

WHEN IN DOUBT, SEDUCE

Written by

Allie Hagan

FIRST DRAFT  
November 26, 2016

INT. UNIVERSITY OF CHICAGO THEATER, 1955 - NIGHT

The play is terrible. But its star, MIKE NICHOLS (24), dressed as a butler, is trying very hard.

MIKE

*I might love you? Yes, no doubt  
about it, you're pretty, you're  
refined. Nice, when you want to be.  
You are like burning wine.*

He is playing opposite ANN PETRY (22), equally awful.

ANN

*Let me alone! That's not the way to  
win me!*

In the second row, a WOMAN doesn't even try to hide her eyeroll. She brings her hand to her mouth, stifling a laugh.

As he continues his performance, Mike NOTICES her.

MIKE

*In what way then? Not with caresses  
and pretty words, not with  
forethought for the future, escape  
from disgrace? In what way then?*

His eyes dart between the woman and Ann. Embarrassment and shame cross his mind, but mostly ... he knows.

ANN

*I don't know! I loathe you like  
vermin, but I can't be without you.*

Mike gets distracted. For a brief second, he makes eye contact with the stranger. Gulps down a breath.

She is ELAINE MAY (24), shoulders shaking in silent laughter.

MIKE

*Run away with me!*

His face shows guilt -- he's going to be distracted for the rest of the performance. Hers shows none.

EXT. UNIVERSITY OF CHICAGO CAMPUS - MORNING

Mike walks with a fellow student, SUSAN, between classes.

SUSAN

*I didn't hear your radio show this  
morning.*

MIKE  
I got sacked again.

SUSAN  
What? Why?

MIKE  
They really prefer it when you show  
up for your shift.

SUSAN  
I think your landlord really  
prefers it when you pay rent.

MIKE  
(shrugs)  
Don't worry about me. The station  
always ends up taking me back.

A NEWSPAPER VENDOR drops today's copies of the CHICAGO DAILY  
NEWS into a machine. Mike GRABS ONE, leaving only a casual--

MIKE (CONT'D)  
Thanks, fella.

--as he keeps walking.

MIKE (CONT'D)  
Sidney Harris came to the show last  
night.

SUSAN  
Oh, shit. Are you sure you want to  
read his review?

Mike frantically flips through the pages. She scans his face  
and is surprised when he LIGHTS UP.

MIKE  
I gotta run.

He takes off, DARTING toward--

INT. COFFEE SHOP - MINUTES LATER

Out of breath, Mike runs in, waving the paper--

MIKE  
Paul, Paul!

His friend PAUL SILLS (24), in an apron, looks up from his  
conversation with a girl, whose back is to Mike.

PAUL  
The review?

Paul starts reading. The girl SPINS to read over Paul's shoulder, and Mike realizes it's the girl from the front row.

PAUL (CONT'D)  
(reading)  
"As Jean the valet, Mike Nichols is--  
--"

MIKE  
"--magnificent."

ELAINE  
Ha!

Paul tries to cover--

PAUL  
Sorry. Mike Nichols, Elaine May. Mike's one of the best actors at UC, and Elaine's in my company downtown. She's the only person on campus as hostile as you.

They shake hands, but--

ELAINE  
I'm not hostile.

PAUL  
Really? 'Cause I know about thirteen guys who'd beg to differ.

MIKE  
Fourteen. I saw you last night in the second row. Your face was 100 percent hostile.

ELAINE  
I can't help it if my face has an opinion about offensive theater.

Mike is taken aback by this confident, openly mean stranger.

MIKE  
Paul's your friend. He directed it.

ELAINE  
He knows it's shit just as well as I do. And you know it, too. Strindberg couldn't write a woman if his life depended on it.

(MORE)

ELAINE (CONT'D)

And look at you -- look at your nose. You can't play a servant with a nose like that. Also it was just bad. But anyway, Harris has called you magnificent, so why do you care what I think?

Mike doesn't have an answer. With an kind-hearted laugh--

ELAINE (CONT'D)

I gotta go.

And with that, she LEAVES, as Mike WATCHES.

PAUL

Don't.

MIKE

What?

PAUL

Elaine's a bit of a black widow. She goes through guys almost as fast as she goes through Parliaments.

MIKE

That's not necessarily a dealbreaker.

PAUL

Every guy at Compass is in love with her. You'd be a little stupid not to be in love with Elaine. But I'm telling you -- it never turns out good.

The idea, though, is already in his mind.

EXT. UNIVERSITY OF CHICAGO CAMPUS - MOMENTS LATER

Elaine stands a little less tall now, leaning against the wall of a PHONE BOOTH, mid-argument.

ELAINE

What do you mean, she doesn't want to talk to me?  
 Mother, I--  
 She's six. What could she possibly be busy with?  
 You're right, *how would I know*.  
 Fine. Just -- tell Jeannie I love her. Tell her Mommy loves her.

She hangs up. The dime clanks on the pile of other dimes. She pushes off the phone booth and leaves.

A GUY (20s) notices her on the street--

GUY

Hey, Elaine! Where's your broomstick today?

ELAINE

Why? You want to shove something up your ass?

He's silenced, and she keeps going.

INT. COMPASS THEATER - NIGHT

Elaine stands onstage with SHELLEY BERMAN (30).

SHELLEY

To start, we'll take a suggestion from the audience. Throw out a word or a situation, and we'll turn it into a scene on the spot.

The crowd is largely quiet, save for a couple MURMURS -- we CHANGE PERSPECTIVE to see that the audience is about eight people, including a guy who might be jerking off in the back.

AUDIENCE MEMBER

Heart attack!

SHELLEY

Heart attack. Beautiful. I'm going to take it to mean you're suggesting a scene about a heart attack, not announcing your own.

Shelley brings a pantomime PHONE to his face; Elaine follows. His comedy is all facial expressions. Elaine's is all verbal.

SHELLEY (CONT'D)

*Hello, Operator? I need an ambulance right away. I think my sister-in-law is having a heart attack.*

ELAINE

*Oh, that sounds bad. What's your address?*

SHELLEY

*7575 Blunderbuss Avenue.*

ELAINE

*That's a nice neighborhood. Do you live there? You must do pretty well for yourself.*

SHELLEY

*Are the paramedics on their way? She's not breathing.*

ELAINE

*Yes, yes. So is this your wife's sister or your brother's wife?*

SHELLEY

*(increasingly agitated)*  
*My brother's wife. Why would that matter? Madam, I am in desperate need of an ambulance. I do not have time for--*

ELAINE

*Sir, I've alerted the authorities. The ambulance is on its way. But you must stay on the line until they arrive.*

SHELLEY

*(relieved)*  
*All right.*

ELAINE

*You sound very nice.*

SHELLEY

*Thank you.*

ELAINE

*What do you look like?*

SHELLEY

*I'm sorry?*

ELAINE

*What do you look like? I'm trying to distract you from a stressful situation with chit-chat. What do you look like?*

SHELLEY

*I don't really want to chit-chat right now. Should we be doing compressions or something?*

ELAINE

*Can you do them correctly? Are you  
a doctor?!*

INT. COMPASS THEATER - LATER

The HOUSE LIGHTS are up, and the COMPANY -- Elaine, Shelley, Paul, DAVID SHEPHERD (28), and BARBARA HARRIS (21), among others -- is smoking and drinking after the show.

PAUL

We took in \$38 tonight.

BARBARA

How much do we need, realistically?

DAVID

\$500 a week.

BARBARA

So this is less.

SHELLEY

We could raise ticket prices.

DAVID

We've got a demand problem. Raising prices isn't going to solve that.

ELAINE

We could beg.

SHELLEY

That's embarrassing.

PAUL

We need new blood. I'm going to invite some actors from UC down.

There's some mild groaning--

PAUL (CONT'D)

And from now on, you gotta pay for your drinks.

--but that gets more than a groan.

INT. APARTMENT - MORNING

Close on a HAND as an ALARM CLOCK goes off. The hand TWITCHES briefly as it wakes, and it sleepily rubs its owners face.

The sleeper is only still for a moment before jumping out of bed and padding quickly to the BATHROOM.

He reaches for a WIG, resting on a stand, and briefly we see MIKE'S BALD HEAD in the mirror as he puts the wig on.

Fastidiously, routine, he AFFIXES EYEBROWS to his face -- gluing them, positioning them, checking their hold.

He checks the wig again.

Once satisfied, he reaches for his toothbrush.

INT. LECTURE HALL - EVENING

Mike and Susan are bored while a PROFESSOR (50s) drones on.

PROFESSOR

Although working from different perspectives, both Schweitzer and Freud came to the conclusion that humans have a desire to protect and propagate life...

Mike nudges Susan.

MIKE

This is bullshit.

SUSAN

Shh.

PROFESSOR

Were you saying something, Nichols?

MIKE

I said this is bullshit, Sir.

PROFESSOR

Would you care to expand on that?

MIKE

First of all, this is Psychology 105, and as a philosopher, Schweitzer has no place here. Schweitzer is concerned with civilizations: "The ethical perfecting of the individual as well as society." Freud couldn't give two shits about society. The life instinct is about self-preservation. Food, sleep, sex. Period.

Susan sinks down in her chair, pretending not to notice him. Another STUDENT raises a hand, is called on, under--

MIKE (CONT'D)

I should be paying myself \$60 a credit for this school.

SUSAN

Do you ever shut up?

MIKE

No.

TIME CUT TO:

The class is excused, and students FILE OUT. As Mike and Susan are about to leave--

PROFESSOR

Michael? A word?

Susan shoots Mike a look -- uh-oh -- and leaves.

PROFESSOR (CONT'D)

Mr. Nichols, you're very bright.

MIKE

What, but I'm a smug asshole?

PROFESSOR

(laughs)

Well, if the shoe fits... No, listen, you're a smart kid. But you come to one out of every three lectures, and every time you try to start a fight with me. If you want to be taken seriously, do the assignments, challenge your classmates -- and me, for that matter -- respectfully, and stop assuming you're the smartest person in the room. Until then, I won't call on you. Got it?

Chastened, maybe, Mike nods. Leaves.

INT. ILLINOIS CENTRAL - RANDOLPH STREET STATION - NIGHT

Mike's steps echo as he hurries down the steps onto the platform. He realizes there is no train coming, hardly anyone around. Except...

Elaine sits on a bench with a book. It is the first time they've ever been alone. Their first opportunity for a conversation. And for whatever reason, Mike goes with--

MIKE  
(thick Russian accent)  
May I *seet* down?

ELAINE  
(without looking up)  
*Eef you veesh.*

He produces a cigarette.

MIKE  
Do you *haff* a light?

ELAINE  
*Yes, zertainly.*

She produces one.

MIKE  
(under his breath)  
I had a lighter but I lost *eet* on  
57th Street.

ELAINE  
Oh, of course. *Zen* you are ...  
Agent X-9?

His eyes go wide.

ELAINE (CONT'D)  
I'm Z-12.

MIKE  
(laughs a little)  
I'm very glad we've finally made  
contact.

ELAINE  
Yes, you're a little late.

MIKE  
Well, I lost the microfilm.

ELAINE  
Did you really?

MIKE  
I had sewn it in the lining of my  
trenchcoat, and I accidentally sent  
it to the cleaners.

ELAINE  
And you forgot?

MIKE

Yes.

He's given her a dead-end here, but she pushes forward, confident enough to carry this little scene on her shoulders.

ELAINE

Oh, I lose money and keys and everything, but microfilm. They're going to be furious.

MIKE

I was so afraid the head would find out. But I went back to the cleaners and it was watertight, thank Lenin.

ELAINE

I mean, the microfilm isn't too important. They're gonna publish that in Life Magazine next week. But the little prints, those are very secret. They're just ... top bureau drawer.

The train clatters in the distance, arriving. She gets up.

ELAINE (CONT'D)

Do you want to get a cup of coffee?

MIKE

Oh, I don't like to discuss the plans in public.

ELAINE

Of course. That's why we should go to zee safehouse.

Mike DROPS CHARACTER for a second, caught off guard--

MIKE

Are you ... inviting me back...?

He catches himself as she BOARDS the train, looking back at him expectantly. He follows her into the car, PICKS BACK UP.

MIKE (CONT'D)

I mean, of course. If we are to blow up the big dam -- I won't say which one, I think you can probably guess -- we should get to work. You should take me to the safehouse immediately, before any American spies catch wind of our operation.

The train pulls away.

EXT. CHICAGO STREET - NIGHT

Looser now, Mike and Elaine approach her basement apartment.

ELAINE

And how did you come to join the Soviet mission?

MIKE

I volunteered. I just wanted to see America. The cars, Mount Rushmore, "I Love Lucy." I feel you cannot truly hate America until you have seen its national treasures.

She lets them inside--

INT. ELAINE'S APARTMENT - CONTINUOUS

--her dingy apartment, and they drop the act. Suddenly things are very real. They stand, looking at each other and at her apartment, until she breaks it--

ELAINE

Are you hungry?

TIME CUT TO:

Elaine cooks two hamburgers while Mike watches.

MIKE

My mother was sick, so she put us on the boat by ourselves. I was seven. My brother was three.

ELAINE

That must have been terrifying.

MIKE

She pinned two phrases to the back of my coat: "I don't speak English" and "Please don't kiss me."

ELAINE

What happened to her?

MIKE

It took her another year and a half to get out of Germany. But she made it to New York and fought with my father until he died of hating her.

She slathers cream cheese and ketchup on the finished burgers. He tries to hide his confusion as she hands him one.

MIKE (CONT'D)

I haven't had a very happy life,  
Elaine.

ELAINE

I'm not going to bed with you just  
because you're a tortured refugee.  
The sandwich will have to do.

MIKE

I gotta be honest. It's pretty  
gross.

ELAINE

Take it or leave it.

MIKE

I'll take it.

She watches him for a beat.

ELAINE

(nonchalant)

Do you go hungry a lot?

MIKE

(too quick)

No. I can usually bum off Paul at  
the restaurant.

ELAINE

You know, you are the worst kind of  
snob.

MIKE

Thank you.

ELAINE

Paul and David pay \$28 a week at  
Compass. And they're looking for  
fresh meat. I'm surprised Paul  
hasn't asked you already.

MIKE

He did. I said no.

ELAINE

Why?

MIKE

Improvisations? No. I couldn't.

ELAINE

You just did twenty minutes on  
Agent X9 and Anastasia or whatever  
the fuck--

MIKE

No, no. I need a script. I need the  
classics -- Strindberg,  
Shakespeare...

ELAINE

(shrugs)

I think you just need practice. Or  
maybe you just need me.

INT. COMPASS THEATER - NIGHT

A Compass rehearsal period. Mike watches awkwardly. Elaine,  
Paul, and other company members explain the "rules."

ELAINE

There are four rules for  
improvisational performance. Number  
one: You can't deny reality. If  
another actor declares something to  
be real, it is.

Here, a QUICK POP to this rule in action--

INT. THEATER - NIGHT

Paul mimes DRIVING A CAR, taking a step in front of Barbara.

PAUL

*Where to, ma'am?*

BARBARA

(snooty)

*54th and Park. And hurry.*

Paul looks over his shoulder at her.

PAUL

*Oh, my God, you're that actress,  
aren't you? Don't tell me--*

BARBARA

*Sylvia Hottentott, yes.*

PAUL

*I'll be damned!*

(serious)

(MORE)

PAUL (CONT'D)

*Is it true you were born with three eyes?*

AND BACK TO:

INT. THEATER - NIGHT

DAVID

Number two: Always make the active choice when faced with a decision.

Another QUICK POP--

INT. THEATER - NIGHT

Shelley and Elaine stand on stage.

ELAINE

*Darling, I have to tell you something. Today, while you were at work, the kids found a stray in the yard. And I know we've agreed not to get a pet, on account of your asthma and everything, but the kids -- they just fell in love with the little guy, and I couldn't say no.*

SHELLEY

*Oh, Helen, you know how I feel about dogs.*

ELAINE

*That's the thing -- it's not a dog. It's an aardvark.*

AND BACK TO:

INT. THEATER - NIGHT

PAUL

Three: Your job as the actor is to justify whatever happens onstage. Anything is possible.

Mike nods, overwhelmed.

Another QUICK POP--

INT. THEATER - NIGHT

David and Shelley on stage--

DAVID

*Hand to God, the ghost of Abraham Lincoln just performed the Gettysburg Address on that street corner and then jumped in a cab.*

SHELLEY

*Well, don't just stand there. Which way'd he go?*

AND BACK TO:

INT. THEATER - NIGHT

MIKE

I thought you said there were four rules?

Elaine sidles up, whispers--

ELAINE

When in doubt, seduce.

And now Mike learns to improvise--

INT. THEATER - NIGHT

Shelley, onstage, MIMES setting a table. He's very detailed, like a classic butler, straightening imaginary forks and wiping imaginary spots off imaginary crystal.

In the WINGS, Mike WATCHES Elaine buckle her shoes, paying no attention to Shelley. She catches him.

ELAINE

What?

He tries to turn his attention anywhere else -- *Shelley seems quiet*. Oblivious, Mike tries to "help" by entering the scene, WALKING STRAIGHT THROUGH Shelley's "table."

The audience GROANS. This fucking guy.

INT. DINER - NIGHT

Elaine drinks coffee and smokes a cigarette, Mike beats his forehead against the table.

INT. THEATER - NIGHT

Paul animatedly moves around the stage, playing a CORPORATE BOSS commandingly.

PAUL

*Get me the head of Dow Chemical on the phone, a hot cup of black coffee, and tell my wife I won't be home until late. Probably not until tomorrow. Maybe never.*

Mike can't keep up, trailing him as Paul looks over his shoulder, waiting for Mike to help him out. Mike TRIPS OVER HIS OWN FEET.

This gets a laugh, but not for the right reason.

INT. DINER - NIGHT

Elaine's still smoking, and Mike's still despondent.

ELAINE

It could have been worse.

MIKE

How?

ELAINE

You could have been naked.

INT. THEATER - NIGHT

Elaine mimes getting into a car.

ELAINE

*Come on, Tommy, get in the car.*

MIKE

*(looks at the empty stage)  
What car?*

This is a huge jackass move. Elaine barrels forward.

ELAINE

*Thomas Jefferson Ogbert, get over here right now -- ooh, just you wait until your father gets home.*

INT. DINER - NIGHT

Elaine's still smoking. Mike looks up at her.

MIKE

I'm sorry.

ELAINE

(shrugs)

You're learning. You're the slowest learner since Napoleon, but still.

MIKE

Still.

She goes back to her cigarette.

INT. THEATER - WINGS - NIGHT

Mike and Elaine wait backstage as a SMALL AUDIENCE laughs gently at Shelley. Barbara sits nearby, doing a CROSSWORD.

MIKE

This is the last time.

ELAINE

Fine.

MIKE

I'm serious. I'm done after tonight. I'll go back to University plays. I'll get my job at WFMT back. Or maybe I'll become a doctor. I don't know.

ELAINE

You wouldn't be a very good doctor.

MIKE

That's a rotten thing to say.

ELAINE

I got a papercut the other day and you almost vomited.

Shelley's act ends, and he pushes back into the wings.

MIKE

This is humiliating.

ELAINE

(ignoring that)

Let's be English. You be a riding instructor, I'll be your student.

There's no time to consider it -- they're already pushing...

INT. THEATER - ONSTAGE - CONTINUOUS

...onstage, the lights blinding. In English accents--

MIKE

*Lovely day for a ride, isn't it?*

ELAINE

*I'm quite nervous, actually. What if my horse just runs off into the woods without me?*

MIKE

*First of all, horses don't run -- they gallop. And second of all, we put all of our beginner students on this special horse. He hasn't done more than a canter in five years. Not since his left two legs were injured in the war. If you stay calm, so will he.*

ELAINE

*All right then. What's his name?*

MIKE

*Hell Bitch.*

This gets a laugh. MIKE'S FIRST. Sitting in the wings, Barbara looks up from her puzzle, notices Mike.

MIKE (CONT'D)

*Let's start with a basic walk.*

He DEMONSTRATES, gracefully, leaving Elaine to follow, while MIMING THE HORSE'S LIMP. She is easily an expert at it.

MIKE (CONT'D)

*Are you feeling confident?*

ELAINE

*Oh, no, not in the least, sir--*

MIKE

*Wonderful. Let's move on to a trot. A trot is an elegant, efficient gait--*

Barbara sets down her crossword puzzle and gets up, scurrying through the wings and hallways until she's exiting into the--

INT. LOBBY BAR - CONTINUOUS

--where the guys are throwing back drinks like fiends.

BARBARA

(elated)

Come quick.

PAUL  
What's wrong?

BARBARA  
Mike's got a character.

They set their drinks down, take off after her, back into--

INT. THEATER - CONTINUOUS

--where the audience is MID-LAUGH.

Elaine is now TROTting around Mike in a circle, with an elaborate limp.

DAVID  
(whispers)  
I don't get it.

MIKE  
*Very nice, very nice. Try to keep  
your back straight.*

ELAINE  
(out of breath)  
*Are you kidding? I can't keep  
anything straight.*

MIKE  
*Certainly not the instructions.  
(a beat, more laughter)  
Lightly tug on your reins to stop  
the horse from moving.*

She mimes her attempt to stop, ungracefully falls to the ground. Mike watches her from above.

MIKE (CONT'D)  
(dryly)  
*If I didn't love watching them fall  
down so much, I'd close this farm.*

The audience claps, including the other Compass Players, the lights go down, and Elaine gets up. He pulls her into the--

INT. THEATER - WINGS - CONTINUOUS

--backstage, elated.

MIKE  
There was this moment-- I just -- I  
looked at you --

ELAINE

I know--

MIKE

I realized that you would end up --

He MIMICS her motion -- spinning his finger and CRACKING HIMSELF UP.

MIKE (CONT'D)

And I knew you realized it, too. I mean, you are a goddamn genius.

ELAINE

Thank you.

MIKE

I mean it. It was like I could read your mind.

She's smiling like crazy, and he can't help it--

He goes in for a kiss. It's tentative at first, but it grows quickly. They're breaking a tension that's been building since that night on the train platform.

She relaxes into it, stretching her fingers around his waist and to his back, drawing him closer.

He's surprised by it -- enough so that he pulls away and looks at her.

ELAINE

Well, shit.

INT. THEATER - NIGHT

A little more professional, a little bigger audience. Real costumes. They sit side by side on a BENCH.

ELAINE

*But this is our first date, and I--*

MIKE

*I know what you're going to say. Can I tell you what you're going to say? Because I've heard it before. You're going to say that I wouldn't respect you. Right?*

ELAINE

*I--*

MIKE

*Listen, Jenny. I wanna tell you, right here and now, that I would respect you like crazy.*

This gets a HUGE LAUGH. A real laugh.

MIKE (CONT'D)

*You can't even imagine how I would respect you.*

ELAINE

*Are you sure you wouldn't just be grateful?*

MIKE

*No! I'm talking about respect.*

ELAINE

*Well, um, can I ask you something? OK. Um, this is a very hard question to ask, so I would appreciate it, really, if -- just tell me the truth. Um, do you like me?*

MIKE

*Oh, yeah. Oh, I do. I do.*

ELAINE

*Really? Because I just want you to know something. I really like you. I know you don't believe this -- I've never done this before with a boy. I really like you. You really like me?*

MIKE

*Yeah.*

ELAINE

*Um. OK. OK. Will you hold this for me?*

She hands him her cigarette and starts carefully, nervously, removing her sweater, a cotton sleeveless blouse underneath. She folds it awkwardly in her lap.

ELAINE (CONT'D)

*You really like me?*

He just nods, transfixed.

As she starts to unbutton the blouse--

MIKE

*Do you think you're gonna go to college when you get out of high school?*

Another huge laugh. Elaine, steady, CLOCKS his eyes -- darting around, nervous, but always coming back to hers.

INT. ELAINE'S APARTMENT - NIGHT

Elaine opens the door, Mike at her heels. As soon as the door closes, he presses her against it and kisses her. He reaches for the hem of her sweater; she loosens his bowtie.

She gestures to the bedroom, tugs him toward the door. He doesn't immediately follow.

ELAINE

Mike?

MIKE

Yeah, no -- I mean -- I want to, trust me, I do. I just -- I gotta tell you something first?

ELAINE

OK. Do you want a glass of wine?

MIKE

Do you have wine?

She opens the fridge, produces ... one can of beer.

TIME CUT TO:

INT. ELAINE'S APARTMENT - LATER

Mike and Elaine are sharing the beer, passing it back and forth on her couch.

ELAINE

So you wanna tell me what's on your mind?

MIKE

I just ... there's something I haven't told you. Something ... unpleasant.

ELAINE

OK ... that's OK.  
(a beat)

Do you want me to guess?

MIKE

(laughs awkwardly)

No. I, um, don't laugh. But--

(a breath)

This is a wig. False eyebrows. I'm bald. Look at my arms. The thing is -- I had an allergic reaction to the whooping cough shot when I was four. The doctors called it a "permanent denuding," which is about as mortifying a phrase as they could find for such a mortifying condition, and--

She's been holding it in, and she can't anymore. She LAUGHS.

MIKE (CONT'D)

You evil cow!

ELAINE

No, no! I'm not laughing at you, I swear. I'm only laughing because everybody knows.

MIKE

What?

ELAINE

Everybody knows. I mean, I didn't know the part about the whooping cough vaccine, but--

MIKE

Who's everybody?

ELAINE

Everybody. The company. The university. The state of Illinois.

MIKE

Oh my God.

He moves to get up.

ELAINE

No, stop. Come here.

She pulls him back down and climbs into his lap.

ELAINE (CONT'D)

Everybody knows. Nobody cares. I don't care.

MIKE

You don't?

ELAINE

Why would I? So you're weird. Who isn't?

He considers this for a moment.

MIKE

But being peculiar is how I've defined myself. My father died when I was eleven, and I spent the rest of my childhood reading Eugene O'Neill and hiding from my mother.

ELAINE

Did she hurt you?

MIKE

Not physically, no. But she can be mean as hell, and she's a textbook narcissist. She had affairs with a bunch of my teachers, and she was always in and out of the hospital with diseases she invented.

ELAINE

My father died when I was young, too. I was nine, and it was like he took all the happiness with him.

MIKE

Are you trying to one-up me on tragedy?

ELAINE

You survived Nazi Germany. You win forever. But you don't have a monopoly on terrible mothers.

MIKE

I just -- I've always been the friendless little bald kid. This is the first time in my life I've had anything good.

ELAINE

Am I a good thing?

MIKE

Yes.

ELAINE

(dry)

This is very exciting. I've never been a good thing before.

He kisses her.

ELAINE (CONT'D)

You wanna know a real secret?

MIKE

What?

ELAINE

I have a kid.

MIKE

(genuinely surprised)

You ... what?

ELAINE

She's six. She lives with my mother in Los Angeles. Her name is Jeannie. She hates me.

MIKE

I'm sure that's not true--

ELAINE

She doesn't know me. I wanted out of my mother's house so bad, and the only way I knew how was to get married. But I wasn't very good at it, and Marv was worse. So I bolted. I moved here, started auditing classes, met Paul. I only wish I'd done it before -- you know.

MIKE

I get it.

ELAINE

See, I'm way weirder than you.

MIKE

Maybe.

ELAINE

Are you done being neurotic now?

MIKE

I'm not sure I'll ever be done being neurotic.

ELAINE

Well, could you try to be done long enough to take me to bed?

He considers her a moment, sets the beer can aside. But instead of taking her to bed, he tackles her here, pressing her into the couch while she laughs.

INT. THEATER - NIGHT

Mike, with Barbara, watches Shelley and Elaine perform a telephone routine, but he's not really hearing it. The audience, at least, is finding it very funny.

BARBARA

You look upset.

MIKE

I was just thinking -- she's good with everyone, and I'm only good with her.

INT. DINER - NIGHT

All the Compass Players are sitting around a table. Mike keeps trying to keep Elaine's focus.

MIKE

I want to do like a bored Princess Margaret thing.

ELAINE

What's that?

MIKE

You know, because her husband is such a loser. I'll play the husband.

ELAINE

I have no idea what you're talking about.

MIKE

The queen's sister. And her husband, Tony Whatshisname.

ELAINE

Elizabeth.

MIKE

That's the queen. The sister.

ELAINE  
 (shrugs)  
 I only read plays.

David stands, raises a glass.

DAVID  
 To The Compass's first profitable  
 week.

Everybody cheers.

INT. THEATER - NIGHT

Mike and Elaine are back in their seats onstage, the teenagers in the car.

ELAINE  
*Have you noticed the lake at all? I  
 mean, it's just -- suicidally  
 beautiful tonight.*

MIKE  
*Yeah. It's OK. It's really OK.*

ELAINE  
 (noticing)  
*Oh. There is a full moon.*

She takes a drag off her cigarette as he looks at the "moon."

MIKE  
*Son of a gun.*

He goes in for the kiss. She doesn't respond. After a beat, she EXHALES HER CIGARETTE SMOKE out of the side of her mouth, toward the audience, who LAUGHS uproariously.

He tries to suppress a COUGH, but ends up just laughing into her mouth. This just makes the audience laugh more.

Their hands get TANGLED between their bodies as they try to keep their cigarettes lit while feeling each other up. It ends with her left ARM pressed between them, passing her cigarette off to her right hand, free.

He NOTICES, breaks for just a second.

MIKE (CONT'D)  
*Sorry.*

ELAINE  
*My fault.*

They go BACK IN, hands righted, with enthusiasm, to much laughter. Finally, Elaine pulls away.

ELAINE (CONT'D)

*Do you think you're gonna go to college when you get out of high school?*

More laughter.

INT. ELAINE'S APARTMENT - NIGHT

Middle of the night. Mike is asleep in Elaine's bed. She is awake, watching him, fretting.

She taps him on the shoulder. Nothing. Shakes him gently. Nothing. Finally, elbows him in the ribs -- he turns over with a start.

MIKE

Yeah?

ELAINE

I think I'm in love with you.

MIKE

OK, honey. Let's talk about it in the morning.

(a beat)

Wait, what?

ELAINE

I know. It's so stupid.

MIKE

It's not stupid. Nothing you say is stupid. You're the smartest person I've ever seen in real life.

ELAINE

What?

MIKE

I mean, presumably Socrates was smarter than you are. Bach, probably. James Madison, maybe. But I've definitely never been to bed with any of them.

He yawns.

MIKE (CONT'D)

This is where you say I'm the  
smartest person you've ever seen in  
real life.

ELAINE

You're the smartest person I've  
ever seen in real life.

For the first time he notices how tense she is--

MIKE

What's wrong? Why are you lying  
like that?

ELAINE

Like what?

MIKE

Like you've got rigor mortis.

ELAINE

Because you're the smartest person  
I've ever known, and I'm ... this  
is real.

MIKE

What do you want? You wanna get  
married?

ELAINE

(alarmed)

This is way too serious for  
marriage.

He laughs--

MIKE

OK.

ELAINE

We have to stop sleeping together.

--and stops laughing.

MIKE

What?

ELAINE

We have to stop sleeping together.  
We have to work, we have to--

MIKE

Is this about my hair?

ELAINE

God no.

MIKE

Are you sure?

She climbs over and onto him now, kissing his lips and face.

ELAINE

Yes, oh my God, yes. We have no money. We have no jobs. We're never going to be doctors. I have a kid who doesn't know me. This is what I have. This is what I'm good at.

She gets emotional.

ELAINE (CONT'D)

I cannot fuck this up.

MIKE

I don't plan on fucking this up.

ELAINE

I will, though. I'll be mean to you.

MIKE

I haven't minded that so far.

ELAINE

I'll be meaner to you.

Mike rubs his eyes.

MIKE

It's too late for me to come up with convincing arguments for why you're ten packs of crazy. I mean, this is good, right?

ELAINE

So good.

MIKE

And we're in love?

ELAINE

Well, I just said I'm in love with you. I don't know where you're at--

MIKE

Yes, you psychopath. I'm in love with you.

ELAINE  
OK, so ... yes.

MIKE  
And you want to stop?

ELAINE  
Yes.

MIKE  
You're fucking crazy.

ELAINE  
Still. You're not gonna win this one.

He thinks a beat.

MIKE  
I take back what I said about you being the smartest person I know.

ELAINE  
No, you don't.

She kisses him again. And falls asleep, leaving him awake.

INT. CHURCH - DAY

A title card reads **ONE YEAR LATER.**

Stoic, the backs of two heads -- a bride and groom -- as a PASTOR performs a marriage.

PASTOR  
...do you come here freely and without reservation to give yourself to Michael in marriage? If so, say "I do."

And we realize the bride is a stranger -- PAT SCOT, 26. She smiles, laughs briefly.

PAT  
I do.

In the CONGREGATION, Elaine and Paul sit politely.

ELAINE  
This is a beautiful first wedding.

PASTOR  
...give yourself to Patricia in marriage? If so, say "I do."

MIKE

I do.

And so Mike is married. Everyone claps.

EXT. CHURCHYARD - MINUTES LATER

Elaine and Paul wait in the receiving line. Elaine greets Mike first -- friendly, a cheek kiss -- and then his bride.

ELAINE

Best wishes.

PAT

Thank you, Elaine. Your dress is beautiful.

ELAINE

It was on sale.

INT. DANCE HALL - LATER

As dancing is underway at the Nichols-Scot wedding, Paul slips into the seat beside Elaine.

PAUL

So I need to ask you something serious. And this might be a bad time, and I'm not sure how you'll react, so I'm just going to say it and then we can move on from there.

ELAINE

OK...

PAUL

We're setting up a satellite company. Ted, Severn, and some other guys -- I want you to go, if you want to.

ELAINE

Where? Please say Paris.

PAUL

St. Louis.

ELAINE

Ah, the Paris of Missouri.

PAUL

We have a ten-week deal at the Crystal Palace with the possibility for more in success. It's a huge headlining opportunity for you.

ELAINE

Mike's never gonna go for it.

They glance at Mike, dancing with his new bride.

PAUL

You could go solo. They'll give you top billing, even on your own.

ELAINE

No, I couldn't do that. I won't.

PAUL

You wanna at least talk to him about it?

ELAINE

Sure, but look at him. He just bought a house in Hyde Park -- he's never gonna go for it.

EXT. ST. LOUIS - DAY

Mike drives across the Mississippi River, as Elaine, riding shotgun, looks out at the St. Louis skyline.

INT. WESTMINSTER PLACE HOUSE - DAY

Mike and Elaine carry their suitcases into the boarding house where the company lives.

MIKE

Hello?

SEVERN DARDEN (28), gangly and goofy, is the first to greet them.

SEVERN

Hello! We're so glad you're here.

MIKE

I'm Mike, and this is Elaine.

SEVERN

Of course, of course. Come in.

He offers an awkward hand.

SEVERN (CONT'D)

I'm Severn--

They enter the cozy living room, mismatched furniture arranged around a card table. DEL CLOSE (23), NANCY PONDER (25), and TED FLICKER (28) are waiting.

SEVERN (CONT'D)

(pointing)

And here's Del, and Nancy, and Ted.

All greet them with enthusiasm.

MIKE

Sorry to interrupt your card game.

TED

Not at all -- please join us.

NANCY

If you're not too tired from the drive.

Elaine takes off her coat, excited to see new faces.

MIKE

Yeah, I'm afraid I'm beat.

ELAINE

It wasn't too bad, actually. We stopped to eat in Springfield.

MIKE

Sorry--

ELAINE

He did most of the driving. Go on up, Mike.

MIKE

No, no, I'm fine. What are we playing?

NANCY

Canasta. Elaine, you can play with the boys, and Mike, you can play with me and Sev.

SEVERN

I'm sorry, am I not a boy?

NANCY

You're all man, darling.

Elaine jumps into the game. Mike, more reluctant, takes the seat beside her.

ELAINE

I haven't played this since I was a kid -- is this the one with melds?

TED

Yeah, everything's legal except threes.

ELAINE

Right right right.

Ted deals everyone in. Mike leans in and whispers--

MIKE

What the fuck is happening?

ELAINE

Everything is legal except threes.

SEVERN

I've seen the Chicago Compass -- you guys are so funny.

MIKE

Thank you.

SEVERN

The teenagers in the car? Hilarious. "I would respect you like crazy."

ELAINE

Thank you.

DEL

I think you'll both fit in well here. We're all kind of avant garde, we don't like to do the same sketch more than once.

SEVERN

Don't let that make you nervous -- I know Chicago relied on repeatable bits, and we get it.

MIKE

I wouldn't call it "repeatable bits" so much as polishing and--

DEL

Improvisation is so much more than just a tool to create performance material. Improvisation can be a performance in itself.

ELAINE  
I completely agree.

TED  
We like to think of ourselves as a circus. We draw on everything from Dostoyevski to the Warren Court to Ed Sullivan censoring Elvis's hips.

NANCY  
Selfishly, I'm just so relieved to have another girl in town. I've been alone with these doofuses for too long.

Elaine is excited by this.

ELAINE  
Yes! I'm really interested in, like, a "women of Cosa Nostra" thing. Anastasia's mother-in-law -- what is that like?

NANCY  
Totally, totally.

MIKE  
Elaine and I thought of a bit on the drive down we'd like to work up. A husband who's annoyed with his wife's snoring.

ELAINE  
(dismissive)  
He thinks I snore.

MIKE  
You do snore.

NANCY  
That reminds me -- we only have one room left upstairs. Are you all right with sharing?

Elaine waves off Nancy's concern.

MIKE  
Yeah, we're fine.

DEL  
Last night, we did "My Fair Lady" in the style of T.S. Eliot. It was hilarious.

Mike rolls his eyes -- ugh, the pretention of this douche -- as Severn deals another hand.

INT. CRYSTAL PALACE - NIGHT

The St. Louis company is doing a bit in formalwear that's getting moderate laughs.

ELAINE

*Oh, Fernando, I'm so worried we'll run into Henrietta and Albert at this party.*

DEL

*Don't you think it's time to let bygones be bygones?*

ELAINE

*Fernando, my ex-husband and your ex-wife have taken up with each other. It will always be uncomfortable.*

DEL

*Please try to be nice.*

ELAINE

*I'm always nice. I can't believe you'd suggest I have to try to be nice.*

Nancy enters. A hush falls.

NANCY

*Hello, Cecelia. You look lovely.*

ELAINE

*Hello, Henrietta. You look like a raisin.*

Mike is backstage, the last to go on. He tugs on his white gloves, watching Elaine do her rich lady act in a fur stole, hating everything.

INT. WESTMINSTER PLACE BEDROOM - NIGHT

Mike and Elaine sit cross-legged in pajamas, facing each other on the bed. They are flicking a paper ball back and forth, keeping score in a way only they understand.

ELAINE

*It's 20-18 in the Paper Ball Flicking World Championship.  
(MORE)*

ELAINE (CONT'D)

Mike Nichols of East Germany has made it all the way to the finals, and this could be match point.

MIKE

Stop distracting me.

ELAINE

His opponent, the reigning world champion, Iva Greengrass of New Zealand, refuses to quit.

He shoots, he scores, he celebrates, mildly.

ELAINE (CONT'D)

And East Germany takes home its first gold medal in paper ball flicking!

She takes off her necklace and puts it on Mike.

ELAINE (CONT'D)

Does the victor have a comment for the people back home?

MIKE

Rematch?

She drops the act but picks up the paper ball. They continue playing over--

ELAINE

What's gotten into you lately?

MIKE

Nothing, I just -- what if this doesn't work out?

ELAINE

Don't be stupid. Of course it's going to work out.

MIKE

But if it doesn't? We can barely afford one room in St. Louis.

ELAINE

We'll go back to Chicago, or try New York. Or maybe it'll be time to get real jobs.

She fakes a gasp.

ELAINE (CONT'D)  
I'll write greeting cards and you  
can teach worrying at Northwestern.

There's a knock at the door. Elaine gets up to answer it.

ELAINE (CONT'D)  
The Slovenian judge has requested a  
timeout.

It's Pat at the door -- both women are SURPRISED.

ELAINE (CONT'D)  
Hey, Pat.

Mike JUMPS UP to greet her. Kisses his wife.

MIKE  
Hi, honey.

He watches Pat's eyes drift to ELAINE'S NECKLACE, his  
makeshift gold medal.

Mike takes off the necklace, hands it back to Elaine. But the  
damage is done. And now it's awkward as hell.

PAT  
Hi, Mike.

ELAINE  
I'm gonna go--

EXT. WESTMINSTER PLACE KITCHEN - NIGHT

Elaine enters -- Del and Ted are playing cards.

ELAINE  
Can I crash with you tonight?

DEL  
Trouble with Mr. Sunshine?

ELAINE  
Give him a break.

DEL  
He's not the friendliest guy,  
Elaine. You've been here a month, I  
think he's said about fifteen words  
to me. And twelve of 'em have been  
variations on "fuck you."

ELAINE

When Mike first got to New York, his father had no idea what to do with two little kids. So he found another refugee family to take the boys while he set up his medical practice. These fuckers would kiss their own children good night, then shake Mike's hand. He was seven. So, yeah, the first English words he learned were harsh ones. His instinct is cruelty. But he's not a cruel person.

DEL

(sorry he asked)

OK...

She sits down. Lights a cigarette. They deal her in, and play under--

TED

Del was just explaining why women can't be funny.

DEL

I didn't say they can't be -- I said in general, they're not.

TED

(to Elaine)

Your bet.

She throws in. Then lets Del dig this hole.

DEL

Women try too hard. And they have to -- they're just not as naturally funny as men. And then they're too concerned with being cute to find a smart laugh.

ELAINE

Wow.

TED

I have a feeling Elaine disagrees.

ELAINE

That is warm, wet trash. That is the hottest piece of utter garbage I have ever heard. And I was there for my ex-husband's wedding vows.

"

(MORE)

ELAINE (CONT'D)

In sickness and in health," he said. When I got the chicken pox, he stayed at his mother's for a week. Also he divorced me, so--

Del laughs. But wins a hand, pulling in chips.

ELAINE (CONT'D)

(pouncing)

Tell me women aren't funny.

DEL

I didn't mean you.

Deal passes to Elaine. She shuffles.

ELAINE

So what's a girl gotta do to get laid around here?

Ted laughs.

ELAINE (CONT'D)

Ted?

TED

I am way too terrified of you.

ELAINE

Del?

DEL

Sure.

And thus begins the dumbest romance in comedy history.

EXT. ST. LOUIS STREET - NIGHT

Del and Elaine approach a restaurant.

ELAINE

Be nice to Pat. She's a very sweet idiot.

From the opposite direction, out of earshot, come Mike and Pat.

MIKE

Don't mind Del. He's a terrible prick.

INT. RESTAURANT - NIGHT

Mike, Elaine, Del, and Pat have their menus open.

MIKE

Has anyone seen the new Richard III uptown?

DEL

No, is it any good?

MIKE

Fucking brilliant. The guy playing Gloucester was hilarious. James Somethingorother.

Elaine rolls her eyes dramatically and groans.

DEL

Care to elaborate on that eyeroll?

ELAINE

Anyone who thinks Shakespeare is hilarious, or romantic, or terribly moving is a liar. "What man art thou that thus bescreen'd in night so stumblest on my counsel?" I mean, what the fuck?

MIKE

It means, "Who's the creep in the bushes?"

ELAINE

I know what it means. But I'm interested in how human beings talk to each other now. 1957.

PAT

I agree. Give me "Jailhouse Rock" any day.

DEL

But we only talk to each other the way we talk to each other because Shakespeare invented something like 2,000 of our words.

ELAINE

So?

MIKE

She's just being difficult to be difficult.

ELAINE

Ask Mike about seeing Olivier do Macbeth.

DEL  
 (impressed)  
 You didn't. Did you really?

Elaine's already laughing.

ELAINE  
 Yeah, Mike, did you?

MIKE  
 Fuck you.

ELAINE  
 No, tell the story--

PAT  
 (amused)  
 I don't think I've ever heard  
 this...

MIKE  
 I paid a fortune to see Olivier do  
 Macbeth. Couldn't get them at the  
 box office, so I found a guy who  
 could get them through some other  
 guy. I showed up and --

Elaine is practically doubled over.

MIKE (CONT'D)  
 It was the understudy. It was  
 Olivier's night off.  
 (to Elaine)  
 Seriously, you're going right to  
 hell.

They're totally in this old story, and it's annoying,  
 frankly.

MIKE (CONT'D)  
 The understudy was this creepy,  
 thin-lipped show-off...

PAT  
 It's so sad he never had a baby  
 with Vivien Leigh.

INT. HOTEL ROOM - ST. LOUIS - NIGHT

Mike and Pat enter after the dinner. She reaches for him  
 before he can even undress. He's hesitant--

PAT  
I'm going home tomorrow. Won't you miss me?

MIKE  
Of course. It's just -- you've seen it, it's insane here. We may be back in Chicago sooner rather than later.

PAT  
Really?

MIKE  
I don't know.

PAT  
It might be nice, you know. Maybe we could open our own little club -- you could do scenes, I could sing. We could have a baby... We could be like the Lucy and Ricky of the Middle West.

MIKE  
I can't think about having a baby--

PAT  
Would it really be so bad? I just want us to be normal.

MIKE  
Patty, I haven't been normal one day in my life.

PAT  
Why do you have to be so difficult?

She considers a vase of flowers on the table, starts rearranging them, cutting stems.

MIKE  
Because I'm a difficult person. I can't help that, any more than you can help your terrible taste in expensive wallpaper.

PAT  
(whispers)  
You're such a bastard.

MIKE  
Honey, you're not a cakewalk, either.

(MORE)

MIKE (CONT'D)

What are you even doing at home?  
Elaine and I are working six nights  
a week to pay for that wallpaper.

She stares at the flowers.

PAT

Do you want to go there?

MIKE

Go where?

PAT

I know you're sleeping together.  
There are stockings hanging on the  
towel rack. With huge runs in them.

MIKE

You're not going to believe me, but  
I'm not--

PAT

Fine, whatever.

MIKE

See, you don't believe me.

PAT

Of course I don't believe you! The  
two of you have this way of  
excluding everyone around you,  
especially me.

MIKE

You're nothing if not predictable.

Pat raises the scissors she's holding in frustration.

MIKE (CONT'D)

(calmly)

OK, I'm gonna go out while you calm  
down, and we can talk later.

This only infuriates her more, and she CHUCKS THE SCISSORS AT  
THE WALL, STABBING THEM INTO THE PLASTER. He regards them for  
a second, doesn't look at her, and LEAVES.

It's over.

INT. CRYSTAL PALACE THEATER - NIGHT

Mike and Del pretend to be standing on the edge of a party.

DEL  
*So are you an attorney?*

MIKE  
*No. What makes you say that?*

DEL  
*Well, this is a law firm. Most everyone here is an attorney. I'm an attorney -- I work upstairs in mergers and acquisitions. I'm new.*

MIKE  
*Oh, no. I got invited by a girl who works in the copy room.*

DEL  
*Linda?*

MIKE  
*No.*

The scene is so boring, the audience is confused and yawning. Del is furious with Mike, trying to get anything out of him.

MIKE (CONT'D)  
*Veronica. The tall lady.*

Del nods thoughtfully.

DEL  
*I don't know her.*

INT. WESTMINSTER PLACE BOARDING HOUSE - NIGHT

The St. Louis cast enters together, after a rough night.

DEL  
*Well, that was fun.*

Everybody groans.

ELAINE  
*Can it, Del.*

DEL  
*No. Tonight was awful. What are we going to do tomorrow?*

TED  
*We're going to shake tonight off and start again tomorrow. We've had off nights before.*

DEL

Come on, Ted. We've been "off" for weeks. This isn't working. I can't be in scenes with him anymore. I won't.

NANCY

Let's do something different tomorrow night. Like one of the old Compass improvised plays. What's that one...?

SEVERN

"The Game of Hurt."

ELAINE

No.

MIKE

No.

NANCY

(surprised)

Sorry.

ELAINE

The wife cheats on her husband with his best friend. We've done it a hundred times, and it never resolved any fights, if you know what I mean.

MIKE

Who said there were any fights to resolve?

ELAINE

Come on.

MIKE

What?

DEL

Oh my God, you are such a petulant little baby.

MIKE

Me?!

DEL

Yes, you. I don't know what your problem is -- are you jealous that I'm more talented than you are, or that I'm sleeping with Elaine?

MIKE

Please. You are an afterthought.  
You are a footnote. You are like a  
flea, and I'm sure everything about  
you is proportional.

ELAINE

OK, that's enough--

DEL

Sad son of a bitch.

MIKE

Pretentious fuckweasel.

DEL

Hairless cat.

SEVERN

OK -- seriously, guys --

DEL

That's fine. "You are not worth  
another word, else I'd call you  
knave."

MIKE

If Shakespeare were alive, how  
rigorously do you think you would  
suck his dick?

Mike uses this as his exit, storming upstairs.

DEL

(to Severn)

You gotta do something about that  
guy, Sev.

Severn isn't sure.

SEVERN

Yeah...

He starts to follow Mike, but Elaine stops him.

ELAINE

I got it.

Del seethes as he watches her go.

INT. WESTMINSTER PLACE HOUSE - MIKE AND ELAINE'S ROOM - NIGHT

Elaine knocks on the door, doesn't wait for an answer before  
entering. Mike's sitting on the floor against the bed.

ELAINE

Technically this is still my room too.

MIKE

What do you want?

ELAINE

I want you to knock it off. You've been sullen and mean for weeks.

MIKE

If you came in here to try to make me feel better, you're doing a pretty bad job of it.

ELAINE

I don't care how you feel.

But she sits down beside him on the floor.

MIKE

That's not true.

ELAINE

(relenting)

No, it's not true. What's going on with you?

MIKE

Your boyfriend is a prick.

ELAINE

(not buying it)

I know that. Try again.

MIKE

I miss Chicago. I miss David and Paul and the rules.

ELAINE

I know, you need structure.

MIKE

Don't say it like that -- like I'm being unreasonable. I didn't move to St. Louis to do *commedia* with Del Close and get divorced. I came for you.

ELAINE

Well, I came for something new. I came to be challenged. And you are not challenging me.

MIKE

I can't be who you want me to be. This is the same problem we had in Chicago when you said you were in [love with me]--

ELAINE

It's not the same.

MIKE

Fine, whatever. The bottom line is you can't commit to an act.

ELAINE

We're part of a company, Michael!

MIKE

We don't have to be. They need us a hell of a lot more than we need them.

ELAINE

No one needs you.

She takes a beat, realizes how harsh that was.

ELAINE (CONT'D)

I'm sorry--

MIKE

Don't be. It's true. You've always been the brilliant one, and I've always been the puppy, nipping at your heels.

ELAINE

Oh, brother. Enough with the pity party. You're getting divorced. So what? You hold onto tragedy like it's the throughline of your life.

MIKE

It might be.

ELAINE

It doesn't have to be. You have to get it together, or--

MIKE

Or what? You'll leave? You'll kick me out of Compass? What?

ELAINE  
I don't know, but something's got  
to change.

The uncertainty hangs for a second, and Elaine changes the  
subject.

ELAINE (CONT'D)  
Do you want to see something cute?

She pulls an envelope out of her pocket -- inside is a WALLET-  
SIZED PHOTOGRAPH of a nine-year-old girl. On the photograph  
is printed: "JEANNIE BERLIN, GRADE 4." It is very cute.

ELAINE (CONT'D)  
Her fourth-grade picture.

MIKE  
Yeah, that's undeniably cute.

ELAINE  
She has my eyes, don't you think?

MIKE  
Why does it say "Berlin"?

ELAINE  
I think, you know, because she's  
with my mother. Easier.

MIKE  
(unconvinced)  
Sure.

INT. HOTEL ROOM - ST. LOUIS - DAY

Elaine considers the rotary phone. Dials. Each number is a  
decision. Finally, it rings.

ELAINE  
Hi, David, it's Elaine.  
(beat)  
I'm all right. Listen --

She gathers her thoughts carefully.

ELAINE (CONT'D)  
You've got to fire Mike.

INT. THEATER - NIGHT

Severn and Mike sit in the empty theater. Mike is happy to  
see David is down from Chicago.

MIKE

David Shepherd! Nobody told me you were coming down! What a nice surprise!

DAVID

Hello, Mike. Have a seat.

MIKE

What's happening? How are the New York plans coming along?

DAVID

Fine, fine.

And now Mike senses what's about to happen--

DAVID (CONT'D)

Listen.

MIKE

Fuck.

DAVID

You know how much I respect you, but we just can't keep you. Morale is low, Del doesn't even want to be in the same room as you. I know Elaine's not happy. I'm sorry, Mike. This is your last night.

Off Mike, surprised and hurt--

INT. THEATER - NIGHT

Mike and Elaine are still the fucking best, performing a sketch where he, a doctor, and she, a nurse, are OPERATING on an invisible patient.

MIKE

*Scalpel.*

ELAINE

*Scalpel.*

MIKE

*Gauze.*

ELAINE

*Gauze.*

MIKE

*More gauze.*

ELAINE  
*More gauze.*

MIKE  
*More gauze.*

ELAINE  
*More gauze.*

MIKE  
*Little more gauze.*

ELAINE  
*We don't have any more gauze.*

MIKE  
*That's all the gauze?*

ELAINE  
*Yeah. I don't know what happened --  
we had a small roll of gauze.*

MIKE  
*Give me a sponge.*

ELAINE  
*Sponge.*

MIKE  
*Clamp.*

ELAINE  
*You have the clamp.*

MIKE  
*Suture.*

ELAINE  
*You have the suture.*

MIKE  
*Edith?*

ELAINE  
*Yes?*

MIKE  
*I love you.*

ELAINE  
*Please -- please.*

MIKE  
*Sponge.*

ELAINE  
*You have the sponge.*

MIKE  
*Give me another sponge -- I want  
 two sponges.*

INT. THEATER - BACKSTAGE - LATER

Still in their masks--

MIKE  
 They fired me.

ELAINE  
 What?

MIKE  
 Don't act surprised. I know you had  
 something to do with it. And the  
 thing of it is, I can't even blame  
 you. I just can't believe you went  
 through with it.

ELAINE  
 I hope our paths cross again...

MIKE  
 Don't. Don't act like we're  
 colleagues. Jesus, Elaine, we sleep  
 in the same bed.

ELAINE  
 I don't know what to say. I really  
 do wish you all the best.

MIKE  
 Fuck you.

He storms off. She pulls her mask off, and cries.

*Mike and Elaine live separately, for a grand total of about  
 two weeks:*

--Elaine moves half-heartedly through a dance sequence with  
 Del and Severn.

--Mike walks down Fifth Avenue, the Empire State Building in  
 the distance, pulls his coat tighter around him.

--Elaine slips out of Del's bed while he sleeps, goes back to  
 her own room. Pat's scissor wound is still in the wall.

--Mike enters a building -- the STRASBERG INSTITUTE.

INT. MIKE'S NEW YORK APARTMENT - DAY

Mike has a small, bare apartment on the Upper East Side. One of the few things he has is a phone. And he's dialing it while pacing.

It's Severn, in St. Louis, who answers.

SEVERN

Hello?

MIKE

Hello, Sev? Is Elaine there?

SEVERN

(surprised)

Mike?

MIKE

Yeah. Can you get Elaine, please?

SEVERN

Sure.

Mike paces while he waits. *Is this a stupid idea?*

Elaine is maybe still pissed, but she answers anyway, curious if nothing else.

ELAINE

Hello?

MIKE

How much money do you have?

ELAINE

Umm, hi.

MIKE

How much money do you have? The thing is, I got this audition for a talent agent, a real one. I've been going over it in my head all day, and if I go in alone, I won't get it. I'm useless without you. You said you wanted a challenge. Well, here it is, Elaine.

ELAINE

Who is this?

He knows she's joking, considers it a win.

MIKE  
Get on a plane.

He's laid down all his cards. Elaine looks around, surveys what she has. Like Del, popping his head in, clueless--

DEL  
Hey -- I'm trying to convince Ted to go down to the Cathedral and perform Hamlet from memory, as much as we can. You in?

ELAINE  
One second.  
(to Mike)  
I'm in.

And off Mike's surprise and relief--

EXT. NEW YORK CITY - DAY

Mike and Elaine walk through midtown Manhattan, fighting the wind.

ELAINE  
Who are we meeting again?

MIKE  
My friend Julie -- her husband, Charlie has this old friend who's a talent agent. He's got ins with all the big nightclubs.

INT. RUSSIAN TEA ROOM - DAY

Mike holds the door for Elaine, then reaches for her coat.

MIKE  
Let me help you with that.

She does, but--

ELAINE  
You don't have to be nice to me.  
You have every right to be mad.

MIKE  
Can we just add the last month to the list of things we pretend never happened?

Elaine is slightly taken aback, but nods.

Mike approaches the hostess.

MIKE (CONT'D)  
We're meeting Mr. Jack Rollins?

HOSTESS  
Right this way.

ELAINE  
(under her breath)  
I only have like nine dollars in my  
pocketbook.

They push into the DINING ROOM and are greeted at their table by JACK ROLLINS (43), the kind of guy who smoked cigars like a chimney and still lived to 100.

JACK  
Hello, you must be Michael.

MIKE  
Yes, hello -- this is my partner,  
Elaine.

JACK  
Hiya, sweetheart. Have a seat, show  
me what you got.

They sit, too stupid to be nervous.

ELAINE  
Give us an opening line and a  
closing line, and we'll improvise  
to it.

JACK  
An opening line? Like what?

MIKE  
Anything you can think of -- as  
outlandish or banal as you like.  
We'll build a scene, on the spot,  
around those lines.

JACK  
All right.

He considers, then throws out--

JACK (CONT'D)  
"Merry Christmas." And, uh, "Don't  
be a stranger."

MIKE  
Very well.

Mike takes a beat, a last look at Elaine, then starts, picking up an imaginary phone. She follows suit--

MIKE (CONT'D)

*Merry Christmas, Sally.*

ELAINE

*Well, hello, Merry Christmas to you too, George.*

MIKE

*I meant to call you last week, but I was out of town. The whole holiday thing was so crazy.*

ELAINE

*Oh, I imagine.*

MIKE

*Have you had your baby yet?*

ELAINE

*Mm-hmm, last Tuesday.*

MIKE

*What was it -- a boy or a girl?*

ELAINE

*Oh, well, gee, I'm really not sure. There've been so many calls, correspondence and everything, that I really haven't had much of a chance to check.*

MIKE

*But that's wonderful. You must be very excited.*

ELAINE

*Oh, yes I am. I really am. Oh, was I a mess -- my hair! I haven't gotten to the beauty parlor or anything. How was your trip?*

MIKE

*Fine. I wanted to write you, but there's no mail from Cuba right now.*

ELAINE

*Oh, I know, and you've been running around so much. Before Cuba, where was it?*

MIKE

*Tanganyika.*

Jack chortles.

ELAINE

*Well, I would love to have you come by next time you're in town. Your room is just the way it always was. Your mother comes over all the time and asks for you.*

MIKE

*Has she been a pain?*

ELAINE

*Well, you know mother-in-laws, they're always a little bit of a pain, but she's a sweet lady, and I imagine she'll be a big help now.*

MIKE

*Well, I have a couple days in town. I'll come by.*

ELAINE

*Please do, George. Don't be a stranger.*

Jack laughs heartily, as Mike and Elaine drop the act.

JACK

You practiced that.

MIKE

We really didn't. We use improvisation to build our material. We have a repertoire of scenes and characters honed through improvisational work.

ELAINE

We're constantly creating new scenes, new ideas. We don't write anything down, because nothing is ever quite the same twice in a row.

JACK

I gotta go call my wife.

He moves to get up, leaving Mike and Elaine confused.

MIKE

Well, thank you for your time,  
sir...

JACK

The girl's gonna need a new dress.  
Jane'll take you to Macy's. You,  
sonny, I'll buy you a new shirt.

He calls across the room--

JACK (CONT'D)

Hey, Marty -- can you get me a  
phone over here?

--then turns back to Mike and Elaine.

JACK (CONT'D)

I gotta be honest -- I've never  
seen anything like that before. I'm  
not entirely sure what to do with  
you. Nightclubs, to start. I think  
I can get you in at the Blue Angel.

ELAINE

Seriously?

JACK

Well, I can get you an audition  
with Max Gordon -- he'll love ya.

Mike and Elaine are a little bit dumbfounded.

JACK (CONT'D)

Smile, kids. We're all going to be  
rich. And eat a blinchik -- aren't  
you hungry?

INT. BLUE ANGEL NIGHTCLUB - NIGHT

Backstage, a full house out front. Mike is in a shirt and  
bowtie (and a new wig), and Elaine is in a dress she didn't  
buy herself. They sit on a BENCH behind a red curtain.

ELAINE

Are you nervous?

MIKE

(lying)  
No, strangely. You?

ELAINE

(dry)  
Terrified.

He gives her a cigarette and lights it. The EMCEE gives them a thumbs-up, then pushes through the CURTAIN. Mike and Elaine can hear him announce--

EMCEE

And now, making their New York debut, right here at the Blue Angel, the comedy team of Nichols and May.

The curtains open, and Mike and Elaine start doing "Teenagers." He yawns and reaches an arm around her.

ELAINE

*Do you think you're gonna go to college when you get out of high school?*

TIME CUT TO:

As the scene progresses, we PIVOT to a table in the back, where Jack is smoking and drinking with MAX GORDON (40s), the owner of the club, and his wife, LORRAINE (40s).

MIKE

*See, uh, this is the thing -- I only get the car once a week.*

ELAINE

*Oh, well, that's all right! I think if a girl likes a boy, she'll ride on the bus!*

The audience laughs. Max is stoic, but Lorraine is EATING IT UP.

MAX

Quiet, Lorraine -- if you keep that up, Jack's gonna charge me a fortune.

EXT. NEW YORK CITY STREET - NIGHT

Mike and Elaine head toward the Blue Angel for a performance. They pass the WILL CALL LINE, a few people waiting patiently for the show to start. They push into--

INT. BLUE ANGEL NIGHTCLUB - BACKSTAGE - NIGHT

--where a glamorous young singer is fixing her hair.

MIKE

This is not Compass.

ELAINE  
No, it's not...

Jack is waiting for them in their dressing room.

JACK  
Good, you're here.

ELAINE  
Hi, Jack.

JACK  
I got news. *Omnibus* is doing a revue next Sunday -- they were looking around for highbrow comedy. I told 'em I got just what they need.

MIKE  
(instantly overwhelmed)  
Television?

ELAINE  
We can't condense our act into a three-minute segment -- it's not enough time to get anything going.

JACK  
That's the thing -- I got you two eight-minute blocks, unedited. Look happy, kiddos. *Omnibus* isn't exactly slaughtering the ratings, but they're getting a 21 share. It's a start.

MIKE  
No, it's just -- we don't usually rehearse. Television seems like something you should rehearse for.

JACK  
I'm telling you -- just do your thing, and you'll be fine.

INT. RCA BUILDING - 30 ROCKEFELLER CENTER - NIGHT

LIGHTS and CAMERAS, and a STUDIO AUDIENCE, face Mike and Elaine on a soundstage at *Omnibus*. They're in places -- her behind a desk, him ENTERING.

ELAINE  
*Welcome to Longdust. Can I help you?*

MIKE

*I read your ad. I'm interested in your \$65 funeral.*

ELAINE

*I'm terribly sorry. Can you tell me, what was the loved one's name?*

MIKE

*Seymour Maslow-Freen.*

ELAINE

*Is that hyphenated?*

MIKE

*It was.*

Chuckles from the STUDIO AUDIENCE.

ELAINE

*And may I ask what your name is?*

MIKE

*Charlie.*

ELAINE

*Charlie, I'm Miss Loomis, your grief lady.*

MIKE

*Hi.*

ELAINE

*Well, that will be \$65.*

MIKE

*I have the check all made out.*

ELAINE

*Wonderful. Before you go, Mr. Maslow-Freen, I was just wondering -  
- would you be interested in some extras for the loved one?*

MIKE

*What kind of extras?*

ELAINE

*Well ... how about a casket?*

More laughter -- enough that they have to pause.

MIKE

*Isn't that included?*

ELAINE

No.

MIKE

*We have to have a casket.*

ELAINE

*Yes. It looks better. We have three prices: \$1,243, \$768, and \$14.98.*

MIKE

*May I ask, what do those prices represent?*

ELAINE

*That's mahogany, oak, and nubby plywood.*

Mike has to hide his laughter in his handkerchief.

MIKE

*Nubby plywood. Tell me, what kind of appearance does that make?*

ELAINE

*Cheap.*

MIKE

*I'll take the oak.*

ELAINE

*I am so sorry to intrude this way on your grief, I just wondered, can you tell me -- how did you plan on getting Mr. Maslow-Freen down here?*

MIKE

*Cab?*

ELAINE

*You'll have to leave the driver an enormous tip.*

MIKE

*You don't happen to have a hearse?*

ELAINE

*Yes, we do. For \$35, I can give you an exquisite Cadillac Slumberwagon.*

MIKE

*All right, all right. \$35.*

ELAINE

*This is the last -- and I am once again truly sorry -- it is my job. Had you planned at all on burying Mr. Maslow-Freen?*

MIKE

*Madam, that was foremost in my mind!*

ELAINE

*Do you happen to have a plot?*

MIKE

*No, but I'm sure you do.*

ELAINE

*Yes, we do. We have three prices: \$824.46, \$493.58, and \$10.*

MIKE

*I'm just curious -- what happens for \$10?*

ELAINE

*For \$10, we have two men who come and take Mr. Maslow-Freen away and do God knows what.*

The laughter is uproarious, and from there we go to--

EXT. NEW YORK CITY STREET - NIGHT

The line outside the Blue Angel WRAPS AROUND THE BLOCK as Mike and Elaine try to sneak into the theater. People point and cheer. Someone holds out a NEWSPAPER and a pen--

ONLOOKER

Can you sign this, please?

Mike takes the paper from her, notices the headline: "ELAINE MAY, MIKE NICHOLS ARE TEAM WITH A FUTURE." He scribbles his signature, overwhelmed, and hands the pen off to Elaine.

MIKE

Thank you.

They push into the theater, breath heavy. They take a beat.

MIKE (CONT'D)

What do we do now?

INT. ELAINE'S APARTMENT - DAY

Elaine has a new apartment in a doorman building, barely furnished. She's nervous, anticipating the DOORBELL RINGING. She answers it.

ELAINE

Hello!

And we pivot to see at the door -- Elaine's mother, IDA BERLIN (50s), and her daughter, JEANNIE BERLIN (9), with SUITCASES. Jeannie looks down at the floor.

MRS. BERLIN

Hello, Elaine.

ELAINE

Hello, Mother.

MRS. BERLIN

I saw your skit about nagging mothers on Jack Paar, and I did not like it.

ELAINE

That was based on Michael's mother, of course.

MRS. BERLIN

Oh. All right, then.

Elaine bends down to assess Jeannie, a virtual stranger.

ELAINE

Hi, darling. Gosh, you're so tall! When'd you get so tall?

Jeannie is too shy to answer, but Elaine knows -- in the years it's been since they've spent meaningful time together.

ELAINE (CONT'D)

Come on in! I haven't done much decorating. I thought we could do that together. Here's the living room--

It's sparsely decorated, one couch facing a TV set.

ELAINE (CONT'D)

I did get one thing, just for you -- come here.

She leads them into the dining room, where she has set up a lone PING-PONG TABLE.

ELAINE (CONT'D)

This is technically the dining room, but I thought this would be more fun. Your grandmother told me you like table tennis.

MRS. BERLIN

(faking enthusiasm)

Wow, Jeannie! Look at that! What do you say?

JEANNIE

Thank you.

ELAINE

Do you want to play? Look, I got a purple paddle just for you. Is purple still your favorite color?

Jeannie shakes her head, but timidly takes the paddle anyway.

ELAINE (CONT'D)

You serve.

Jeannie SERVES, and after a brief volley, Elaine lets it go by. Jeannie is the only person Elaine would let win.

ELAINE (CONT'D)

1-0! Jeannie Brette Berlin.

INT. RECORDING STUDIO - DAY

Mike and Elaine sit across from each other in a recording booth, smoking and drinking coffee. A PRODUCER is in the next room. They're giggly.

PRODUCER

Ready whenever you are.

ELAINE

(to Mike, through laughter)

Stop laughing. This is serious.

MIKE

Go on without me.

This just makes her laugh harder.

PRODUCER

Don't worry -- if you crack up, we can splice the tape.

ELAINE

How much tape do you have?

PRODUCER

This is Mercury Records, kids --  
we've got plenty.

MIKE

Don't freak out. It's just a  
professionally recorded comedy  
album. They're only going to sell  
it in every Woolworth's from here  
to Seattle. It's only costing the  
label \$30 a minute to tape us  
giggling at each other.

ELAINE

(still laughing)

Before I forget -- did your mother  
give you a hard time about the  
"Mother and Son" piece?

MIKE

Yeah, but I just told her we based  
it on your mother.

ELAINE

I told mine the same thing.

Mike sobers now.

MIKE

It really is kind of the best  
revenge, isn't it?

She nods. They can go on now.

ELAINE

You know what I was thinking?

MIKE

Hardly ever.

ELAINE

And, I'm sorry, Al -- this isn't  
remotely going to work for the  
album because I think it would have  
be visual --

MIKE

What?

ELAINE

Pirandello, "Six Characters in Search of an Author." The deconstruction of human relationships. Where we're playing ourselves playing other people pretending to be what they're not.

MIKE

(contemplative)

Yeah...

ELAINE

You hear what I'm saying?

MIKE

Yeah. You could do something like -- children trying to mimic their parents having a romantic conversation.

ELAINE

Yes--

MIKE

Which becomes the parents having the romantic conversation.

ELAINE

Which becomes us, breaking the fourth wall, discussing the scene. It could work.

MIKE

Yeah.

(a beat)

It shouldn't be a romance. It should be a fight.

PRODUCER

You guys want to try it?

MIKE

Actually, I got something else. Do you mind?

ELAINE

Not at all.

PRODUCER

OK, rolling.

MIKE

*May I seet down?*

She smiles, recognizes what he's going for, and follows...

ELAINE  
*If you veesh.*

INT. ELAINE'S APARTMENT - NIGHT

"Improvisations to Music" is a physical album. Mike holds it in his hands, lowering it to the RECORD PLAYER. It CRACKLES briefly, then their voices can be heard over classical piano.

JEANNIE  
Oh my God, Mommy, you're famous.

ELAINE  
Turn it off, turn it off.

JEANNIE  
Why? This is so cool. Now, whenever I miss you, I can play this record and hear your voice.

Elaine looks to Mike -- what a gut punch.

MIKE  
Your mom's not going anywhere, sweetheart.

JEANNIE  
It's OK. I know you have a big important job now.

INT. BLUE ANGEL NIGHTCLUB - NIGHT

Mike and Elaine are on their knees, Elaine with a comically big BOW in her hair. They pretend to be children, pretending to be adults.

MIKE  
*I'm going to work now at my big important job in New York City.*

ELAINE  
*Don't forget to take your lunch.*

MIKE  
*I always remember my lunch.*

ELAINE  
*Well, honey, that's just not true. I had to bring it to you at the office last week.*

MIKE

*When?*

ELAINE

*Thursday. It was the same day you missed Sally's piano recital.*

MIKE

*Honey, I had an important meeting with my boss, and I told you--*

ELAINE

*Fine, fine.*

We'll cut away from this and go briefly to--

INT. ELAINE'S APARTMENT - DAY

Jeannie hits a ping-pong ball against the wall with a paddle, like mini-racquetball.

ELAINE

It's getting late. You have to do your homework.

JEANNIE

Why?

ELAINE

Because I want you to get good grades so you can go to college.

JEANNIE

Why?

ELAINE

Because I love you.

Jeannie rolls her eyes.

JEANNIE

You're not in charge of me.

ELAINE

I absolutely am.

JEANNIE

No. Grandma's in charge of me. And Grandma doesn't make me do my homework before dinner.

Elaine, frustrated but powerless, leaves the room. Mrs. Berlin is waiting, unintentionally surprising Elaine.

ELAINE

Fuck, I hate it when you lurk around like that.

MRS. BERLIN

Your language--

ELAINE

I own this apartment, Mother.

Then she relents, sinking down.

ELAINE (CONT'D)

I feel like I'm screwing everything up with Jeannie. She has no respect for me whatsoever.

MRS. BERLIN

Hmm, I wonder what that feels like.

ELAINE

That's what scares me. I don't want to be like you. And I don't want her to drop out of school at 14 and get pregnant before she can drive a car.

MRS. BERLIN

If there's one thing I learned, it's that you can't always control your children.

But Elaine just sees this as a challenge.

INT. BLUE ANGEL NIGHTCLUB - NIGHT

Still pretending to be the children--

MIKE

*What is this really about? You are always yelling at me after the children go to bed--*

Elaine stands, takes the bow out of her hair.

ELAINE

*Harry. You know I know you're having an affair with Margie.*

He stands now, too, taking on a more adult persona.

MIKE

*I most certainly am not!*

ELAINE

*Oh, please. The florist called -- you accidentally charged a \$40 arrangement to my account. "Happy birthday to my favorite little secret."*

MIKE

*It said, "To my favorite little secretary," but they couldn't fit it on the card. Because Margie is my favorite secretary. And you know Margie, she's also, you know, not little -- it was a joke!*

ELAINE

*If that's true, that's a very mean-spirited joke.*

And we'll leave for a minute to show--

INT. ELAINE'S APARTMENT - DAY

It's Jeannie's birthday. She blows out TEN CANDLES on a cake. Elaine, Mrs. Berlin, and Mike, in party hats, clap and cheer.

ELAINE

Here, darling, open this one.

She hands Jeannie a carefully wrapped present, and Jeannie opens it. It's a small pink HANDBAG, embroidered with her initials: JBB.

ELAINE (CONT'D)

I thought now that you're ten, you should have a real pocketbook. And, look, it has your monogram on it.

JEANNIE

Thank you!

But the smile doesn't quite reach her eyes. Mike hands Jeannie a box.

MIKE

Here's mine.

She rips the paper off -- it's a BROWNIE CAMERA.

JEANNIE

Oh my God!

MIKE

Do you like it?

JEANNIE

I love it! I've been wanting one of these for forever and ever and ever! Thank you thank you thank you!

MIKE

There's a few rolls of film in the bottom of the box.

JEANNIE

Will you show me how to load it?

As Mike helps Jeannie, Elaine can't help but feel a little dejected, a little regretful...

INT. BLUE ANGEL NIGHTCLUB - NIGHT

--back to "Pirandello."

ELAINE

*I just wish you would admit that you and Margie have had a thing going for years.*

MIKE

*We haven't --*

He throws up his hands in frustration.

MIKE (CONT'D)

*Elaine, this scene is going nowhere. You've completely backed me into a corner.*

The audience perks up -- are they having a fight ... now?

ELAINE

*Me?! You want to blame this on me? If you would just admit to the husband's affair, we could move on to a more interesting part of the story, but you're intractable.*

MIKE

*See, and your problem is you use words like intractable -- nobody out there knows what that means.*

He gestures to the audience.

ELAINE

*Oh, so now you're insulting them, too? Nice, Michael.*

(MORE)

ELAINE (CONT'D)  
*People are a lot smarter than you  
 give them credit for -- you think  
 you're so brilliant.*

MIKE  
*Well, at least I went to college.*

He turns to the audience.

MIKE (CONT'D)  
*Please forgive us. My partner and I  
 have been having this minor  
 squabble, and she--*

ELAINE  
*Screw this.*

She starts to walk offstage, but he stops her, grabbing her arm roughly.

ELAINE (CONT'D)  
*Michael, what do you think you're  
 doing?*

MIKE  
*I'm doing "Pirandello."*

They take hands and bow, as the audience nervously laughs. The curtain closes in front of them.

ELAINE  
 We can do better.

MIKE  
 Yeah, it's not mean enough yet. You  
 can really let me have it.

He says it off-handedly, because he doesn't realize -- this will turn out to be a tremendously stupid idea.

INT. ELAINE'S APARTMENT - DAY

Elaine answers the door to find Jack and Mike both on the other side.

ELAINE  
 Uh-oh. This can't be good.

JACK  
 It's good.

ELAINE  
 Did you come together, or is this a  
 coincidence?

MIKE

We came together, but he wouldn't tell me what's going on. He's been buzzing around like a firefly since 59th Street.

ELAINE

What is it?

JACK

I got a call late last night from Alexander Cohen, the producer. He's got space at the Golden in the fall, and he wants to put you guys in it.

MIKE

The Golden?

JACK

45th and 8th. Broadway.

MIKE

Seriously?

JACK

Seriously.

ELAINE

Seriously?

JACK

Yep. Do you want me to get into the deal?

ELAINE

Wait wait wait. Alex Cohen wants to put us on Broadway?

JACK

It's a smaller theater, only about 800 seats. He wants to start the show late -- at 9:00.

MIKE

(musing)

"An Evening With Nichols and May."

There's silence for a beat. This is huge.

ELAINE

Hey, who decided on "Nichols and May"? Why not "May and Nichols"?

(MORE)

ELAINE (CONT'D)

Doesn't it seem like it should be alphabetical?

MIKE

Is this really what you want to [talk about right now]?

ELAINE

No.

MIKE

OK.

They look at each other, considering, trying to read each other's faces. Finally, they smile.

ELAINE

Let's do it.

JACK

Wonderful. I'm going to book you in some bigger theaters, maybe in Bridgeport, so you can try out material out of town, build a setlist. Get ready, kids -- you're in the big leagues now.

INT. AMERICAN MUSEUM OF NATURAL HISTORY - DAY

Elaine walks through the prehistory exhibit with Jeannie.

JEANNIE

Do they have penguins here?

ELAINE

Maybe in the birds exhibit. Not live ones, though.

JEANNIE

Oh. Grandma took me to see the penguins once in San Diego. Have you ever seen a penguin?

ELAINE

I can't say that I have. Look at that woolly mammoth -- it's huge!

Jeannie looks -- isn't impressed.

JEANNIE

Yeah.

ELAINE  
Hey, uh, Jeannie? Listen. You know  
I love you, right?

JEANNIE  
Uh ... I guess.

ELAINE  
I've never, uh, I've never been  
very good at saying it. I've never  
been very good at hanging on to the  
things I should hang on to. And I  
know that's made me a pretty crap  
mother so far. We're both lucky  
that your grandmother has been  
there for you. But, if you're all  
right with this, I'd like to step  
in.

Jeannie seems a little confused, but she's listening.

ELAINE (CONT'D)  
I know that it's outrageously  
unfair of me to ask. But I would  
really appreciate another chance to  
be your mother. What do you think?

Jeannie shrugs.

JEANNIE  
You won't leave again?

ELAINE  
Never.

JEANNIE  
OK.

Elaine exhales a heavy breath. She's not sure what to say or  
do next. So she goes for--

ELAINE  
What's a woolly mammoth's favorite  
sport?

JEANNIE  
What?

ELAINE  
Squash.

Jeannie laughs.

JEANNIE  
You're funny, Mom.

INT. CONNECTICUT THEATER - NIGHT

As they get ready to go on, Mike and Elaine start plotting the move to Broadway.

ELAINE  
First act: "Teenagers," one of the doctor ones -- rotating, "\$65 Funeral," "Mother and Son." Second act: improvisation. We'll take suggestions for style and subject from the audience. Finish with "Pirandello."

MIKE  
It's too loose, Elaine. I'm proposing -- first act: "Teenagers," "The Lost Dime," "Mother and Son," "Funeral," "Adultery." You love "Adultery."

She waggles her eyebrows, always going for the joke.

ELAINE  
I love all kinds of adultery.

MIKE  
Second act: "Disc Jockey," "Little More Gauze," "Snoring." "Pirandello" isn't nearly ready, and I doubt we can get it there before we open.

A STAGE MANAGER sticks his head in.

STAGE MANAGER  
You guys are up.

They nod and dismiss him, but move faster now.

ELAINE  
I don't understand why the concept of Broadway is scaring you so much. We have to do it the way we've always done it -- second by second, and when in doubt, seduce.

MIKE  
Do you know how much the producers are going to charge for a seat?

ELAINE

Yes, Michael. But they're paying to see us. Why would we change what us is?

As he struggles to tie his bowtie, she helps him.

MIKE

We've been working together for four years. This is the time to showcase the best of what we've got. That's "Teenagers." That's "\$65 Funeral" --

ELAINE

No! The best of what we've got is us. When you look at me and we connect. It's never better, it's never more fun than when I don't know what's coming next. If you take that part out, we're just jackasses doing little skits.

They head to the stage--

MIKE

Well then compromise. Make me an offer.

ELAINE

Make you an offer? Since when are you the arbiter of the act?

ANNOUNCER

And now, tonight's headliners, Mike Nichols and Elaine May.

ELAINE

This isn't over.

The audience CLAPS and WHISTLES as Mike and Elaine step out.

There's something just a little off -- a little reluctant, a little irritated, a little infuriated -- when she sits and says...

ELAINE (CONT'D)

*Have you noticed the lake at all?  
It's just ... suicidally beautiful  
tonight.*

TIME CUT TO:

INT. CONNECTICUT THEATER - NIGHT

Mid-"Pirandello."

ELAINE

*I just wish you would admit that you and Margie have had a thing going for years.*

MIKE

*We haven't --*

He throws his hands up in frustration.

MIKE (CONT'D)

*Elaine, this scene is going nowhere. You've completely backed me into a corner.*

ELAINE

*No, Michael, you've completely backed me into a corner.*

He's taken aback. This isn't how the scene usually goes.

MIKE

*I -- I --*

ELAINE

*We're finally being recognized for our work, and all you want is to stop working.*

MIKE

*I never said that. When did I say that?*

ELAINE

*You want to immortalize every scene. You want every night to be the same as the last, when the truth is, the unpredictability of this stupid act is why it got noticed in the first place.*

MIKE

*Do we have to do this now?*

ELAINE

*You're the one who thought "Pirandello" should be a fight -- well, here it is.*

He looks at the audience briefly (they're AGHAST), then back at her. And damn if he just lets her have it.

MIKE

Forgive me if I want this to be commercially successful, too. I'm the only one who looks at the books. I'm the only one keeping our finances in order. Did you know I started a college fund for Jeannie? Because I did, and you're welcome.

ELAINE

Do not bring her up--

MIKE

Right. Yeah, I saw that interview you did in Newsweek. It wasn't a direct quote, but the magazine said you'd never been married, no children. I wonder how they got that idea...

ELAINE

It's nobody's business...

MIKE

(to the crowd)  
Elaine's 27. Her daughter's 10. Do the math.

ELAINE

Am I supposed to be ashamed of that? Because I'm not. And, by the way, that's really rich coming from you, when you're the one who just spent \$300 on a wig.

It's the cruelest thing she's ever said to him. And he ADVANCES ON HER, holding his hands just inches from her throat, wanting to throttle her but not quite touching her.

ELAINE (CONT'D)

What are you doing?

It's the out. It's the opportunity for him to call it a night and say "I'm doing Pirandello." But he doesn't.

The STAGE MANAGER holds the curtain rope in his hands, ready to close them.

MIKE

You are the craziest fucking person  
I know. And you're a terrible  
mother.

She pushes him away from her, but he doesn't get far -- and he pushes back. There's a moment -- Are they doing this? Is this theatre? Is this real? Is this the whole terrifying point of "Pirandello"?

He slaps her. She lunges, using her nails to dig into his chest.

ELAINE

Thank God I didn't marry you when I  
had the chance.

He's holding her forcefully at arm's length while she scratches at him, reaching for his neck.

MIKE

Yes, thank God for that.

ELAINE

Have you ever noticed that all the  
women in your life want to kill  
you? Why do you think that is?

MIKE

Have you ever noticed that all the  
men in your life want to kill  
themselves?

She screams.

The stage manager pulls the curtain closed, as the audience watches in sheer shock and confusion. They clap nervously, unsure if they're even supposed to.

In the darkness backstage, they relent and stare at each other. He cries first, and she follows, fiercely hugging him.

They whisper apologies into each other's skin.

EXT. GOLDEN THEATER - NIGHT

There's a FERRIS WHEEL set up outside the Golden Theater on the night of the Broadway opening. Mike and Elaine are in formalwear, doing the red carpet. Jack is thrilled as hell, charming photographers.

Mike talks to a REPORTER, while Elaine stands by -- she HATES this kind of thing and is more than happy to let him do the talking.

REPORTER

So what can we expect tonight?

MIKE

The show's really unpredictable -- we don't have a script, we don't have a schedule. In the second act, we'll take audience suggestions for scenes, and we'll also visit some favorites of ours.

REPORTER

Like the teenagers in the car?

MIKE

Of course.

REPORTER

Well, really looking forward to it.

They nod in thanks and move down the rope line toward the next reporter, until--

ELAINE

Come on.

She grabs his hand and leads him away, toward the ferris wheel.

MIKE

Elaine, we have to--

ELAINE

No, we don't. Come on.

She skips to the front of the line -- no one complains -- and boards a car.

MIKE

We have a responsibility to promote the show.

ELAINE

The show will promote the show. I don't want to deal with all those people.

They sit down, and he closes his eyes.

MIKE

Also, I hate heights.

ELAINE

It's not that high.

MIKE

It's high enough. And who do you think installed this thing? Was it a person with an advanced degree in structural engineering?

ELAINE

I think his name was Jethro. Could you just try to have fun for two minutes?

He takes a breath, tries to relax.

ELAINE (CONT'D)

Did you bring a date tonight?

MIKE

Yeah -- her name's Katie. She's pretty, but she's not -- you know --

ELAINE

What?

MIKE

We were watching the debate last night, and she thought Kinmen and Matsu were the Kennedys' dogs.

ELAINE

No, she didn't.

MIKE

She does not support using military force against them.

Elaine laughs. Then--

MIKE (CONT'D)

I wish my father were here.

ELAINE

(surprised)

I've never heard you say that before.

MIKE

He only knew me as the peculiar little bald kid. Look at me now. About to open on Broadway. Pretty girl by my side. These are things he could've understood ... maybe been proud of. Maybe I was closer to what he wanted than he thought.

ELAINE

Thank you for compromising.

MIKE

No, you're right. This is nice -- look at all the people who came. Sidney Lumet and my mother -- I wonder who hates me more.

ELAINE

(serious)

I don't mean on the ferris wheel, dummy. I mean on the show. Fifteen minutes of improvisation in the second act -- I know you didn't want that.

He shrugs.

MIKE

I want the same thing I've always wanted.

ELAINE

What's that?

MIKE

Whatever keeps you around.

She takes his hand.

INT. GOLDEN THEATER - NIGHT

Mike and Elaine TAKE THEIR BOWS to thunderous applause.

INT. RCA BUILDING - 30 ROCKEFELLER CENTER - NIGHT

Mike and Elaine "sign in" on a chalkboard as mystery guests on "What's My Line?", the panel blindfolded in the distance.

INT. GOLDEN THEATER - NIGHT

Mike and Elaine take another bow -- Elaine's, to the trained eye, might look perfunctory.

INT. CARNEGIE HALL - NIGHT

Mike and Elaine sit in the AUDIENCE, together.

PRESENTER

And the Grammy Award for Best Comedy Performance goes to...

She opens an envelope...

## PRESENTER (CONT'D)

Mike Nichols and Elaine May, for  
their recording of "An Evening With  
Nichols and May"!

Mike and Elaine get up, smiling, to accept their awards.

INT. GOLDEN THEATER - DAY

Mike and Elaine take another bow after a matinee. She hurries  
off and starts changing immediately. He follows.

MIKE

Hey, can I talk to you for a  
minute?

ELAINE

Sure, but really fast -- I got a  
message from the school at  
intermission. Jeannie got in  
trouble. I have to go down there  
between shows and sort it out.

MIKE

Look at you, Miss PTA.

ELAINE

I'm trying. So what do you want to  
talk about?

MIKE

It can wait.

ELAINE

No, come on. I have six minutes--

MIKE

"Pirandello" is going on for about  
two minutes longer than it needs  
to.

ELAINE

During which part?

MIKE

During the fight. We have to get  
them to gasp faster. We're not  
gaining anything from the section  
about our divorces, and half the  
people -- thank God -- don't know  
enough about us to make it funny  
anyway...

ELAINE  
I totally disagree.

MIKE  
Why?

ELAINE  
Because it's uncomfortable. You have to let them marinate in the stew of awkward for a solid four or five minutes in order for it to really pay off.

MIKE  
I don't think so, Elaine. Dramaturgically, it's getting away from us in the third part. It's losing the thread of the narrative.

She rolls her eyes.

ELAINE  
Fine.

MIKE  
Fine?

ELAINE  
I'm done fighting with you about "Pirandello." Congratulations, you've won.

MIKE  
I don't want to win. I want it to be a strong--

ELAINE  
(condescending)  
Mike? Stop now.

She grabs her purse.

ELAINE (CONT'D)  
I have to go deal with my other kid.

INT. ELEMENTARY SCHOOL - DAY

Elaine walks into an after-hours elementary school classroom. Jeannie has been kept late and is scribbling at her desk; the TEACHER, MISS WILLIAMS, is at her own desk.

Elaine approaches Jeannie first.

ELAINE  
Hello, sweetheart.

JEANNIE  
(chastened)  
Hi, Mom. I'm sorry.

ELAINE  
What happened?

MISS WILLIAMS  
Jeannie, why don't you wait outside  
while I talk to your mother?

Jeannie steps outside. Elaine waits expectantly.

MISS WILLIAMS (CONT'D)  
Jeannie got in a fight with another  
student at recess today.

ELAINE  
(surprised)  
A physical fight?

MISS WILLIAMS  
A boy was following her around,  
tugging her pigtails -- you know,  
the usual -- and Jeannie pushed  
him. Hard.

Elaine ... doesn't understand the problem.

ELAINE  
And?

MISS WILLIAMS  
Jeannie has been given detention,  
and we expect you to discipline her  
at home, as well.

ELAINE  
For shoving a kid who was  
antagonizing her? What kind of  
punishment did he get?

MISS WILLIAMS  
He's not the one who pushed her.

ELAINE  
For pulling her hair. What  
punishment did he get for pulling  
her hair?

MISS WILLIAMS  
Oh, well, that's--

ELAINE  
Assault? Should I involve the  
police?

MISS WILLIAMS  
I think this matter can be resolved  
without--

ELAINE  
Unless the boy who pulled her hair  
gets a stricter punishment, we have  
nothing more to discuss.

Elaine stares the teacher down. Getting no response, she  
decides this conversation is over and heads outside.

INT. ELEMENTARY SCHOOL HALLWAY - CONTINUOUS

Elaine kneels down beside Jeannie, who's sitting on the floor  
against the wall.

ELAINE  
Hey, look at me.

Jeannie does, sadly.

ELAINE (CONT'D)  
I'm proud of you. Don't take shit  
from anybody, you hear me?

Jeannie smiles. Throws her arms around Elaine. Elaine, caught  
off guard, tries not to cry.

A quick sequence of events over the next eight months --

--Mike and Elaine run offstage at the Golden. Backstage,  
Elaine introduces Mike to SHELDON HARNICK (35), a nerdy  
lyricist in a too-big suit.

ELAINE (CONT'D)  
Mike, I'd like you to meet Sheldon  
Harnick. He's the lyricist who  
wrote--

MIKE  
*Fiorello*. Congratulations on your,  
um, Pulitzer.

ELAINE  
And Tony.

SHELDON

Nice to meet you. Great show tonight.

MIKE

Thanks. I heard you two are going skiing this weekend.

SHELDON

That's the plan.

MIKE

Be careful with her. She's clumsy and I need her back on Tuesday.

Elaine side-eyes him.

ELAINE

I haven't fallen down in weeks.

MIKE

Maybe on regular shoes.

ELAINE

I think I'm up for the challenge of skis.

Mike watches them walk off. He won't be good at this part until 1988.

--Mike holds another album -- "Mike Nichols and Elaine May Examine Doctors" -- in his hands.

--Mike and Elaine take a FINAL BOW at the Golden.

--Mike watches a WORKER pick the letters of their names off the marquee, then walks off.

INT. JACK'S OFFICE - DAY - EIGHT MONTHS LATER

Jack has stacks and stacks of paper on his desk; Mike and Elaine help sift through it.

JACK

CBS is offering a family comedy -- mother, father, children -- whatever you want.

ELAINE

No.

JACK

ABC will give you the post-"Leave It to Beaver" timeslot.

(MORE)

JACK (CONT'D)  
They're offering this guy Carl  
Reiner to produce.

ELAINE  
No.

MIKE  
Wait -- don't just say no. We  
should talk about this.

ELAINE  
Is it a western? I'll totally do it  
if I can play a cowgirl.

JACK  
No.

MIKE  
Do you have anything in that stack  
you think we'd both go for?

Jack looks through the papers and comes up with the only  
answer that would work--

JACK  
Do you want to take a meeting with  
Lucy and Desi? They're offering a  
blind deal.

<p>MIKE (intrigued) Yes!</p>	<p>No.</p>	<p>ELAINE</p>
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JACK (CONT'D)  
Honey, if you don't want that deal,  
there's nothing that's gonna  
satisfy you.

ELAINE  
I don't. Mike, if you want to take  
the meeting, you should take the  
meeting. And if you can really  
convince me that you want to do  
this, I am all ears.

He thinks for a beat and then--

MIKE  
I don't.

She laughs.

ELAINE  
There you are.

MIKE

I hate when you're right.

He leaves.

ELAINE

I'm sorry, Jack.

JACK

Don't be sorry. I'm proud of you,  
sweetheart.

She follows Mike out.

EXT. NEW YORK CITY STREET - DAY

Mike is feeling lost when she catches up with him outside.

ELAINE

Do you want to talk about it?

MIKE

You know, sometimes I feel like I'm  
the only person in the world who  
understands you. And sometimes  
you're a complete stranger.

ELAINE

OK...

MIKE

We have the best fucking job in the  
world. We work two hours a night,  
cute people want you, our names on  
a marquee -- we just got offered  
carte blanche by the goddamn  
Ricardos! What more could you  
possibly want?

ELAINE

Creativity! Invention! You think  
Desilu-CBS-Coca-Cola is going to  
let us do improvisation? Fuck no.  
We wouldn't even get to write our  
own material! They'll make us be  
Presbyterians.

MIKE

You don't know that--

ELAINE

I miss showing up at Compass in that dingy theater, not knowing what the fuck we were going to do until the words came out of our mouths. When it was bad, it was bad. But when it was good, it was wonderful. You'd look at me, and I was so fucking in love with your brain I didn't know what to do with myself. I haven't felt that in a long time.

MIKE

Me either.

ELAINE

You care more about the "business" than I ever imagined you would.

MIKE

Somebody has to!

ELAINE

No! This was just supposed to be a diversion. This was supposed to be what we did until we figured out what our real jobs were.

MIKE

What's your "real job" then?

ELAINE

I'm a writer. I'm not cut out for interviews and sponsors and network executives and night after night of the same thing. I'm too mean. I want to go home and sit in my office with my typewriter and have dinner with my kid after school.

MIKE

You've been thinking about this.

ELAINE

Yeah.

MIKE

How long?

ELAINE

Long enough that I wrote you a play.

He's surprised.

ELAINE (CONT'D)

You've always been a better actor than me, and I think you'd be really great at this part. It's about a shut-in who... You know, I'll just send you the pages. I'd like you to consider it.

MIKE

OK...

ELAINE

You'll consider it?

MIKE

Of course.

She wants to hug him, but doesn't.

ELAINE

Also, um -- I gotta tell you something. And when I tell you, just know that it only happened this morning, and I just didn't want to tell Jack before I told you.

MIKE

What?

ELAINE

Shel asked me to marry him, and I said yes.

MIKE

Elaine...

ELAINE

I know you don't like him--

MIKE

I -- I'm just looking out for you. You know you're probably never going to have sex again.

ELAINE

That's not fair.

MIKE

Does he even try to be good at it? I can't imagine he has any skills--

ELAINE

(amused)

Stop.

MIKE

I mean, you're a pretty lazy person, and I imagine you're doing an awful lot of the work. Are you sure that's how you want to spend your life?

ELAINE

How exactly is that different from the last five years with you?

MIKE

It's your funeral. Your very long, really desert-like life, and then your funeral.

They're OK for now.

INT. THEATER - DAY

A rehearsal for Elaine's play, "A Matter of Position." Everyone holds scripts -- Mike, Elaine, ROSE ARRICK (30) as his wife, and the director, FRED COE (40s).

MIKE

*You really don't care about me at all, do you? Just get a salary and keep the health insurance. Never mind that I'm up on 33, and I'm ... who am I? God, this is so painful ... to be such a fucking failure.*

He stops, thinks for a second.

MIKE (CONT'D)

I feel like I want to be more active in this scene. It's the end of Act Two, I want to get out of bed and yell at her.

FRED

OK, let's try it.

ELAINE

Well -- no.

They look over to her, waiting for justification.

ELAINE (CONT'D)

It's scripted he gets up four pages later. You're going to completely dilute that moment if he's already made the choice to fight her.

FRED

Let's try it. I agree with Mike that it's a long scene, and it's getting a little flat. I'm sure there's a way to restructure the climax so we get the right dynamic between Howard and Sally.

ELAINE

Selma.

FRED

I'm sorry?

ELAINE

The female character in the play you're being paid to direct is named Selma.

ELAINE (CONT'D)

We're not restructuring the climax, Fred. It's plotted this way for a reason.

FRED

And it's about 20 pages too long. So let's try it this way, and see if we can't tighten it up.

ELAINE

But--

MIKE

Elaine...

She shoots him the meanest fucking look of her life. But he keeps standing to deliver the last--

MIKE (CONT'D)

*How did this happen? I did everything right. I was born white. I got good grades. And my life just feels ... made-up, just meaningless, like something I'll do to pass the time until I die. I mean, don't you ever feel like that?*

Rose is searching around the room, looking through the fake apartment.

MIKE (CONT'D)

*Please don't walk away from me  
while I'm talking. I was almost  
crying there.*

ROSE

*I can't find it.*

MIKE

*What?*

ROSE

*The forty dollars. I had two 20  
dollar bills put away for  
miscellaneous and now I can't find  
them--*

Now Mike notices that Elaine is distracted. He follows her eyeline to see that Sheldon has entered. She kisses him hello, but tries to hurry him back out the door.

MIKE

*Well, you shouldn't let money lay  
around loose. That's the quickest  
way to lose money -- just to let it  
lay around loose.*

ELAINE

*(whispers)*

*I know, I'll see you at home.*

He whispers something into her ear that makes her laugh.

ELAINE (CONT'D)

*Bye. Later. Bye.*

He leaves, grabbing her ass as he goes.

And as she turns back, she can see that Mike was watching. And has stopped rehearsal.

MIKE

*Elaine, should I take it back for  
you? Somewhere around--*

*(he looks down at the  
pages)*

*"Please don't walk away from me  
while I'm talking?"*

ELAINE

*Sorry.*

FRED

I think it's much better if he gets up here. It's a good suggestion, Mike. We can bring up the climax to this point in the script -- it'd save about eight pages...

ELAINE

Fred? Please direct the script as written.

Off Mike, caught in the middle...

INT. ELAINE'S APARTMENT - NIGHT

Elaine sits up in bed, in the middle of the night, Sheldon sleeping beside her. She dials her phone, carries it into the hallway, long cord dragging behind her. It picks up.

MIKE

What?

ELAINE

You have to be on my side.

MIKE

I'm on your side.

ELAINE

Fred Coe is an idiot. He's phoning it in. He's trying to tell the story like it's math -- like it's a formula of jokes and words that's going to end up equaling something. And it's just not. It has to be about something. It has to be true to human behavior.

MIKE

I know, but--

ELAINE

No. Mike. I need you on my side on this one. Tomorrow. You have to start fighting -- you know I'm right.

MIKE

OK.

But Mike doesn't know how many more of Elaine's battles he can fight.

INT. THEATER - DAY

Elaine arrives to rehearsal to find Fred showing Mike through the pages.

FRED

Hey, Elaine. I was just showing Mike through the new pages.

ELAINE

New pages?

FRED

I talked things over with the producer and the financier, and we've agreed that cuts have to be made. The play is just too long.

ELAINE

No. No no no no no. Mike?

MIKE

I'm sorry, Elaine, but I agree.

ELAINE

No. I'll -- I'll get an injunction. I hold the copyright on the play. You can't -- you can't do this.

FRED

The financier has the rights to present the material--

ELAINE

What the fuck? How is this happening?

FRED

You wrote a painfully long play, Miss May. We have to sell tickets. Did you see what the *Sunday Bulletin* said about previews?

ELAINE

"Those members of the audience who had not already beat a hasty retreat before the final curtain, as many did, were left with a sensation of numbness that was too far down to be attributed to heartburn."

FRED

You memorized it.

ELAINE

I read it a lot of times. I'm only surprised you're so desperate to blame the script. Neither of you wants to take any credit for that?

No, they do not.

ELAINE (CONT'D)

Fuck you both.

She turns to leave. Mike doesn't stop her.

INT. THEATER - NIGHT

Lights now, with an audience, show has begun. Mike is acting opposite Rose, but he's barely trying. The play is bad.

MIKE

*Why don't you just leave me?*

ROSE

*I can't. I'm nearly thirty-five. I've spent ten years of my life on you. And they were my pretty years, too.*

Mike dares a glance into the audience. And there's Elaine, in the second row. Practically the same seat she was in ten years ago when he could feel her hatred during that production of "Miss Julie."

ROSE (CONT'D)

*I don't want to be nearly thirty-five and live with my mother and type term papers and start waiting all over again. What if nobody wants me, and I just wait and wait and wait and nothing ever happens? Anything is better than that.*

MIKE

*Leave me. Do it. End it. Make a move. Make some move that you can't go back on. Put me in some position that I can't change.*

And the same thing that happened then is happening now -- she doesn't like the play. She doesn't like him. And he knows.

TIME CUT TO:

INT. THEATER - NIGHT

Mike takes his bow. He looks back into the audience, expecting to at least share a smile with Elaine. All he sees is her BACK, leaving the theater.

INT. ELAINE'S APARTMENT - NIGHT

Elaine is already in pajamas when Mike arrives, straight from the theater. She opens the door.

ELAINE  
(coolly)  
What do you want?

MIKE  
The stunt you pulled tonight was awful.

ELAINE  
The stunt I pulled? You completely fucking betrayed me. I'm supposed to be your partner. I didn't recognize anything about that play.

MIKE  
Oh, cut the bullshit. We haven't been partners in months.

ELAINE  
You let them fucking shred the play-

-

MIKE  
It was a bad play, Elaine!

She's stunned.

MIKE (CONT'D)  
It was 40 minutes too long. Like most of your work. It's visually boring. And, honestly, it's not even very funny.

ELAINE  
Then why the fuck did you agree to do it, if you hated it so much?

MIKE  
Because I love you! Because working with you is what I do.  
(MORE)

MIKE (CONT'D)

And because I've seen some of your most terrible, most shit-brained ideas turn into the funniest thing I've ever seen. I don't know what it was about this one, but you just shut down. You shut me out, you never gave Fred a chance--

ELAINE

Fred is an idiot.

MIKE

No. He's not.

Having heard the yelling, Sheldon comes out from the bedroom.

SHELDON

Everything all right out here?

ELAINE

Yeah.

MIKE

Yes.

Sheldon leaves.

MIKE

Look -- I can't do this anymore. I gotta figure out -- I don't know -- I can't be Nichols and May anymore. I can't be your protector.

ELAINE

My protector? What the fuck kind of -- you think you've been protecting me? You've been stifling me for years. "Elaine, make Pirandello shorter." "Elaine, cut 40 pages from your play..."

MIKE

I've been making you better.

The last straw.

ELAINE

Get out of my house.

MIKE

I'm sorry. That came out wrong.

ELAINE

Get out of my house.

MIKE

No, come on--

ELAINE

Get out!

She practically pushes him out the door and slams it on him.

INT. MIKE'S APARTMENT - DAY - SIX MONTHS LATER

Mike is in bed. There's a loud knock at the door. Mike doesn't answer it.

The knock gets louder.

VOICE

Mike, are you in there? I'm not leaving until you answer...

The knock gets louder, more annoying. Finally, Mike gets up and opens the door. On the other side is Paul Sills, older than when we last saw him.

MIKE

Paul?

PAUL

Good, you're not dead.

MIKE

What are you doing here?

PAUL

Word on the street is nobody's seen you since you busted up with Elaine.

MIKE

I didn't bust up with Elaine.

PAUL

(shrugs)  
OK.

MIKE

Why, what's she saying?

PAUL

God, you're pathetic. Get your coat.

EXT. NEW YORK CITY STREET - DAY

Coffees in hand, Mike and Paul walk down a street.

MIKE

How's Compass 2.0 coming along?

PAUL

Great, really great. Making money. We're running it more like a comedy academy, gave it a new name: The Second City.

MIKE

I'm really happy for you.

PAUL

Yeah, thanks. But I didn't come here to gloat, or to ask you to come back to Chicago. So why don't you tell me what's going on?

MIKE

I don't know. I feel like I was just getting the hang of it. But Elaine -- Elaine thrives on struggle. If she felt like things were getting easy, she got nervous, and she created chaos for herself, and by extension, for me. So much fucking chaos. At least that's what my analyst says.

I've never been on my own before. I'm thirty, and I've always had her. I feel like ... I don't know, like the leftover half of something.

PAUL

Yeah...

He doesn't know what to say.

MIKE

Part of me feels so free without her, but most of me just feels despair. I got offered a play to direct, and I just can't bring myself to make a decision.

PAUL

Oh, Mike.

MIKE

What?

PAUL

You're so good. I don't know what at, but you're so good.

Mike lets that sink in for a minute.

PAUL (CONT'D)

You should do the play. You need a reason to get up and put a shirt on every day.

(beat)

And by the way, Elaine is miserable, too.

INT. ELAINE'S APARTMENT - DAY

Elaine and Jeannie sit across from each other at the ping-pong table. Jeannie scribbles homework, while Elaine types script pages.

Elaine reaches for a PENCIL to scribble on a page, and Jeannie hands it to her, without thinking.

Elaine looks up and smiles.

Sheldon INTERRUPTS, SINGING as he crosses the room.

As he walks off, Elaine ROLLS HER EYES for Jeannie's benefit. Jeannie giggles.

INT. THEATER - DAY

Mike walks in to the Biltmore Theatre. An empty room, except for a few ACTORS holding SCRIPTS. We won't linger on this fact, but one of them is Robert Redford.

As he approaches, they turn to him expectantly, waiting for direction.

ACTRESS

Good morning, Mr. Director!

MIKE

(to himself)

Oh.

He will later say that in this moment, he realized, "Here's my job. This is what I've been waiting for."

INT. MIKE'S APARTMENT - NIGHT - TWO YEARS LATER - 1965

Mike, looking much healthier, throws his keys down inside the door to his apartment.

MIKE

I'm home!

Little feet run down the hallway toward him. It's DAISY NICHOLS (1), whom he sweeps up.

MIKE (CONT'D)  
Daisy! Hello, sweet girl.

Another lady, MARGOT CALLAS (33), Mike's wife, enters.

MIKE (CONT'D)  
Hello, sweet girl.

He kisses her hello.

MIKE (CONT'D)  
Sorry I'm late. I stopped off for a bottle of Merlot. I thought we could put the baby to bed, and --

MARGOT  
Mike. We have company.

MIKE  
Oh. OK. Who?

ELAINE  
Hi, Mike.

He spins around. She looks good.

MIKE  
Hi.

He sets Daisy down on the floor; she toddles toward Margot.

MARGOT  
I'll give you a minute.

ELAINE  
Thanks, Margot.

She leaves.

ELAINE (CONT'D)  
I didn't mean to surprise you. I tried to call, but I guess your number's different.

MIKE  
What are you doing here?

ELAINE  
I got a phone call this morning. Organizers from Selma are asking us to do a thing after the march.  
(MORE)

ELAINE (CONT'D)

I've decided I'm going. Do you want to go?

MIKE

Wow, well, you know, I'm in pre-production on this movie. And Margot and the baby...

ELAINE

Don't let me pressure you.

MIKE

The producer is never gonna let me go.

Elaine shrugs.

ELAINE

It's up to you.

He watches her for a second.

MIKE

Shit, I have to go.

He watches her for another second, maybe still waiting on her approval.

MIKE (CONT'D)

Fine, yes! I'm going to go.

ELAINE

Good.

MIKE

What are we gonna do, "Teenagers"?

ELAINE

You choose.

MIKE

Might be getting a little old for "Teenagers."

ELAINE

That might make it funnier.

She gets up to leave.

MIKE

Stay. I have wine.

TIME CUT TO:

INT. MIKE'S APARTMENT - NIGHT

Mike pours the last of the bottle.

MIKE  
Sorry about the divorce.

ELAINE  
It's OK. I got custody of the cake.

MIKE  
How's Jeannie?

ELAINE  
Wonderful. Brilliant.  
(rolls her eyes)  
She wants to be an actress.

MIKE  
She'll grow out of it. We did.

ELAINE  
We grew out of just about  
everything.

MIKE  
Not everything.

She watches him with curiosity.

MIKE (CONT'D)  
I still think you're the smartest  
person I ever met.

ELAINE  
And I you.  
(beat)  
Look. I'm really sorry for how it  
ended. It deserved better.

MIKE  
I'm sorry, too. You wanna add the  
last two years to the list of  
things we don't talk about?

ELAINE  
I don't want there to be a list  
anymore. I just want to be your  
friend.

MIKE  
Deal.

He smiles at her, it's a new equilibrium. She only lets it linger for a second, before she's off on--

ELAINE

I can't believe we never did the Burtons.

MIKE

They're not very funny, I can tell you that from experience.

ELAINE

Well, of course they're not -- what's funny is that anybody cares about them at all. Funny is Dick and Lizzie arguing about how to squeeze a tube of toothpaste.

MIKE

(in a British accent)  
You see, darling, you have to squeeze from the bottom.

ELAINE

(impersonating Elizabeth Taylor)  
Don't tell me how to live my life!

MIKE

I'm not trying to control you. I'm just trying to be economical.

ELAINE

I'll buy every toothpaste factory from here to Luxembourg before I let you--

He breaks down into giggles.

ELAINE (CONT'D)

What!?

MIKE

Luxembourg?

She laughs, too.

ELAINE

I don't know -- I bet they have fancy toothpaste in Luxembourg...

INT. SOUNDSTAGE - DAY

Thirty years later.

Mike is on the set of THE BIRDCAGE, script in hand. There are EXTRAS and a slew of CREW MEMBERS around, but Mike is concerned right now with ROBIN WILLIAMS, 44, at the top of his game, with NATHAN LANE, 39.

ROBIN

(to Nathan)

*Stop whining, I'm teaching you to be a man. You've got to lower your voice and talk like you've got a chest cold, like you're in the locker room at Yankee Stadium with Don Mattingly. You've just won the Pennant. They've poured Gatorade down your back and given you a hot dog. The meat of America.*

He goes off on a tear, until--

MIKE

Cut.

We realize Mike is sitting beside Elaine, in a chair marked WRITER. They pull their headphones off.

ELAINE

You don't have to.

MIKE

(playing dumb)

What?

ELAINE

He's good. He's perfect.

MIKE

I'm not doing anything.

Mike gets out of his chair and walks over --

MIKE (CONT'D)

OK. OK, that's wonderful. You know you're the most talented improviser alive, probably who ever lived--

ROBIN

Thank you -- that's not --

MIKE

It is true.

Elaine watches through the monitor, slips her headphones back on.

MIKE (CONT'D)

But here's the thing -- we're going to do every take to the script until we're all satisfied, and then you'll get a take to improvise. OK?

ROBIN

Yes, of course. You're protecting--

MIKE

I'm protecting the script. Elaine wrote a beautiful script.

She's watching him. There's nothing more to say now between them. All that's left is respect.

She looks back down at her pages as he pats Robin on the shoulder.

He turns around, looking back at Elaine, giving her the same look of pure respect and affection she just gave him.

But her attention is on her pages.

THE END