity.

Definite false alarm. But before Max can retreat...Dale catches his eye. They obviously recognize each other. Max steels himself and walks over. The tension's palpable.

MAX

Hi Dale.

DALE

Max. Haven't see you since...

MAX

A week before Wallis left me?

DALE

Right.

MAX

Is she here? Where is she?

DALE

Uh...wow. I just assumed you knew.

MAX

Knew what?

DALE

Honey?

Dale taps the blonde woman, pulls her from her conversation.

DALE (CONT'D)

Max, I want you to meet my wife, Corinne. Max and I were roommates senior year. We ended up moving to LA together.

CORINNE

So nice to meet you! Tell me, is LA as bad as he says? He never wants to take a trip there!

Max just stares at Corinne's "I'm With Dale Sassoon" tag. If she's with him, *Wallis isn't here*.

DALE

Max, you look like you need a drink. Hon, I'll grab you another.

INT. BANQUET HALL - BAR - MOMENTS LATER

Max and Dale reach the bar.

DALE

Gotta tell ya, ton of faces here I don't remember. Did you see --

MAX

Enough small talk. Now that we're not going to ruin your wife's image of you, where's Wallis?

DALE

We got divorced years ago. She left me too, man.

MAX

Some soulmates.

DALE

Well, you know her...

MAX

Not well enough, apparently.

DALE

Never satisfied for long. She met someone new.

(beat)

I've thought about you. Really regret what we did to you. We're in the same boat, man. It's fifteen years too late, but...I'm sorry.

MAX

Did you have kids?

DALE

No.

MAX

Then our boats aren't even in the same marina.

DALE

You're right. Sorry. How is little Wallis?

MAX

She goes by Wally. And don't pretend you care.

DALE

Hey, I was just trying to...

MAX

Where's Wallis now?

DALE  
Boca Raton. Married a judge.

MAX  
What's his name?

DALE  
Henry Gower. Sounds like a prick,  
doesn't he?

Max just gives him a look.

DALE (CONT'D)  
Let me buy you a drink. It's the  
least I can do.

MAX  
It's an open bar, asshole.

He turns to walk away.

DALE  
You know, Max, I may be the bad guy  
here, but don't pretend you were  
some innocent victim.

Max turns back and pushes him. Caught off guard, Dale  
stumbles back a step. It catches people's attention. Max puts  
his hands up -- no more -- and walks away.

INT. BANQUET HALL - A LITTLE LATER

Max sits against the wall in a corner. Looking...totally  
defeated. Across the room, he sees Wally with Guy, Samuel,  
and a few others, all chatting. Guy says something, Wally  
laughs. She looks happy.

Max pulls out his phone and opens the internet browser. Types  
in "Wallis and Henry Gower, Boca Raton."

INT. BANQUET HALL - A LITTLE LATER

Wally's showing her phone to Guy and Samuel.

GUY  
I'd have been in love with him in  
high school too.

SAMUEL  
That hair.

WALLY

I know. So why would I try to kiss another guy?

GUY

Dollface, let me talk to you about something called C<sub>2</sub>H<sub>5</sub>OH.

(off her look)

Alcohol. Hold on, I'll allow you a moment to revel in the realization that I'm both fabulous and a biomedical engineer. Moment over, the point is, everyone makes dumb decisions when drunk. Don't beat yourself up about it. Unless you've been thinking about truck-boy.

WALLY

I was pretending it didn't happen until you dragged it out of me.

SAMUEL

Here's the real question: if cutie was with us, would he be showing us pictures of you?

Wally thinks about it, unsure. She sees Max approaching.

WALLY

Don't tell my dad any of this.

GUY

I am a chamber of secrets.

(as Max joins them)

So, Maxwell, Junior's been catching us up on your trip. Your Vegas venture seems a far cry from your thigh tattoo days.

WALLY

Wait, Veg-Ass was real?! Dad! You're never gonna live that down.

MAX

Thanks, Guy.

GUY

Why on earth would you keep that deliciousness a secret?

MAX

Wally, you do not have permission to get a tattoo.

GUY

All hail, king of the drags. Now who's ready to hit the dance floor?

MAX

Actually, I think it might be time we start heading out.

GUY

Don't be intimidated by my gangnam.

MAX

No it's just, long drive tomorrow.

Wally cocks her head: what's going on?

EXT. BANQUET HALL - NIGHT

Max strides towards the parking lot. Wally follows, a couple steps behind in her high heels she hasn't quite mastered.

WALLY

Dad, hold up.

She stops, takes off her heels.

MAX

I said when you bought those you wouldn't be able to walk in them.

WALLY

No, hold up about everything. I wasn't gonna make a scene but I need an explanation. I thought you wanted to hang out here for a day. Why are we going home tomorrow?

MAX

We're not. We're going to Florida.

WALLY

What? No. The deal was you guilt me into leaving my life to come to your reunion with you. Your reunion which you said was really important and we drove for days to get to but that we're leaving after a couple hours. What is going on? Guy wasn't who you wanted me to meet, was he?

MAX

No.

WALLY

So? Who's in Florida? I'm not going unless you tell me.

Max knows he's out of options. So...

MAX

Your mother. I think it's time for you to meet her.

NOT what Wally was expecting.

WALLY

Why?

MAX

Because...you're at an age where I don't have all the answers anymore. You're becoming a woman.

WALLY

Does she want to meet me?

MAX

How could she not?

WALLY

That's not an answer. Does she know we're coming?

MAX

No.

WALLY

But what if she --

MAX

Do you want to meet her?

Wally considers this. Something she's never been allowed to consider before.

WALLY

I've *always* wanted to meet her.

MAX

Well then, we're going to Boca Raton. Come on, kiddo.

He grabs her heels from her and puts his arm around her shoulder. They start walking to the car.

WALLY

Why did we come to the reunion?

MAX

I thought she'd be here. Did you see the guy I was talking to?

WALLY

The douche-y Armani vibe guy?

MAX

We moved to LA together. He introduced me to Wallis. And years later, she left me for him. But it turns out she left him too. Karma's quite the bitch.

WALLY

She left for *that* guy? That guy reeked of ass-hat! What does he have that you don't have?

MAX

Not much, apparently.

Wally thinks about all this. Doesn't like it.

MAX (CONT'D)

Hey, are you hungry? That food --

WALLY

Totally sucked. I'm starving.

MAX

Good. I know somewhere great.

EXT. CAJUN RESTAURANT - PATIO - NIGHT

This is all local color. Zydeco music plays, it's raucous and energetic. Max looks comfortable, enjoying it all.

Wally, deep in thought, sucks on a straw in a cup of just ice, making a slurpy sound. Max pulls the cup away from her.

MAX

You know that drives me crazy.

WALLY

Sorry. I wasn't paying attention.

MAX

I noticed. What's up?

WALLY

What was it like when I was born?

MAX

There were a lot of bodily fluids.

WALLY

With her. Was she happy?

MAX

What kind of question is that?

WALLY

I don't know. She left.

MAX

It wasn't because of you.

Wally doesn't look sold.

MAX (CONT'D)

Listen to me. Her leaving was not about you. It was my fault. And I never want to hear you thinking otherwise. Do you understand me?

WALLY

Yeah.

MAX

Good.

A SERVER brings a platter of boiled crawfish and puts it down between them. Wally looks disgusted.

MAX (CONT'D)

This looks great, thanks.

SERVER

Holler if you need anything else.

WALLY

You said they would be like shrimp.

MAX

They are.

WALLY

They have faces.

Max ties a disposable bib the server left around his neck.

WALLY (CONT'D)

You've gotta be kidding me.

With a grin, Max twists off a crawfish's tail and sucks its head. Wally's horrified.

WALLY (CONT'D)

Gross! Did you just eat its brain?

MAX

Not sure. Try one.

WALLY

No way.

MAX

You said you were hungry.

WALLY

Not anymore.

MAX

You're missing out.

Max breaks into the tail for the meat. Wally grimaces.

MAX (CONT'D)

Wallis loved these things.

WALLY

You were here with her? When?

MAX

When we first got married. She wanted to do Mardi Gras. I showed her all my old haunts.

WALLY

And she ate these?

MAX

By the pound.

She eyes the crawfish. It's like they're staring back at her.

WALLY

What was she like back then?

MAX

She was...adventurous. I bought her flying lessons once for her birthday. When she took off, I wasn't sure she'd ever come down.

WALLY

Will you buy me flying lessons?

MAX

You are out of your pretty little mind, my dear.

(MORE)

MAX (CONT'D)  
 (he keeps thinking)  
 Wallis was driven. And tough. And  
 honestly, hard to get to know. But  
 once she let you in, you were in.  
 (hard to admit)  
 You're a lot like her.

Wally takes this in as she watches him crack open a tail.

WALLY  
 Maybe I'll try one. But I don't  
 wanna touch it.

Max hands her the meat from his. She eats it. He waits...

WALLY (CONT'D)  
 You're right. It's good.

MAX  
 See? I know things.

WALLY  
 Will you open another for me?

MAX  
 Nope, but I'll show what to do.  
 (off her look)  
 You'll never be able to eat them on  
 your own if I don't teach you how.

WALLY  
 I don't think crawfish are gonna  
 become a regular thing in my life.

MAX  
 Life is long. You never know. Bib  
 up, sometimes they squirt.

Reluctantly, Wally grabs one of the plastic bibs.

EXT. NEW ORLEANS HOTEL - NIGHT

The sign outside says "Welcome NOU Reunion."

INT. MAX'S CAR - CONTINUOUS

As Max and Wally unbuckle, Wally notices a RED CONVERTIBLE,  
 top down, pulling in a couple spots down.

WALLY  
 Dad. That's him, isn't it?

She points to the other car -- as Dale and Corinne get out.

MAX

Yeah. That's him.

WALLY

Ugh, he's leaving the top of his midlife crisis car down? Everything about him oozes "tool."

They both watch as Dale and Corinne walk toward the hotel.

WALLY (CONT'D)

We have to do something to him. We have to avenge ourselves in some small insignificant way.

MAX

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

WALLY

He is the reason you don't have a wife and I don't have a mom. What if we never get this chance again?

MAX

Point taken. What are you thinking?

WALLY

Car, obviously.

MAX

We're not slashing his tires.

WALLY

Of course we're not slashing his tires, we're not criminals. What's something gross that you wouldn't want to find in your car tomorrow?

MAX

Shaving cream, eggs...

WALLY

Have an original thought, Dad. What's something that says *us*?

Max thinks, watching Dale with his arm around Corinne.

WALLY (CONT'D)

I got it. Buckle back up.

EXT. NEW ORLEANS HOTEL PARKING LOT/EXT. DALE'S CAR - NIGHT

Boiled crawfish bounce across the backseat of Dale's car.

Wally's emptying a giant plastic bag of them. Max has another bag he dumps in the front seats.

MAX

It's kind of shame to waste these.

WALLY

This is the least wasteful thing  
we've ever done.

They both empty their bags and step back to admire their work. Pounds of bright red crawfish all over the car.

MAX

He's never getting the smell out.

WALLY

It still needs something.

MAX

That's about 8 pounds of crawfish,  
what more could it need?

WALLY

I'm not sure.

They both think about it.

MAX

Do you have a marker, something to  
write with?

Wally digs in her purse.

WALLY

No, but I can offer you...the  
lipstick you hate.

She holds out the tube of lipstick.

EXT. NEW ORLEANS HOTEL PARKING LOT/EXT. DALE'S CAR - MORNING

The sun rises over Dale's car...full of crawfish, with "SUCK  
IT" written across the windshield in dark red lipstick.

INT. NEW ORLEANS HOTEL ROOM - MORNING

Wally's alone in the room, on Skype with Glenn.

GLENN

Dude, that's crazy. So when are you coming back?

WALLY

I have no idea.

GLENN

Bummer. Zac's band's playing at this cool party in Hermosa next week. We coulda gone.

WALLY

Yeah. But I get to meet my mom...

GLENN

You're right, that trumps it.  
(off her silence)  
What's up, you seem bummed.

WALLY

I'm not, I'm just...

GLENN

I know what'll make things better for you. Or at least for me.

INT. NEW ORLEANS HOTEL ROOM - BATHROOM - CONTINUOUS

Max steps out of the shower, towels off.

WALLY (O.S.)

I'm not doing a strip-tease!

Max looks toward the door, eyes wide.

INT. NEW ORLEANS HOTEL ROOM - CONTINUOUS

Back to Wally, who can't tell if Glenn's kidding or not.

GLENN

You know you want to.

WALLY

Are you confusing "you" and "I"?

GLENN

Look, it's easy. I'll go first.

Glenn slowly pulls off his shorts so he's in only his boxers. Thinks he's really suave.

WALLY  
You're in this alone, McGarry.

GLENN  
No fair. I'm bored.

INT. NEW ORLEANS HOTEL ROOM - BATHROOM - CONTINUOUS

Max has his ear pressed up against the door, on the verge of a total meltdown. Glenn's talking, Max can't hear him.

MAX  
Kid, I swear to God, I will come to  
your house and --

He hears Wally murmur something. He pushes his ear against the door as hard as he can.

MAX (CONT'D)  
You're not that girl. Don't be that  
girl.

WALLY (O.S.)  
Alright, you asked for it.

MAX  
Oh dear God, Wally, don't --

Max squeezes his eyes shut and throws open the door --

INT. NEW ORLEANS HOTEL ROOM - CONTINUOUS

Wally, fully dressed, almost collides with Max on her way to the bathroom. She gives him an annoyed look.

WALLY  
Since when do you take so long to  
primp? I have to pee so bad.

She moves past a confused but relieved Max into the bathroom.

Max glances at her laptop. No sign of Skype, but her wallpaper is a photo of Glenn. Max eyes him.

MAX  
I will mess you up, you little  
twat.

The photo, predictably, says nothing. Max glares another beat...then closes the computer on Glenn's face.

EXT. FREEWAY ON-RAMP/INT. MAX'S CAR - DAY

Wally drives up the on-ramp. Max checks out the traffic.

MAX

You're doing good, just don't stop.

Wally gets to the top, sees a break, and goes for it. It seems fine -- until a PICKUP TRUCK comes up from nowhere, HONKS AT HER -- scaring her into SWERVING onto the shoulder as the truck glides into the empty next lane.

WALLY

Crap!

MAX

You alright?

WALLY

Yeah.

She moves back into the lane. All is well. Max eyes her. Wants to say something. Finally...

MAX

Hey, I want to talk to you about Glenn. I don't think the way he talks to you is --

WALLY

You know, everyone Guy introduced me to last night kept asking if you were still singing and whether you were more John Hiatt or Tom Petty these days and stuff like that.

MAX

This is the one time you don't want to talk about you?

WALLY

I'm growing.

MAX

You're deflecting.

WALLY

Semantics. They said people paid to hear you. Is that true?

MAX

Why is that so hard to believe?

WALLY

Because I've never heard you sing.

MAX

Yes you have.

WALLY

I don't mean bopping along to the radio or when you used to sing "My Wally Lies Over the Ocean" to put me to sleep.

MAX

Well, for a while I was really serious about music. I thought I could make a living off it.

WALLY

Until one day you woke up thinking, my life would be so much cooler if I got a job where I wore loafers?

MAX

Exactly.

WALLY

No, really.

MAX

Really, you know I love a good Italian loafer.

WALLY

Dad.

MAX

Singer-songwriter isn't really a career you can bet on, so I went for a path that seemed livable.

WALLY

So...you were a chicken.

MAX

Hey.

WALLY

Well you were, right?

MAX

No. I was responsible.  
(off her look)  
Maybe a responsible chicken.

WALLY

You could've still played for fun.

MAX

I tried for a while. It was like picking a scab.

WALLY

I feel like there's this whole part of you I don't know.

MAX

You know the important parts. Loves loafers, always right...

WALLY

Will you sing something for me?

MAX

No.

WALLY

Come on.

MAX

Not happening.

WALLY

Did...she think you were good?

MAX

Yeah, but...not good enough to make a go at it. She was a tough critic.

Wally furrows her brow as she thinks about this. They pass a "WELCOME TO FLORIDA" sign.

EXT. FLORIDA GAS STATION - EVENING

Max "supervises" (leans against the car eating a bag of chips) as a sullen Wally pumps gas.

MAX

Give it a good shake before pulling it out to make sure no gas drips.

WALLY

I *know*.

MAX

Watch the tone.

Wally jams the gas nozzle back into its slot.

MAX (CONT'D)  
Hey, Groucho, what's up? You've  
been in a mood all day.

WALLY  
Nothing.

MAX  
Is it Glenn?

WALLY  
Why would you assume that?

MAX  
You haven't texted much.

WALLY  
He's just busy.

MAX  
So what then?

WALLY  
Nothing.

MAX  
Wally.

WALLY  
I wish I knew when we started this  
trip that I was gonna meet my mom.

MAX  
I'm sorry I didn't tell you.

WALLY  
I'm not mad, I just...would have  
brought nicer clothes. It's gonna  
be the first time I meet her. I  
really want her to like me.

She looks at him and for the first time in maybe a long time,  
he sees a nervous, vulnerable little girl.

INT. CLOTHING BOUTIQUE - EVENING

Max sits alone outside a dressing room. An EMPLOYEE comes by.

EMPLOYEE  
Just wanted to let you know, I  
really need to lock up here in  
about 15 minutes.

MAX

Thanks. I really appreciate you letting us sneak in here like this.

With a nod, the woman walks away.

MAX (CONT'D)

Walls, come on. I thought you were going with the yellow dress. The yellow dress looked great.

WALLY

I'm just trying on one more.

MAX

We only have 15 minutes, so --

Wally comes out of the dressing room. She's wearing a simple white sundress -- she looks young and lovely and girlish.

WALLY

What do you think of this one?

She twirls in a circle. Max is totally melting.

MAX

You look...

WALLY

Too Anne of Green Gables?

MAX

Just the right amount Anne of Green Gables.

WALLY

So this one or the yellow one?

MAX

Both. Keep this one on. There's something I want to do tonight.

INT. JAZZ CLUB - NIGHT

This place is a bit shabby but has a cool, old school vibe. A jazz band plays, a few couples dance, most lounge and drink. Max and Wally stand at the entrance, taking it in.

WALLY

Awesome.

MAX

Yeah. Awesome.

WALLY

Explain to me why we're here?

MAX

Because every father should teach his daughter how to dance before her wedding day.

WALLY

Pretty sure you've got tons of time before we need to worry about that.

MAX

I'm worried my time will be up before I know it.

Wally can sense something's up. Isn't sure what.

WALLY

Is this about her? Because it's not like I'm gonna pick her over you or something. Even if she turns out to be like as cool as Idina Menzel or Hillary Clinton or someone, you're still gonna be my favorite, Dad.

Max tries to pretend he's not tearing up. Wally notices and is unsettled by it, looks away. He puts his hand out to her.

MAX

Let's dance, Walls.

WALLY

I don't really know what I'm doing.

MAX

That's why I'm here.

He puts her hand on his shoulder, puts his on her waist. He starts to dance. She watches their feet as they move.

WALLY

Did I ever stand on your feet to dance as a little kid?

MAX

No. I tried to get you to. You always chose to be difficult.

WALLY

That doesn't sound like me at all.

Max tilts her chin so she's looking up.

MAX

Trust yourself.

Wally works to be graceful without looking down.

MAX (CONT'D)

A good man will take you dancing.

WALLY

What?

MAX

You're going to meet a lot of guys in your life. You'll like some, you'll hate a lot, you might love a few. But I don't want you to marry someone unless he's a good man.

WALLY

Okay...

MAX

And a good man will take you dancing. If you want him to. I'm not saying he needs to be Fred Astaire or part of the Moscow ballet company, but if you want to dance, he'll jump at the opportunity to spin you a little. 'Cause he'll just want to make you happy. Are you listening to me?

WALLY

Yeah.

MAX

With all those guys you meet -- and believe me, just the idea of that makes me need a beta blocker -- I don't want you to ever want someone who doesn't want you back. Because you're special, kid. You've got a fire inside you. And life is going to pull some crappy moves to try to put it out. But if that happens, I want the guy next to you to be striking a match on his boot to help you light it again. I don't want you next to a guy who's looking the other way or didn't show up with his boots on. Will you promise me that?

Wally's now the one tearing up. But she gets out:

WALLY  
Yeah, I promise.

MAX  
Alright. Good then. That's all I  
wanted to say. A good man'll take  
you dancing.

And with that, he twirls her. She's not quite sure what she's  
supposed to do, but she makes it work.

We watch them dancing for a little while, a shroud of sadness  
over Max...because he knows it's the only father-daughter  
dance he's ever going to get.

EXT. JAZZ CLUB - NIGHT

Wally and Max walk down the sidewalk toward their parked car.  
Quiet, each lost in their own thoughts. It's peaceful.

Until Wally's phone rings. She digs it out of her bag.

WALLY  
(answering)  
Hey Glenn.

Max sighs to himself. He's gotten nowhere with her.

WALLY (CONT'D)  
Not much. Just walking. What about  
you, what'd you do today?  
(she listens, then)  
I'm glad you called because there's  
something I want to tell you. Next  
time when you think of calling me  
when you get bored of everything  
else, don't. In fact, you can  
pretty much stop calling me at all.  
Maybe I just needed to get away  
from you making my heart race to  
see that you don't actually make me  
feel special. Maybe you just have  
really impressive pheromones, I  
don't know. But I guess what I'm  
saying is I've realized you kind of  
suck. So have a good night. *Babe.*

She hangs up, calmly, and puts the phone back in her purse.

Max says nothing, just silently hands her the keys as they  
reach the car. As she walks around to the driver's side, he  
allows relief to take over his whole face.

INT. MAX'S CAR/EXT. WALLIS GOWER'S HOUSE - DAY

Max and Wally sit parked in the car, staring at WALLIS GOWER'S HOUSE. It's gorgeous. One of many on a perfectly manicured, these-people-got-money kind of block.

They're both nervous as hell.

WALLY

We're really getting out this time.

MAX

Whenever you're ready.

Wally unlocks the door...then locks it again.

WALLY

Still not ready.

MAX

I didn't imagine the house being so nice and...

WALLY

Scary.

MAX

Yeah.

WALLY

Dad, I can't do this.

MAX

Yes, you can. You're a doer. You face things. I've always admired that about you.

WALLY

Not this time.

MAX

Walls. It's going to be fine.

WALLY

No, we can't be like, "ding-dong, hi ex-wife, look who's here, the baby you left behind, like her dress?" I can't just show up on her doorstep unannounced. It's too cliché. You have to go first and prep her, then come get me.

MAX

I think you're --

WALLY

Please. I don't wanna surprise her.

Max stares at the house another beat, then leans over and kisses the top of her head.

MAX

See if you can keep from, what did you call it? "Stress-sweating" through that dress while you wait.

EXT. WALLIS GOWER'S HOUSE - MOMENTS LATER

Max stands at the door. Gathering himself.

He rings the doorbell. After a few moments, WALLIS GOWER (mid-40s) answers. She looks a lot like Wally but more done-up and put together. She seems surprised and worried to see Max.

WALLIS

Max.

MAX

Hi.

WALLIS

What are you doing here?

MAX

I was in the neighborhood.

WALLIS

My neighborhood?

MAX

Maybe neighborhood's a stretch.

WALLIS

How did you find me?

MAX

I ran into your ex-husband. He sends his regards. Actually that's a lie, I don't know why I said that. It's a thing you say, right?

WALLIS

You haven't said why you're here.

MAX

Do you think I'd come looking for you after fifteen years of radio silence if it weren't important?

WALLIS  
No, I guess not.

He waits for her to invite him in. Wallis hesitates.

WALLIS (CONT'D)  
You know, why don't we go to the porch to talk. My housekeepers's here. We can go around the back.

Wallis starts to walk around the back of the house. Max eyes the door -- because this is a little weird -- but follows. As they walk around, he casually glances at Wally in the car.

INT. MAX'S CAR - CONTINUOUS

Wally's in the driver's seat, pressed against the window. She watches anxiously until Wallis and Max are out of sight.

Then she lifts up one of her arms and checks out her armpit. There's definitely sweat forming on the dress.

WALLY  
Shit.

She glances in the back -- there's a box of tissues. She grabs a couple and starts stuffing them in her armpits.

EXT. WALLIS GOWER'S HOUSE - BACK PORCH - A LITTLE LATER

Max and Wallis sit across from each other. There's a WIND CHIME hanging above them that Max watches as it jingles.

WALLIS  
It's inoperable?

MAX  
Might as well be.

WALLIS  
I'm so sorry. I mean that. You shouldn't have to go through this.

MAX  
I've had that thought. You know, I figured at some point you'd get over the wind chime thing.

WALLIS  
What's there to get over?

MAX

I don't know. Nothing, I guess.

(beat)

I assume you know why I'm here.

Wallis says nothing, but of course she does.

MAX (CONT'D)

You're her only family.

WALLIS

How is there no one else?

MAX

Once bitten, and all that.

She just gives him a look.

MAX (CONT'D)

We're not here to talk about me.

We're here to talk about our daughter. Who needs her mom now.

WALLIS

But I'm not her mom. I put that piece of myself to rest years ago.

MAX

Well, wake it back up. She's a great kid. She's smart, funny...she got your love of makeup and my snort when she laughs too hard.

WALLIS

I hate that snort.

MAX

I know. But you'll love her.

Wallis thinks about it, starts to soften...

WALLIS

She's a lipstick girl?

MAX

Yeah, of all the genes you passed down, it had to be that one?

(beat)

I'm not asking you to drop everything and join the PTA. She just wants to meet her mom.

Wallis darkens again.

WALLIS

I'm sorry about everything that's happening, but...I can't.

MAX

Is it because of Henry?

WALLIS

No.

MAX

So he knows she exists.

WALLIS

Max.

MAX

I know nothing about this is ideal. Trust me that I know that. But she's your daughter.

WALLIS

She stopped being my daughter the day you answered her birthday card with papers to give up custody.

MAX

Don't punish her for what I did.

WALLIS

I'm not punishing anyone. I just have a new life now. And I can't risk complicating it.

MAX

So. She gets that from you.

WALLIS

What?

MAX

I ride her all the time for only thinking about herself. But that's your M.O., isn't it? You ever find that "real happiness" you were looking for?

WALLIS

Stop. You don't have the right to --

MAX

Did you hate your brief stint at motherhood that much?

At that moment, the back door opens and Wallis's SON (about 8) comes out. He looks at them, then yells back in the house:

WALLIS'S SON

Found her, McKayla! Mom, Justin called and said his mom said we could go swim, can we?

Max stares in speechless disbelief as Wallis's daughter MCKAYLA (5) also runs out. She looks like a mini-Wallis. Which means she bears a lot of resemblance to Wally, too.

WALLIS

I'll take you in a little while.

He runs back in the house. McKayla stays.

WALLIS (CONT'D)

Princess, go back in with Brayden.

MCKAYLA

I'm hungry.

WALLIS

Tell Marta I said you can have a snack. She'll make you something.

MCKAYLA

I want you to make it.

WALLIS

Mommy can't right now. Ask Marta.

McKayla starts crying. Wallis pulls McKayla to her.

WALLIS (CONT'D)

Shhh, Mickey, don't do that.

(to Max)

I'm truly sorry about everything. But I'm their mom now. They're my happiness. I have to go.

She stands up, taking McKayla's hand. Upset, Max rises too. He puts his hands over McKayla's ears. Mother and daughter look equally confused.

MAX

You should know that you leaving was the best thing that ever happened to me. Because I got all of Wally for 15 solid years. So I guess what I'm saying is thanks for being such a...

(MORE)

MAX (CONT'D)  
 (he eyes McKayla)  
 Just, thanks.

He lets go of McKayla and gives her a friendly pat on the head. Wallis now covers McKayla's ears.

WALLIS  
 Well then, shouldn't you be  
 thanking the bar slut who started  
 it all? Or is she harder to find,  
 since you didn't know her name?

MAX  
 It wasn't the same thing.

WALLIS  
 You're right, it wasn't. At least I  
 cheated for love.

She lets go of McKayla's ears.

WALLIS (CONT'D)  
 Let's go find your brother, baby.

She goes inside with McKayla.

Max is left with just his guilt and that damn wind chime.

...which he yanks down and throws as far as he can into the yard. He turns and sees a HOUSEKEEPER watching him from the bay window right behind him.

MAX  
 You going to do something about it?

Startled, she drops the curtain and disappears. Max slumps back down in a chair -- *how is he going to tell Wally?*

INT. MAX'S CAR - DAY

Wally has the A/C blasting with her arms up so it blows right at her armpits. She sees Max emerge from the house.

EXT. MAX'S CAR/EXT. WALLIS GOWER'S HOUSE - CONTINUOUS

Wally gets out, pulling tissues out of her dress.

WALLY  
 What's she like? What did you say?  
 What did she say? Are we going in?

MAX

Little glitch in the plan, kiddo.

WALLY

She doesn't want to meet me.

She looks so sad, it breaks Max's heart. And so...

MAX

No, she does. She just has friends over right now and can't get away. We're coming back. Tomorrow.

WALLY

Oh. Okay. That...sucks. But thank God I didn't stain my dress.

Max says nothing. He's letting the lie he just told sink in.

WALLY (CONT'D)

So what are we gonna do today then?  
(off his shrug)  
You wanna finally get in your father-daughter beach time?

EXT. PATH TO BEACH - DAY

Max and Wally walk down a long path. Max is in his own head.

WALLY

Sandra claims the Atlantic is way different than the Pacific. Although the only time she was here was her grandma's funeral in like third grade, so I'm not sure how much I believe her.

(off his silence)

Okay, I'm out of bullshit to ramble about, what happened when you talked to her? I am dying, here.

MAX

I told you what happened.

WALLY

You gave me the Great Illustrated Classics mega abridged version. So, you're at the door, ding-dong. You go around the back -- why?

MAX

She didn't want to disturb the others.

WALLY  
Who were they?

MAX  
The painters. They were inside.

WALLY  
Wait. Before you said friends.

MAX  
When?

WALLY  
When we were at the car, you said  
she had friends over.

MAX  
Oh, I misspoke. She's getting a  
"butter cream" living room.

Wally nods. She half-believes this, but then...

WALLY  
Why are you lying to me?

MAX  
I'm not.

WALLY  
There was no painter's van there.

MAX  
They were just some young guys from  
the neighborhood, it wasn't a  
professional operation. Why are you  
hung up on this?

WALLY  
Because I'm not stupid. A couple  
with a house that nice and a lawn  
that manicured and a Porsche that  
waxed in the driveway does not hire  
some kids from the neighborhood to  
paint their house.

As Max racks his brain --

WALLY (CONT'D)  
I thought you weren't gonna lie to  
me anymore, Dad! I thought we were  
in this together.

MAX  
We are, of course we are.

WALLY

So what aren't you telling me?

She stares at him hard, all worked up. He can't say anything.

WALLY (CONT'D)

I was right. She doesn't want to meet me, does she? Don't lie.

MAX

(defeated)

She has two kids. She says she can't be your mom too. Come here.

He tries to hug her, but she pulls away and keeps walking. Completely heartbroken. Willing herself not to cry.

MAX (CONT'D)

Wally, stop, come on, let's talk about this.

A few steps ahead of Max, Wally walks onto THE BEACH...

And sees a NAKED COUPLE sunbathing. She looks the other way -- a NAKED OLD WOMAN gets out of the water. Everywhere she looks, EVERYONE IS NAKED.

WALLY

What is wrong with you, you brought us to a freakin' nude beach?

Max eyes go wide as he sees what she sees.

MAX

I didn't know it was a nude beach. I just GPSed the nearest one.

WALLY

Really killer parenting, Dad.

Wally turns to go back -- but a NAKED JOGGER stretches behind them. He gives her a wave. Mortified, she turns back around.

WALLY (CONT'D)

I can't believe this is happening.

MAX

You can never tell anyone that I brought you here.

WALLY

I would die before I'd tell anyone about this.

(MORE)

WALLY (CONT'D)

Now will you let me know when the naked lunger is gone so I can get out of here without being further scarred by this day?

Max glances at the jogger, just as uncomfortable as she is.

A NAKED STONER approaches. Wally and Max avert their gaze.

NAKED STONER

You looking to buy?

Max looks up. Wally might implode.

MAX

To buy...?

NAKED STONER

Moon cabbage.

MAX

Excuse me?

WALLY

Weed, Dad!

MAX

Yeah, I know it's weed, Wally, although I don't like that you do.  
(to the Stoner)  
We're not interested.

NAKED STONER

No worries. First-timers?

MAX

We're no-timers, actually.

NAKED STONER

Don't be nervous, let it all hang out, bro.

The guy eyes Wally up and down with a grin.

NAKED STONER (CONT'D)

You too, little lady.

Wally looks up. Max throws his hand over her eyes.

WALLY

Dad!

MAX

We're leaving.

He keeps her hand over her eyes and pivots her around. She pulls and tugs at his hand.

WALLY

Stop it, stop touching me, just stop!

MAX

Wally, calm down.

WALLY

No, I don't wanna calm down!

She manages to pull his hand away.

MAX

Jesus, I think you scratched me.

WALLY

Did you think I wouldn't figure out Wallis didn't wanna see me? Or were you gonna lie again tomorrow, and the next day, and the next day?

MAX

I clearly didn't have a plan, I just didn't want to see you sad.

WALLY

Well that worked out perfect.

She wipes away a rogue tear.

WALLY (CONT'D)

How old are her replacement kids?

MAX

They're not replacements.

WALLY

Maybe you don't know the definition of the word.

MAX

Her son is maybe 7. Daughter's about 5.

WALLY

What are their names?

MAX

Brayden and McKayla.

WALLY

Those are the dumbest names ever.

MAX

She was just overwhelmed with everything I told her. She'll come around when --

WALLY

I really don't wanna talk about it, can we please go?

MAX

Yeah, we can go.

They start back up the beach path. Max tries to put his arm around her but she shrugs it off.

EXT. FLORIDA HOTEL ROOM - BALCONY - THE NEXT MORNING

Max sits on a small balcony attached to the hotel room.

He's got coffee and his bottle of aspirin. He's staring out blankly at the parking lot that is his view, just trying to figure things out.

It doesn't seem to be going well.

He hears a loud THUD from inside the room.

MAX

Wally? You alright?

INT. FLORIDA HOTEL ROOM - CONTINUOUS

Max comes in to find Wally with both their suitcases packed and ready to roll.

MAX

What's going on?

WALLY

I'm ready to go home.

MAX

We're not leaving.

Wally opens the door and rolls out with both their suitcases.

MAX (CONT'D)

Hey, stop!

Wally keeps going down the hall. Max races to get shoes on.

INT. HOTEL ELEVATOR - MOMENTS LATER

Wally jams on the elevator "door close" button, but Max slides in before they do.

MAX

When I tell you to stop, you stop.  
(grabbing the bags)  
We're going back to the room.

WALLY

I'm not gonna stay somewhere where  
there's nothing for me.

MAX

Wally, if I have to drag you, I  
will do it.

The doors close. Max hits the "doors open" button, it's too late, the elevator's descending.

WALLY

The universe is on my side. We  
should go home.

MAX

We're going back to Wallis.

The elevator opens on the first floor. An ELDERLY COUPLE tries to enter. Max jams the button to close the doors.

ELDERLY MAN

Going up?

MAX

Sorry, we're full.

WALLY

No, come in, we're getting off.

She tries to go, Max blocks her. The doors close. Max pulls the elevator stop button -- a RINGING starts.

MAX

We're not going home until you meet  
her. Things are complicated, but  
deep down she wants to meet you.

WALLY

Then why didn't she ever try to? I  
wish you had never put this idea in  
my head.

(MORE)

WALLY (CONT'D)

You should have just let me keep my fantasy version of her, that somewhere out there was a woman who regretted abandoning me and wished she could have me back. But you didn't, you ruined everything. I want to go home.

MAX

We can't. You have to meet her.

WALLY

I thought I wasn't supposed to want someone who doesn't want me back.

MAX

This is different.

WALLY

Why?

MAX

Because you need her.

WALLY

I never have before. What is going on? Are you still in love with her?

MAX

No. Not even close.

WALLY

So what then? Why are you doing this to me?

They stare each other down. Max slams his hand against the wall, knows he has to tell her. She jumps. Finally:

MAX

I'm a dead man walking, Wally.

Wally freezes.

MAX (CONT'D)

I have a tumor in my head that's going to kill me within a year. And if they try to take it out, they could kill me on the table. So you need her because I won't be around.

Wally can't breathe. Her eyes well up. She turns away from him and jams on the panel, trying to get the doors to open.

MAX (CONT'D)  
Wally, stop. Talk to me.

Instead of releasing the emergency stop button, Wally accidentally hits the FIRE ALARM button. An ALARM BLARES.

MAX (CONT'D)  
Shit, what did you do?

She keeps jamming on buttons, the doors open. She runs out --

INT. HOTEL LOBBY - CONTINUOUS

Max follows Wally into the lobby. The fire alarm BLARES everywhere -- throngs of guests and employees are gathering, concerned. Wally pushes through them with Max on her heels.

A HOTEL EMPLOYEE blocks Max:

HOTEL EMPLOYEE  
Did you hit the alarm?

MAX  
Get out of my way, I need to --

HOTEL EMPLOYEE  
Do you have an emergency? The fire department's on the way now, if you press that button and there's no emergency, you can be fined for --

MAX  
Yes I have a fucking emergency, get out of my way!

He pushes the guy out of his way and runs out.

EXT. PARKING LOT - CONTINUOUS

Max scans the parking lot -- sees Wally getting into their car. He runs over, reaches it as he hears the engine start. He yanks open the passenger door and gets in.

MAX  
Turn the car off.

Wally throws the car in reverse and zooms out of the spot.

MAX (CONT'D)  
Wally, stop.

Ignoring him, Wally speeds down the aisle to the street intersection. With barely a glance, she turns out into the road. Another car HONKS.

MAX (CONT'D)  
I said stop! Pull over. You shouldn't be driving right now.

The light ahead turns yellow. Wally speeds up to make it through. It turns red as she crosses the intersection. Max scrambles to pull his seatbelt on.

MAX (CONT'D)  
You've made your point, you're upset, I get it. Now pull over.

Wally accelerates, zooms into a lane that turns into a freeway on-ramp.

MAX (CONT'D)  
Do not get on this freeway, Wally, do not --

She speeds onto the winding ramp. Max grips the door.

MAX (CONT'D)  
What did I just say?

Wally reaches the top of the ramp, shoots one quick glance in her side mirror, and merges with traffic seamlessly.

MAX (CONT'D)  
Where are you going? Talk to me!

WALLY  
You don't want to congratulate me for my perfect merge?

MAX  
No, I want you to talk to me.

WALLY  
You're an asshole. I hate you.

MAX  
For what?

WALLY  
For what?! For so many things! You find out that you're --  
(can't say it)  
(MORE)

WALLY (CONT'D)

That you have a tumor, and instead of telling me, you try to pawn me off on a woman who doesn't even want me? Do you realize how screwed up that is?

Wally speeds up and passes the car in front of her.

MAX

Stop driving like a maniac, you're going to get a ticket! I'm not pawning you off. I just wanted you to meet her. You're going to need her one day, she's your family.

WALLY

No, my only family is abandoning me so I guess I should start learning all the lyrics to "Annie."

MAX

I'm not --

WALLY

But I guess I shouldn't be surprised you're giving up, right? That's what you always do. Don't bet on yourself, don't believe you can win...at least you're gonna leave me with a clear philosophy.

MAX

I'm not trying to leave you with that. I'm not trying to leave you!

She zooms into the exit lane and takes the exit.

WALLY

Then why wouldn't you let them try to take the tumor out?

MAX

You don't get it, the chances of surviving this surgery --

WALLY

You're not given chances, you have to take them.

MAX

You can't beat this by being glib!

Wally makes a hard turn at the bottom of the ramp, barely braking. She's on more of a back road. Empty. She floors it.

MAX (CONT'D)

Slow down! How many more times do you need me to say it?

WALLY

I dunno, I guess we'll see.

MAX

What point is this proving?

WALLY

I don't have one, I just feel like doing something insane right now, does that bother you?

MAX

Jesus, slow down!

Just ahead: RAILROAD TRACKS. Completely empty.

WALLY

Okay. Fine.

Wally slams on the brakes...stopping right on the tracks.

MAX

Move the car. Move the car! I'm not kidding.

WALLY

And I'm not listening.

She pulls the keys out of the ignition. He tries to grab them from her. She drops them down her dress so he can't get them.

MAX

If you don't move this car --

WALLY

You do know that any threat you could possibly make in this moment means nothing to me.

Max realizes she has a point.

MAX

What do you want me to say?

WALLY

That you're not going to die.

MAX

You told me not to lie to you.

WALLY

Why does it have to be a lie? Why can you not, for one half-second of your life, consider the possibility that you could come out on top?

MAX

You're going to get us killed.

WALLY

So what? You're dying anyway and you're totally okay with it so I don't see the problem.

MAX

Grow up, Wally! Of course I don't want to die, but I don't get to control it.

WALLY

Yes you do! If you do nothing you definitely die and if you do something you potentially live! How is that not a clear choice?

He just looks at her, sad. Her bravado finally falls apart -- she starts crying.

WALLY (CONT'D)

I don't want you for one year, Dad. I want you for my whole life.

MAX

Walls...

WALLY

What about all the important things we're supposed to do together? Don't you wanna see what other gross foods you can teach me to eat? Don't you wanna be around to yell at me when I turn 21 and get a drunken tattoo in Vegas? Don't you wanna see how many ways I can come up with to try to bully you into singing for me? I thought we were gonna go back to that stupid field in Texas to watch a meteor shower, I thought we were gonna do all those things together, Dad. Don't you want to?

MAX

You have no idea, kid.

WALLY

We don't get to unless you're willing to take a chance, Dad. Please. I'd bet on you.

Max stares at her. Even through her mess of tears, she's never looked more stubborn.

MAX

Okay.

WALLY

Okay?

MAX

I'll tell them they're not allowed to kill me on the table. And if they do they have to answer to you...and there's no way they come out of that fight alive.

Wally wipes snot on her sleeve.

MAX (CONT'D)

Don't do that. We have tissues.

WALLY

I used them all earlier.

MAX

I promise you we will do all those things together. Now will you please move the car before you get us killed?

WALLY

I was never gonna let us get hit by something, I'm not suicidal.

She reaches into her dress for the keys...and comes up empty.

WALLY (CONT'D)

Where'd they go?

MAX

You're joking, right?

As she searches, the arms of the RAILROAD CROSSING GATES start to descend. Max sees this and panics.

MAX (CONT'D)

If we don't move this car --

WALLY  
They're somewhere in my --

Max opens his door.

EXT. MAX'S CAR/EXT. TRAIN TRACKS - CONTINUOUS

Max rushes out of the car and runs around to her side. He now HEARS A TRAIN in the distance. He throws open her door.

MAX  
Get out. They'll fall.

Wally gets out. Nothing falls.

MAX (CONT'D)  
What the hell did you do with them?  
Shake a little.

WALLY  
Shake a little?

MAX  
Do not question me right now, you  
need to shake and shimmy and do  
whatever it takes for them to fall  
out.

WALLY  
This wouldn't be happening if you  
let me put cool keychains on them  
like I wanted to.

MAX  
Heavy keychains weigh down the  
ignition and we don't have time to  
argue about this. Now shake.

Wally awkwardly shimmies. Nothing happens. She does it harder. Not even a sound. *Except the train getting closer.*

WALLY  
They're not on me!

Max rushes past her to the driver's seat. As he looks all around the seat, Wally sees...

THE TRAIN in the distance, coming up pretty quickly.

WALLY (CONT'D)  
Dad.

MAX

I can see them, how the hell did you get them to fall between the seat and the console?

WALLY

Dad.

MAX

My hand is too big, I can't get in there.

WALLY

DAD!

Max finally turns around and sees what she sees.

MAX

Shit shit shit! Get in there, your hand is smaller!

He jumps out of the way and Wally goes in, thrusting her hand in the gap between the seat and console.

WALLY

I can feel them...

MAX

You need to do more than feel them.

Max looks back and forth between her and the oncoming train, about ready to stroke out, when --

WALLY

Got 'em!

She pulls her hand up with the keys. Max grabs them from her and they both run into the car.

INT. MAX'S CAR - CONTINUOUS

Max starts the engine and throws the car into drive --

MAX

I can't believe I'm doing this.

He closes his eyes --

And accelerates. He SMASHES through the gate arm and barrels onto the road. As the broken gate arm falls off the hood, clearing their vision --

WALLY

Dad, there's a --

Max sees A SQUIRREL --

And SLAMS on the brakes, swerving to avoid it --

But there's ANOTHER CAR turning down the street, so he overcompensates and swerves the other way --

Sending him straight into a STOP SIGN, that he hits just hard enough to bend the pole forward a little.

The car stops. Max and Wally look freaked out of their minds.

MAX

Are you okay?

WALLY

Yeah.

The train passes behind them.

And then there's silence as they both try to normalize their breathing. Finally, after a few moments...

MAX

You are beyond grounded. You're not getting your license til you're 40.

WALLY

Wanna bet?

MAX

Yeah. I think I do.

Wally smiles to herself. Those words mean a lot.

INT. KARAOKE BAR - NIGHT

This place is cheesy and trashy and fun as hell. Max watches a DRUNK GIRL on a small stage belt out some ballad. Badly.

Wally comes up, putting away her phone. She sits with Max.

WALLY

Sandra saw Glenn at Jessica's birthday and he wanted to know if I was into someone else, or if he actually asked me to be his girlfriend, if I'd say yes.

MAX  
(hesitantly)  
And would you?

WALLY  
Yeah.

Max seems disappointed.

WALLY (CONT'D)  
If he accidentally switched bodies  
with someone with a better  
personality. As is? I don't think  
he'd ever take me dancing.

MAX  
That's my girl.

WALLY  
These fries are not good enough to  
warrant this ear torture. How is  
*this* not giving you a headache?

MAX  
Not enjoying Krystal's Bon Jovi?

WALLY  
We could be in Mississippi by now.  
The sooner we get back, the less  
chance you have to chicken out.

MAX  
I'm not going to chicken out. We'll  
be on the road first thing in the  
morning when we get the car back.

WALLY  
We hit a stop sign, the car's fine.  
You didn't need to get it checked  
out.

MAX  
It must really suck for you that  
I'm in charge.

WALLY  
Can we at least go somewhere that  
doesn't have...this?

The Drunk Girl belts out her final notes. Her drunk friends  
shriek and clap for her.

MAX  
That would defeat the purpose.

WALLY

You know I have sensitive eardrums.

CHEESY DJ

And next up, we've got Max. Come on up, man, show us a thing or two.

WALLY

Wait, really?

MAX

You've lit a fire in me, kid.

WALLY

Good, now we match.

Excited, Wally moves to the edge of the stage where the drunk girls were congregated. Max grabs the mic from the DJ.

CHEESY DJ

Let's hear your Frank, Max.

The music for Sinatra's "I Get A Kick Out Of You" starts.

MAX

*I get no kick from champagne! Mere  
alcohol doesn't thrill me at all,  
so tell me why should it be true...  
That I get a kick out of you?*

He winks at Wally. She smiles wide. Because he's amazing. He's got presence and style and a great voice.

MAX (CONT'D)

*Some like the bop-type refrain...  
I'm sure that if I heard even one  
riff, it would bore me terrifically  
too...Yet I get a kick out of you.*

Wally claps and cheers him on. The rest of the bar patrons seem to be enjoying it as well.

MAX (CONT'D)

*I get a kick every time I see you  
standing there before me...I get a  
kick though it's clear to me you  
obviously don't adore me. I get no  
kick in a plane...Flying too high  
with some gal in the sky is my idea  
of nothing to do...Yet I get a kick  
out of you...*

During the interlude, Max dances. Works the crowd. Is goofy and owns it. A giddy Wally can't take her eyes off him.

WALLY (V.O.)

In that moment, I knew there was no way my dad was dying. He was coming alive. And watching him transform right before my eyes, my heart couldn't have been fuller of pride or love.

We start to hear WALLY'S HEARTBEAT POUNDING in her ears.

MAX

*I get a kick every time I see you standing there before me...*

From Wally's POV, eyes locked on Max, things start to blur.

MAX (CONT'D)

*I get a kick though it's clear to me you obviously do not adore me...*

Max is grinning and singing right to Wally, but the sound of his voice fades to her as her HEART POUNDS louder and louder.

Her vision's going blurrier. She blinks, tries to focus. All she can see is his face. Her HEARTBEAT SLOWS, everything else looks and sounds warped, the last thing she sees is Max's smiling face as everything goes fuzzy and we --

CUT TO BLACK.

WALLY (V.O.)

I said you weren't gonna like the way my story ends.

EXT. CEMETERY - DAY

It's a funeral. We see Sandra and her PARENTS. Guy and Samuel. Glenn. A bunch of teenagers. And then...Max.

*It's Wally's funeral.*

WALLY (V.O.)

Remember when I used to think that when my heart was racing or my breathing was weird or I passed out, it was because I was so in love with Glenn McGarry?

EXT. SOCCER FIELD - DAY - FLASHBACK

Wally plays goalie. Someone kicks the ball straight at her. IN SLOW-MOTION, it flies, hits her square in the chest.

WALLY (V.O.)  
 Meet hypertrophic cardiomyopathy.  
 It means the lining of my heart  
 walls was thick and evidently my  
 heart could stop at any moment.

Glenn kisses her. She starts to pass out.

WALLY (V.O.)  
 It's mostly asymptomatic. I had a  
 few warning signs. But how was I  
 supposed to know back then that  
 Glenn McGarry wasn't actually  
 making my heart leap?

EXT. CEMETERY - DAY - BACK TO PRESENT

Wally's casket is lowered into the ground. One by one people  
 say their final words, toss their flowers down on it.

WALLY (V.O.)  
 Dying at 16? Obviously that could  
 have gone better for me. But do you  
 know how much more it would have  
 sucked if I'd gone out a week  
 earlier?

Max is the last one left. He's a shell of a man. He stares  
 down at the grave for a long time.

WALLY (V.O.)  
 Because at least before I died, I  
 did figure out who I wanted to be.  
 My father's daughter. And this way,  
 I got the chance to become her.  
 (beat)  
 You might think that's cheesy, but  
 come on, are you seriously gonna  
 judge a dead girl?

Finally, Max tosses his flower. But a gust of wind blows it  
 back in his face. That's weird. It's not windy. He tries  
 again. The same thing happens.

He looks up to the sky, to Wally, somewhere out there.

MAX  
 You always get your way, don't you,  
 Walls.

Predictably, there's no response. Regardless, Max kisses the  
 flower and sticks it in his lapel.

WALLY (V.O.)

Maybe you're not sold on my story being okay. Whatever, that's up to you. But I want you to look at my dad. He's only in the middle of his story.

INT. POTTER HOUSE - WALLY'S BEDROOM - NIGHT

An unkempt Max lies on Wally's bed. He stares blankly. You get the feeling he's been there a long time.

A NEWSCAST playing from the TV he's paying no attention to tells us it's OCTOBER.

WALLY (V.O.)

Things are gonna be hard for him for a while, I'm not gonna lie.

The DOORBELL rings. Max glances apathetically in the direction of the hallway. Doesn't move.

The DOORBELL rings again. Max forces himself to get up.

INT./EXT. POTTER HOUSE - FRONT DOOR - NIGHT

Max opens the door -- and finds himself face to face with Wallis. He just stares, waits for her to speak.

WALLIS

I was in the neighborhood.

MAX

What do you want?

WALLIS

How are you doing?

MAX

I'm not in the mood to talk.

WALLIS

I was here for a meeting, I'm flying home on the red-eye, but I just wanted to check on you. You don't look good. Are you eating?

MAX

Haven't had much of an appetite.

WALLIS

She would have wanted you to...

MAX

Don't tell me what she would have wanted.

WALLIS

I just can't imagine someone who loved you would want you to be miserable for...the time you have left.

He soaks in the words, an unreadable expression on his face.

WALLIS (CONT'D)

I'll always regret not meeting her when you gave me the chance.

Still nothing from Max.

WALLIS (CONT'D)

Alright, well...goodbye, Max. Please take care of yourself.

She walks away. Max watches her go, then:

MAX

Wallis!

Wallis turns around. He holds up a finger -- wait a sec -- and disappears into the house.

He comes back a few moments later with his wallet in hand.

MAX (CONT'D)

You know she learned all the words to Biggie's "10 Crack Commandments" when she was 12? I didn't approve of it, but I was impressed by it. She wouldn't watch Casablanca but owned six of The Land Before Time movies. Six of them. She was grossed out by tomatoes, went through an inexplicable two-year Keanu Reeves phase and would never admit it, but was bored by anyone who let her win arguments.

(beat)

You should regret not meeting her.

He pulls WALLY'S SCHOOL PHOTO from his wallet and hands it to her.

MAX (CONT'D)

From now on, take the chances you get.

Finally, his expression is clear: unwavering determination.

INT. HOSPITAL - DR. LIN'S OFFICE - DAY

Max sits across from Dr. Lin.

DR. LIN

I just want to one more time talk  
you through the associated risks --

MAX

Scared money doesn't win.

INT. HOSPITAL - OPERATING ROOM - DAY

A SURGICAL TEAM operates on Max's head.

DR. LIN

He said if he doesn't survive this,  
we'll all be haunted by the ghost  
of an angry 16-year-old girl.

SURGEON

Huh. Well, I've got two teenage  
daughters at home so I don't need  
another driving me crazy. Let's  
make sure we get these edges.

As they continue their work, blood spurts unexpectedly.

SURGEON (CONT'D)

I need suction.

MONITORS BEEP, the surgeon works furiously to find the bleed.

SURGEON (CONT'D)

I can't see anything, more suction!

As the team goes into frenzy mode --

DR. LIN

Don't go there, Max, stay out of  
the light!

INT. HOSPITAL ROOM - DAY

Light streams in from outside. Max groggily opens his eyes,  
blinking at the brightness.

GUY

How you feeling, boy-o?

Max looks up, sees a disheveled Guy sitting next to him. Samuel sleeps, draped across several chairs.

MAX

Am I dead?

GUY

Does your afterlife really involve me going two days without a shower and Prince Charming here drooling on a plastic seat?

Max lets out a sigh of relief.

GUY (CONT'D)

Now they have to radiate you and keep checking your head every few months. But for now you're fine. Although don't have too many happy thoughts all at once, you might pop your stitches.

Max looks at a framed photo of him and Wally next to his bed - a self-portrait from the crawfish place. He's grateful. Sad. Alive.

WALLY (V.O.)

This'll really be where my dad's story takes an upward turn.

EXT. CEMETERY - DAY

It's a beautiful summer day. Max adjusts a bright wreath he's hanging on Wally's headstone. When he steps back, we see a small note card on the wreath reads, "I didn't lie to you."

WALLY (V.O.)

Because I'm not the only one who discovered him on our road trip.

Max stands for a moment, just thinking.

INT. DIVE BAR - NIGHT

Max takes a seat behind a microphone with his guitar. He looks out at everyone. They're talking, drinking, doing other things. This isn't to make a living...this is just for him.

WALLY (V.O.)

He rediscovered himself.

He starts to play "HARD-HEADED WOMAN" by Cat Stevens.

MAX

*I'm looking for a hard-headed woman  
One who will take me for myself  
And if I find my hard-headed woman  
I won't need nobody else, no, no,  
no...*

Someone comes and sits at a table right in front of him. He looks down as he continues to sing...it's *good old Annie*. Max is surprised to see her. She eyes him, curiously, then starts to scribble something on a coaster.

She holds it up: "*I thought you didn't sing.*" She cocks an eyebrow, a little smug. Max smiles and keeps playing...

EXT. TEXAS FIELD - NIGHT

A clear, starry sky. A meteor streaks across it.

We're at that old Texas field. The same crew from before is watching this meteor shower -- Hunter and Jen, Q, Rusty and a WOMAN with a TODDLER. They're all a few years older.

They see headlights and look in the direction they're coming from. A CAR stops...and Max, Guy, and Samuel get out.

GUY

I was secretly hoping that when you said "a field in the middle of nowhere," it was the name of a hip and trendy club.

MAX

Sorry to disappoint.

SAMUEL

You didn't say there would be cute boys in stranglers.

GUY

Rein it in, Samuel.

Max eyes the Texas friends, who still watch them curiously.

MAX

Hi.

RUSTY

Evening.

MAX

You probably don't remember me.  
It's better that you don't.

(MORE)

MAX (CONT'D)

We heard there was going to be a meteor shower and wanted to come see it. Mind if we join?

RUSTY

It's everyone's sky. Beer?

He offers them what's left of a six-pack. Max takes them.

MAX

Thanks.

JEN

Look, now they're really comin'.

Everyone looks up.

RUSTY

Ain't that somethin', Caroline?

A meteor streaks across the sky, followed closely by another, and another. Everyone oohs and aahs.

Max doesn't blink, can't take his eyes away from the light searing through the darkness.

WALLY (V.O.)

What I'm saying is, my dad's story's gonna be a good and long one.

RUSTY

Y'all ever seen anything like it?

A speechless Max shakes his head.

WALLY (V.O.)

And with time, I think you're gonna really like his story, too.

Max watches one meteor that seems brighter and bigger than the rest. As we watch him, his face glowing with awe, we...

FADE OUT.

There's a few seconds of silence. Then, OVER BLACK:

WALLY (V.O.)

See, Dad? I know it's not all about me.

And with that, we've reached...

THE END.