

MAY DECEMBER

Story by

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Screenplay by

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1 EXT. THE OUTDOORS-- DAWN 1

URGENT MUSIC as a monarch butterfly flaps, landing on the leaf of a milkweed plant.

Its thick, black body curls inward and lays a small white egg. And then it flies away.

The delicate little thing sticks to the bottom of the leaf, impossibly.

A bit further back, we see there are hundreds more: tiny eggs on leaves.

2 EXT. HISTORIC DISTRICT - SAVANNAH, GEORGIA-- DAY 2

Memorial Day, 2015. A bright breezy morning in downtown Savannah. Shady oaks drooping with Spanish moss frame the historic blocks of Georgian and Victorian townhouses.

American flags hang from exteriors. A high school marching band assembles near a park block.

3 EXT. INN - HISTORIC SAVANNAH-- DAY 3

ELIZABETH BERRY, 36, is pulling her luggage out of the trunk of her rental car, parked in front of a Victorian inn on a vintage block.

4 INT. INN-- DAY 4

ELIZABETH, 36, unpacks and reorganizes the room of the inn. She wears all black, big chunky running sneakers, and talks through wireless headphones.

ELIZABETH
Yeah... It's quaint...

She picks up a piece of tawdry decor and drops it in a drawer.

ELIZABETH (CONT'D)
A little hot.

She looks out one of the tall narrow windows.

ELIZABETH (CONT'D)
Mm-hmm... Yeah...

She notices a gift basket on the chair. A note:

(CONTINUED)

Ms. Berry, Welcome to Savannah! Best, Management P.S. We are huge fans of "Animal Hospital!"

She gives a slight smirk.

ELIZABETH (CONT'D)
Yes, I'm listening.

5 INT. INN-- A BIT LATER 5

Elizabeth rips the top blanket off and sits cross-legged on the bed. It looks a lot better. Her asthma inhaler sits on the bed-side table nearby.

She opens a brand new (tiny) notebook. Page one.

She writes: *Gracie*

And then she underlines it. And then she thinks.

6 EXT. ATHERTON-YOO HOUSE - BACKYARD - TYBEE ISLAND - DAY 6

A slightly hazy sky canopies the lush, overgrown backyard on this island community, just outside Savannah. A dock extends out to the marshy waters; there's a striped awning off a raised porch. Potted flowers cheer up the sense of open skies and marshy limits.

JOE YOO, 36, tends to the fire of a formidable grill. He's handsome, but with a melancholy, like a despondent aristocrat in a Dutch painting.

It feels hazy but hot.

7 INT. ATHERTON-YOO HOUSE - KITCHEN-- DAY 7

Joe walks inside and heads to the fridge. He gives his wife, GRACIE ATHERTON-YOO, 59, a kiss on the cheek on his way.

Gracie is small but alert, like a sparrow, with a delicate glow. She floats about her sun-lit kitchen, spreading whipped cream on cakes and slicing strawberries.

With her is RHONDA, 60s, who's filling up deviled eggs with a piping bag. She has a ceramicist's energy (layered linen clothes, colorful glasses).

GRACIE
Well. You don't know. I told you what happened when I met Judge Judy...

(CONTINUED)

Rhonda nods like, I certainly remember *that*.

RHONDA

That's true, these Hollywood types.

Joe takes a beer from the fridge and heads out.

GRACIE

(to Joe)

That's two.

An embarrassed smile.

JOE

Rhonda.

RHONDA

Hi Joe.

GRACIE

And honey, if you can, can you take all the plates and cups out...?

(back to Rhonda)

All I ask is that's she's polite. Not sitting there with big movie star sunglasses, too good for everything. If she's gonna be here, I want her to participate.

RHONDA

I'm sure she will. Look at this beautiful day.

Joe holds the door for MARY & CHARLIE ATHERTON-YOO, 18 ("the twins"), as they run through the kitchen with their FRIENDS.

GRACIE

Where you going?

MARY

The roof.

A hard look.

GRACIE

I don't want to call anybody's mother today to say someone broke their neck and died.

MARY

We'll be so safe.

(CONTINUED)

GRACIE
 (calling after)
 Charlie!

He slows and turns begrudgingly as the rest clomp up the stairs. He has a slight build, looks younger than his eighteen years.

GRACIE (CONT'D)
 Keep an eye on things for me, okay?

She wipes some mustard off his chin. He doesn't resist but the look in his eyes is very clear.

She sighs dutifully at him and he hurries off.

GRACIE (CONT'D)
 Honestly.

Then suddenly a dark cloud overtakes Gracie's expression, like something very terrible has just occurred to her.

GRACIE (CONT'D)
 I don't think we have enough hot dogs.

8

EXT. BACKYARD-- A BIT LATER

8

Joe mans the grill. There are so, so many hot dogs.

Kids and dogs are running around playing. Adults drink.

He stands with his friend BEN, 40s, suburban dad.

BEN
 I saw a movie she was in, a really weird one, where she gets naked and does like a blood ritual. I couldn't follow it.

JOE
 Where'd you see it?

BEN
 Just on TV.

Joe rolls his eyes.

BEN (CONT'D)
 Alright I looked up "Elizabeth Berry naked."

A CHILD SCREAMS A BLOOD-CURDLING SCREAM--the men turn.

(CONTINUED)

But it's fine: a TODDLER just fell and starts crying.

JOE
I think that's you.

Ben walks off. Joe flips the hot dogs, one by one.

A9 EXT. CATALINA DRIVE--DAY A9

POV through windshield: passing oaks with drooping moss along the green marsh landscape turn to shady homes from the '70s and '80s.

9 EXT. ATHERTON-YOO HOUSE-- DAY 9

Elizabeth's rental car settles opposite the split-level house nestled behind three palms. It sports a coral pink entry and a tall sloping roof. Elizabeth approaches, now in a carefree summer dress, carrying a bottle of wine from the gift basket.

No one hears her front-door knock.

She picks up a BROWN-PAPER PACKAGE (about the size of a shoebox) sitting on the step, and heads around the side, following the playful noises.

10 EXT. BACKYARD-- CONTINUOUS 10

The barbecue is in full swing. A touch football game going on, the teens sprawled out on the roof. Casual clothes, sporting red, white, or blue.

Joe, still manning the grill, is the first to see Elizabeth. She steps into the sunlight in a way that makes her glow, a pleasant smile on her face.

Elizabeth scans the crowd, where she finds Gracie, on the deck, holding a big strawberry cake, already staring right at her with a big, warm smile.

Elizabeth approaches her as she lays the cake down on a table of many cakes.

GRACIE
Just one little second.

She adjusts it, and turns to Elizabeth.

GRACIE (CONT'D)
Hello.

(CONTINUED)

ELIZABETH

Hi.

She puts her hand to her heart.

ELIZABETH (CONT'D)

It's such a pleasure to meet you.

GRACIE

Oh that's sweet, we're so happy to have you-- welcome!

She motions to the party. Her eye catches the empty pool under construction off to the side, with about an inch of rusty-looking water.

GRACIE (CONT'D)

Ignore the pool. Work-in-progress, right?

ELIZABETH

Always.

Gracie looks her up and down.

GRACIE

I thought you were taller, you look a little taller on television, but I think we are... very much the same height.

ELIZABETH

I've heard that. Basically the same.

She puts the wine down, as Gracie doesn't go to take it, and with it the package. She rearranges the strap of her purse.

ELIZABETH (CONT'D)

I cannot thank you enough for this-- it's so generous...

GRACIE

Oh gosh, of course! I want you to tell the story right, don't I?

ELIZABETH

That's all I want. I want you to feel known and seen--

Two striking Irish Setters rush up to protect Gracie.

ELIZABETH (CONT'D)

Oh wow.

(CONTINUED)

GRACIE
 (to the dogs)
 It's okay, my boys, settle down.
 You can trust her.

ELIZABETH
 They're striking.

GRACIE
 This is Dutch, and this is Zeus.

ELIZABETH
 Amazing! Oh and this was at your
 front steps.

She picks up the package. Gracie's expression changes as soon as she sees.

GRACIE
 Joe!

Joe, who had been watching from afar, steps over politely. His good looks make Elizabeth hide a reflexive frown.

GRACIE (CONT'D)
 (to Joe)
 You're not gonna believe this.

He sees the package.

JOE
 I'll get a garbage bag.
 (to Elizabeth, shyly)
 Hi, nice to meet you.

ELIZABETH
 Hi.

He heads up to the house. Gracie reaches to take the box.

GRACIE
 Here...

11 EXT. BACKYARD-- CONTINUOUS

11

Gracie leads Elizabeth over to the garbage, starting to open it on the way. She peers inside.

GRACIE
 I knew it. By now I have a sixth
 sense about these things.

(CONTINUED)

ELIZABETH

What is it?

GRACIE

It's a box of s-h-i-t. We haven't gotten one in months, but, it's just par for the course. Don't look so shocked!

ELIZABETH

Do you know who sent it?

GRACIE

Some sicko, who probably wasn't invited to any barbecues.

Joe comes back with the garbage bag, she drops it in. He wraps it up and throws it away. Routine.

He offers her some anti-bacterial spray.

JOE

You want?

ELIZABETH

Um, sure.

He sprays her hands as well, avoiding eye contact. An elderly woman is coming down the steps.

GRACIE

(to the woman)

Oh look who's here! Cecile, don't you look pretty...

(to Elizabeth, while starting back)

Please, enjoy yourself, do what you gotta do, look around, talk to people, go get yourself a hot dog!

ELIZABETH

(has literally never had a hot dog)

Great.

12

EXT. BACKYARD-- A BIT LATER

12

Elizabeth wanders dreamily around the party, writing in her tiny leather notebook.

She watches Gracie slice and plate cake. Gracie notices Charlie teaching himself how to skateboard in the empty pool. Gracie leans a bit over the rail.

(CONTINUED)

GRACIE

Charlie.

She snaps twice, motions to get out of there. He does.

MARY

Hi.

Mary and her two best friends (MOLLY & SOFIA, both 18) have snuck up beside Elizabeth, hovering by the back door.

ELIZABETH

Hi. Are you Mary?

MARY

Yeah.

They giggle.

ELIZABETH

You're one of the twins, right?

MARY

Yeah, my brother's around here somewhere. Our older sister's at college.

The trio stares at Elizabeth, her make-up, her clothes.

MARY (CONT'D)

I've never met anyone who was on TV before.

ELIZABETH

Well, your parents.

MARY

Yeah but like, for real.

SOFIA

Do you live in Calabasas?

ELIZABETH

(polite)

No.

MOLLY

You're really pretty.

Elizabeth considers a more complex reply, but lets it go.

ELIZABETH

Thank you.

13 EXT. BACKYARD-- LATER AFTERNOON

13

The party has settled into a nice lull, and thinned out a bit. Everyone sits on picnic blankets or lawn chairs. Kids run around with bubbles.

Mary and Charlie lie on the slanted roof with their friends.

Elizabeth watches Gracie, who's curled up in Joe's arms in the same chair. Her hand holds his tight.

Rhonda takes a seat next to her, also watching.

RHONDA

They're sweet, aren't they?

ELIZABETH

Very.

RHONDA

They're a very beloved part of the community.

ELIZABETH

I can see that.

Rhonda smiles.

ELIZABETH (CONT'D)

So what is it you love most about Gracie?

RHONDA

She always knows what she wants.

She remembers, sweetly.

RHONDA (CONT'D)

She's unapologetic.

(beat)

My son's been out of the house for a while now, and it's quiet. But I can always call up Gracie and say, what are we doing today? And there's always an answer...

Elizabeth smiles as she takes notes.

RHONDA (CONT'D)

It really feels like things just settled down. And now they're making a movie.

(CONTINUED)

ELIZABETH

It's a complex, human story.

Rhonda nods, something shifts slightly in her demeanor. Protective, colder.

RHONDA

Just be kind.

Elizabeth nods as she looks over, Gracie still grasping Joe's hand tightly.

14 INT. INN-- NIGHT

14

Elizabeth, in sleepwear, sits up in bed with a People Magazine from 1992.

Gracie, twenty-three years earlier, is on the cover in handcuffs, staring off into the distance in a dreamy way. We get a sense in pieces.

"Gracie Atherton pleads guilty to pet shop romance!" "13-year-old lover will be father of her child!" "Temptress!" "Jailbait!" "Sobbed before the Judge!"

A picture of young Joe, back-lit to hide his face.

One of Gracie with lovely, soft curls, her pastel prison jumpsuit very flattering.

Elizabeth turns, looks into the lens of the camera. She adjusts, hitting the light in a way similar to the picture of Gracie. What she's looking at is her reflection in the mirror.

She makes the expression. A gentle pout, with eagle eyes.

She studies the picture and tries again. Better.

[Throughout the film, scenes played in mirrors will be handled in a similar way.]

15 INT. ATHERTON-YOO DEN-- NIGHT

15

Joe sits at the family desktop, typing and watching short clips of videos with the volume low. Research.

The sounds become easier to make out-- all clips of Elizabeth (talk shows, bloopers, her winning an MTV Movie Award).

(CONTINUED)

ELIZABETH (O.S.)
 Seriously, you guys-- I want to
 thank everyone who voted for me--
 It means even more, coming from
 you, the fans! Thank you!

He clicks on a commercial for a skincare line in 2001.

ELIZABETH (O.S.) (CONT'D)
*So pure, you can hardly tell it's
 there.*

CLOSE ON HIS MONITOR: A SLOW MOTION shot of her splashing
 water on her face and smiling, fresh and dewy, her hands
 rising up in a way that feels oddly religious.

Joe turns the sound down to mute.

He replays it over-- Elizabeth splashing herself in the face,
 and loving it.

16

INT. ATHERTON-YOO BEDROOM-- A BIT LATER

16

Joe quietly gets into bed, Gracie is facing the side, looks
 asleep.

GRACIE
 You smell like charcoal.

JOE
 ... Smoke.

GRACIE
 (turns)
 Excuse me?

JOE
 We have a gas grill, you must be
 just smelling smoke.

She looks at him blankly.

GRACIE
 Well you're stinking up the sheets.

JOE
 Do you want me to shower?

GRACIE
 What I want is for you to take a
 shower before you get in.

(CONTINUED)

JOE

I'm sorry.

She closes her eyes and tears start to quietly fall. He pulls her into his chest.

JOE (CONT'D)

I'm sorry, Gracie.

GRACIE

Still smoky.

He rips his shirt off, pats some bedside water on his chest.

JOE

Okay?

She curls up in his lap, still gently weeping.

GRACIE

Okay.

JOE

Everything's fine.

GRACIE

Okay.

He pets her hair as she falls asleep.

17 EXT. BACKYARD-- EARLY MORNING

17

It's quiet and still, the sun just rising. Joe tiptoes around his milkweed bushes, looking at each leaf really carefully.

When he finds one with tiny little pearlescent eggs he delicately clips it off the plant and lays it on his tray.

It's slow work, and deliberate.

18 INT. LIVING ROOM-- A BIT LATER

18

Joe takes his leaves and puts them gently inside white mesh cages that are lined up on the table and chairs in the small, well-organized space. Routine.

He adjusts the shades and observes. Nothing is moving-- they're just eggs.

He gets out his phone and takes a picture of one leaf that has three eggs in a perfectly straight line.

(CONTINUED)

He considers, but then texts it to MICHELA MONARCHS FB GROUP (as he has her listed in his phone).

JOE
(texting)
Looks like "..." doesn't it? Like
they're about to text me something?

She immediately starts writing back (...)

MICHELA
OMG so funny. I've never seen them
in such a straight line before!

JOE
I know, strange right?

MICHELA
I wonder if it was one who laid
them in a row, or just a weird
coincidence.

JOE
I know, me too.

He puts his phone away, continues his work.

19 EXT. COMMUNITY CENTER-- AFTERNOON 19

Elizabeth gets out of her rental car and approaches the unglamorous building.

20 INT. COMMUNITY CENTER-- MOMENTS LATER 20

Through glass doors we see Elizabeth approaching the room.

Inside we see a flower-arranging class with a half dozen other women at their stations and a teacher (LYDIA, 60s, in a loose-fitting smock) giving compliments as she walks by.

Gracie spots Elizabeth and waves.

21 INT. COMMUNITY CENTER-- LATER 21

Gracie and Elizabeth share a table in the back. They both have a vase, a hunk of that green spongy stuff, and flowers.

Gracie's arrangement is really tight and organized. Formal. Elizabeth (who does not care) is making one that's more breezy and natural.

(CONTINUED)

GRACIE

You start with your greens as a base, then you add your focus flower. And you build in layers, always in threes. My brother Scott, he's a Rear Admiral in the Navy, he always says, "Order is its own reward"--

She takes over Elizabeth's arrangement, Elizabeth's hands hover nearby, trying to help.

GRACIE (CONT'D)

(off Elizabeth's ring)
That's pretty.

ELIZABETH

Oh, thank you, yeah.

GRACIE

You have a date set?

ELIZABETH

Oh, no, no-- things have been so busy, we'll figure it out down the line, when it feels right.

GRACIE

I see.

Lydia strolls by.

LYDIA

Beautiful, Gracie.

GRACIE

Thank you. Lydia, this is Elizabeth, she's playing me in a movie. Trying to show her a good time.

LYDIA

That I don't doubt.

Lydia strolls away.

GRACIE

So why do you want to play me?

ELIZABETH

Well... I'm very drawn to emotional complexity.

(CONTINUED)

GRACIE

What a funny answer.

ELIZABETH

Is it? I guess, when they sent me the script I thought-- here is a woman with a lot more to her than I knew from the tabloids, and our cultural... memory.

GRACIE

I don't really think about all that.

ELIZABETH

You don't ever dwell on the past?

GRACIE

I've got my hands pretty full. I love this leaf spray. It makes everything look better.

ELIZABETH

I mean I know that, personally, the past weighs on me. Decisions I've made and relationships...

GRACIE

What, you just sit there and think about your history and behavior?

ELIZABETH

Sometimes.

Gracie makes a face, shrugging it off.

Elizabeth goes back to putting baby's-breath in her vase, doubt creeping in.

22

INT. ATHERTON-YOO KITCHEN-- DAY

22

Elizabeth, Joe, and Charlie sit in their seats at the kitchen table as Gracie sets plates of fried quail and mashed potatoes in front of them. Charlie looks exhausted.

GRACIE

Do you want milk?

ELIZABETH

Milk? Um, no thank you. Water would be great.

(CONTINUED)

CHARLIE

Same.

GRACIE

Honey, you need the calcium.

JOE

I'll take a beer.

She brings Joe a beer, Elizabeth water, and milk for herself and Charlie.

CHARLIE

I don't want this.

She ignores him.

GRACIE

It's a shame Mary couldn't join us, she's at her friend's, working.

ELIZABETH

Well thank you for having me for dinner, in your home. It... means a lot.

GRACIE

Of course.

They begin eating. Charlie stands with his glass of milk.

GRACIE (CONT'D)

Sit.

He hesitates, but he does.

GRACIE (CONT'D)

He has a severe calcium deficiency.
(to Charlie)
Don't you?

He just stares down at his plate. Joe witnesses it all with embarrassment but doesn't jump in.

ELIZABETH

Mmm, this is wonderful, thank you.

GRACIE

An Atherton-Yoo special.

ELIZABETH

Is this...?

(CONTINUED)

GRACIE

It's quail. Brought them home myself.

ELIZABETH

You... shot the quail and then fried them yourself?

GRACIE

(enjoying the exchange)
Yes.

JOE

Gracie hunts all the time.

GRACIE

My daddy taught me. I started going with him and my brothers when I was really young. Four, five.

ELIZABETH

Amazing. This was in Virginia?

Gracie raises her eyebrows.

GRACIE

Tennessee, and then Illinois, and then Montana, and then Virginia.

Chew, chew, chew, swallow. Except for Charlie.

GRACIE (CONT'D)

Charlie.

CHARLIE

What, I'm not hungry. I had a late lunch.

GRACIE

What, your little gushy treats?

CHARLIE

How old do you think I am?

GRACIE

I want you to look strong when you go to college. You need your nutrients. They're gonna think you... skipped grades or something--

CHARLIE

(to Joe)
Can I be excused?

(CONTINUED)

Gracie pretends she's not upset. Joe nods. Charlie stands up and heads upstairs, leaving his plate.

GRACIE
Boys are hard.

Elizabeth smiles.

ELIZABETH
So what was it like to move so much? To have to uproot your life--

GRACIE
It was just my life, I was used to it. I made friends everywhere I went. I was very close to my brothers. I think my childhood was exceptional.

Next topic. Charlie's door slams upstairs, Elizabeth jumps.

ELIZABETH
I do have a lot of questions for you both, but please let me know if now's not the time.

GRACIE
Good a time as any.

Elizabeth gets out her tiny book and pen.

ELIZABETH
That's great, thank you. Umm... Well first I wanted to ask about the box. The package.

GRACIE
What about it?

ELIZABETH
If that's a routine occurrence--

JOE
It's a lot less than it used to be.

ELIZABETH
Did you ever consider leaving town?

GRACIE
Why should we have to be the ones to leave?

(CONTINUED)

JOE
Our whole family's here-- my dad,
Gracie's kids...

Elizabeth nods and writes. Joe focuses on his plate.

ELIZABETH
Do you remember the first time you
met?

JOE
I don't.

GRACIE
I met Joe, let me think... Well, I
remember knowing of his family.
They were the only Korean family in
the neighborhood.

JOE
Half.

GRACIE
Mm-hm. And my son Georgie was in
the same year as Joe at school, so
technically I would have seen him
there, but I don't have any memory
of that.

ELIZABETH
Right.

GRACIE
It's pretty close-knit here on the
island. You kind of recognize
people... But it's hard to
remember. A lot of kids would be
over at the house sometimes. And I
know at one point he was friendly
with Georgie... But I didn't really
meet him until he came into the pet
store looking for a job.

ELIZABETH
This was the summer after sixth
grade?

Seventh.

GRACIE

Seventh.

JOE

GRACIE (CONT'D)
And then he, uh... started working
there. In the afternoons and on
weekends.

(CONTINUED)

ELIZABETH

What happened with you and Georgie?
Your friendship.

JOE

I really haven't... talked to
Georgie much, uh, since then...

GRACIE

Georgie's very sensitive. Always
was, very sensitive.

ELIZABETH

What's your relationship like with
him and his siblings now?

GRACIE

How is that relevant?

ELIZABETH

Um.

GRACIE

My understanding is that the movie
is taking place during 1992 through
1994. Am I wrong? Why would you...
need to know about anything after
that?

Elizabeth looks startled by the shift in tone.

ELIZABETH

Well sometimes things that exist
inside people don't come to a head
until later... And I'm looking for
the seeds of those things. So... I
feel it's my job to get to know you
as best I can, holistically, and
part of that is a bit of reverse
engineering, I guess you would say.

Gracie thinks about it, skeptical. Then, suddenly lightly:

GRACIE

Alright...

Elizabeth and Joe both look relieved.

GRACIE (CONT'D)

Of course I talk to Georgie. And to
Billy and Cassidy. I'm their mom.

ELIZABETH

Sure...

(CONTINUED)

JOE

Cassidy was just here last--
 (looks at Gracie)
 What was it? ... And we'll see
 everyone at graduation...

GRACIE

The twins are in the same class as
 Cassidy's son Peter, my grandson.
 So we'll all be at graduation
 together, which you're welcome to
 come to if you're still in town.

A big smile.

GRACIE (CONT'D)

Now who wants cake?

23

EXT. ATHERTON-YOO HOUSE-- DUSK

23

Joe takes the trash out as Elizabeth goes to her rental car.
 The moon looms large.

ELIZABETH

Good night.

JOE

Yeah, seeya.

She hesitates, doesn't get in the car.

ELIZABETH

Actually. I wanted to ask you.

She approaches the bins.

ELIZABETH (CONT'D)

How would you feel about me coming
 to work with you one of these days?

JOE

Fine.

ELIZABETH

Okay great. That's great.

He's giving absolutely nothing away but dawdles a bit with
 the trash.

ELIZABETH (CONT'D)

Thank you.

(CONTINUED)

JOE
It's no problem.

She stares at him for moment.

ELIZABETH
I just realized-- I think we're
basically the same age.

JOE
Yeah?

ELIZABETH
I'm 36.

He nods.

ELIZABETH (CONT'D)
Funny. I'm just *now* thinking about
having kids, and yours are almost
off to college.

JOE
Yeah.

ELIZABETH
I can't imagine.

JOE
I think I was almost too young to
know what a big deal it was, in a
way. But... Anyway...

ELIZABETH
Yes, great-- So I'll text you, to
schedule a time to drop by?

JOE
Maybe write Gracie, she's better at
all that.

A light goes on in a second-floor window. They both notice it
and pretend they haven't.

JOE (CONT'D)
All right, well, get home safe.

She watches him head inside.

ELIZABETH
Thanks, you too-- I mean...

24 INT. INN - BATHROOM-- MORNING

24

Elizabeth puts her make-up on in the mirror, her phone propped up on speaker. She's on with her fiancé, AARON.

Her flower arrangement sits on the table beside her.

ELIZABETH

It's strange. Even after everything she did, and how public it was, she really doesn't seem to carry around any guilt or shame.

AARON (O.S.)

That's probably a personality disorder.

ELIZABETH

Alright, forget it--

AARON (O.S.)

I'm not trying to be glib, I really mean that.

ELIZABETH

Isn't that kind of radical? Clean slate every day, no regrets, no doubts.

AARON (O.S.)

Meaning what? Now you have all these doubts.

ELIZABETH

No-- Oh god, someone from the network is calling me-- I should probably take this-- I love you.

She hangs up. Finishes doing her make-up in peace.

A25 EXT. CHIPPEWA SQUARE - HISTORIC SAVANNAH - DAY

A25

An OLD SAVANNAH TOUR is gathered in historic Chippewa Square. The TOUR GUIDE, dressed in 19th century bonnet and apron, tells an old tale.

Through the crowd we see Elizabeth, approaching at a quick stride. She checks the name of where she's headed on a note of paper.

TOM ATHERTON, early 60s, sits at a corner table, looking around expectantly, sipping his coffee, and rearranging the second cup. He's aged since that 1992 People Magazine where he looked like the heir to a boat fortune; but he's a handsome, straight-forward man. He sees her.

She weaves around some people gathering to leave, takes off her glasses and looks around the room. The comfortable, slightly overstuffed coffee house summons the '90s-- dark wall paint, fun lighting fixtures, fliers for bands. She finds Tom.

TOM

I ordered you a coffee, regular drip.

ELIZABETH

I can't tell you how much I appreciate this... meeting with me, I mean. I'm sure it's not your favorite thing to talk about.

TOM

I don't mind. I think talking can feel... good.

ELIZABETH

That's great. Thank you. I'll just... dive right in--

TOM

Do you want anything to eat?

ELIZABETH

I'm okay with just coffee.

TOM

An actress.

ELIZABETH

Excuse me?

TOM

Seems typical of an actress. I haven't met one before but... what I imagined.

ELIZABETH

Yes. Ha.

She takes out her book.

(CONTINUED)

TOM
That's small!

ELIZABETH
Yeah, it's discreet.

TOM
I don't know, if I saw someone
writing in that I'd think-- what
are they writing?

ELIZABETH
Well, you'd just have to wonder I
guess.

He waves to his friend who walks by the front window.

TOM
That's Carla from my dentist's
office.

ELIZABETH
So... Can you tell me a little
about what Gracie was like when you
first met?

TOM
Gracie was beautiful. We met at a
party and I was really drunk, just
blotto. And she took care of me.

Elizabeth writes a note, a thought about Gracie, covers with
her hand.

TOM (CONT'D)
And then we dated for a bit. Gracie
was in high school, I was in
college. And I graduated, and she
graduated and I proposed and that
was that. Got married, moved down
here with the same company I'm with
now, started our family. It was
kind of A, B, C... D, you know?

ELIZABETH
Were you happy?

TOM
I thought so! I know later, she
said that things weren't working
but at the time I thought
everything was normal. Couples
fight sometimes.

(MORE)

(CONTINUED)

TOM (CONT'D)

But our lives felt good! And the kids are so fun-- will you meet them?

ELIZABETH

I'd love to.

TOM

Billy is such a ham, and Cassidy is beautiful and a real over-achiever, and George is creative and sings. We had a great family I thought. I was shocked. Shocked. And then when I found out with who...

His jaw tightens.

ELIZABETH

That must have been hard.

TOM

It was just so *weird*. I started to feel like... I didn't even know Gracie. I didn't know what was going on in her head, you know?

ELIZABETH

What do you think now?

TOM

What would make a 36-year-old woman have an affair with a seventh grader? I mean, beats me.

ELIZABETH

How did you find out?

TOM

I found out with everyone else! After they got caught in that stupid stockroom at the pet store, and she was arrested. The police came to my house to tell me. I was like... Uh, what?

She looks at him sympathetically but jots down something.

ELIZABETH

I'm so, so sorry.

TOM

Yeah. I mean, it's okay. Ultimately it was for the best. I'm happy now.
(MORE)

(CONTINUED)

TOM (CONT'D)

And I mean I don't really see them too much but her and the boy seem happy. So... what do I know, right?...

Another little note.

26

INT. THE POSH LOFT - HISTORIC SAVANNAH-- AFTERNOON

26

Gracie and Elizabeth sit on a plush bench in a sunny, feminine store for women.

Gracie writes in her day-planner, as Elizabeth watches her closely in the large mirror.

Mary comes out from behind the curtain wearing a modest white dress with long sleeves and lace.

GRACIE

Isn't that perfect!

ELIZABETH

Beautiful.

MARY

I feel like a bride.

GRACIE

You look youthful-- like the first day of spring.

MARY

I just feel like everyone else is gonna be wearing like more summer-y dresses.

GRACIE

And who cares about everyone else?

MARY

Me, I, am saying I don't like it.

GRACIE

Fine. Go try on the others.

Mary walks back to the dressing room.

ELIZABETH

Will they not be wearing robes?

GRACIE

They'll be wearing robes. It's for under the robe.

(CONTINUED)

ELIZABETH

Ah...

GRACIE

So I heard you saw Tom.

ELIZABETH

Yes, for coffee.

GRACIE

What'd you think?

ELIZABETH

Handsome.

GRACIE

He is.

ELIZABETH

And I could see how being in a marriage with him could be isolating.

Gracie looks at her. Then smiles.

GRACIE

Well... precisely.

Mary returns, looking happy in a white sleeveless number.

ELIZABETH

So cute.

MARY

I love it.

She's admiring herself in the mirror.

GRACIE

It's lovely-- I love the fabric.

MARY

I like how it flows.

GRACIE

Mary, I really want to commend you for being so brave and showing your arms like that. That's something I've always wished I could do, just not care about these unrealistic beauty standards. But you're different than me. You're a modern woman.

(CONTINUED)

Elizabeth looks really uncomfortable, Mary straining to maintain her dignity.

MARY

I'm gonna try the other ones on...
I really like this one but I think
maybe it's too similar to the one
Molly has.

GRACIE

Whatever you want.

She slinks off. Silence.

GRACIE (CONT'D)

It's not my business who you talk
to around here, go through the
phone book for all I care, but let
me know ahead of time so I won't
have to lie to my neighbors.

ELIZABETH

Understood.

(beat)

So why did you marry a man like
Tom?

GRACIE

I was young, and he seemed perfect
on paper. And it was a different
time.

(with a smile)

My father always used to say,
"You're either leaving this house
in a veil, or a box."

Elizabeth's eyes widen, unnoticed by Gracie, who pulls out a box from her purse and extends it to Elizabeth.

GRACIE (CONT'D)

Just a loan. If it's helpful...

Elizabeth opens it a bit-- family photos, mainly posed.

ELIZABETH

Oh, these look great. Thank you.

Gracie smiles, proud of her graciousness.

Mary is returning in a girlish baby-doll dress, sleeves to the elbows. Elizabeth puts the top back on the photos, saving for later.

(CONTINUED)

GRACIE
How sweet is that?

ELIZABETH
Really sweet.

MARY
You like it?

ELIZABETH
Very in.

Mary looks at herself in the mirror, was clearly just crying. The two women admire her on either side.

27 EXT. PET STORE-- DAY 27

Elizabeth stands into frame, aiming her iPhone and taking a shot.

She stands opposite the exterior of "Telfair Pets" at the end of a shingled strip mall on a busy street. She starts inside.

ELIZABETH (PRE-LAP)
How long have you owned this place?

28 INT. PET STORE-- CONTINUOUS 28

MR. HENDERSON, 70s, gives Elizabeth a tour. Tidying things as he goes. A sale is going on (Going Out of Business) but it's not swarmed.

MR. HENDERSON
It was my mother's. She opened it up in 1972. We had a good run.

ELIZABETH
Yeah... Beautiful store.
So she was the one who hired Gracie?

MR. HENDERSON
Her health was in decline. And Gracie had been a really loyal customer after they opened the K Mart around the corner...

Clearly a sore subject to this day.

ELIZABETH
What year was this?

(CONTINUED)

MR. HENDERSON

It was after mother's fall... 1990, October. First she was just watching the store-- and then she took on more and more responsibilities, balancing the books, orders... She's very organized, I'll give her that.

ELIZABETH

Were you the one who hired Joe?

MR. HENDERSON

Oh no, no no. Uh, Gracie asked if she could hire a part-time helper for minimum wage-- this was... summer of '92, and mother said yes. We were really... surprised to say the least to have been a part of ... what all happened.

ELIZABETH

What was that time like?

He pulls out a photo from the drawer of himself twenty years younger, screaming, red-faced, in the center of a huge mob of media. The store window behind him. It looks like a Renaissance painting of hell.

MR. HENDERSON

This pretty much sums it up...

ELIZABETH

Wow.

MR. HENDERSON

Yeah... Anyway, I should probably--

ELIZABETH

One last thing--

(beat)

I'd like to see the stockroom.

29

INT. STOCKROOM-- A BIT LATER

29

The door creaks open, and Mr. Henderson pulls the light on with a drawstring.

Elizabeth steps inside.

MR. HENDERSON

Just don't touch any of the bait.

(CONTINUED)

ELIZABETH
 (barely noticing him)
 Will do.

He closes the door.

It's pretty big. And grey. Dark wooden floors, no windows. Some waist-high shelves and a couple of aisles. Places to hide, places to duck.

Elizabeth walks around the space with bated breath.

The darkest corner is almost pitch black, a narrow aisle of fish tanks. They glow, and so do the creatures inside.

30 INT. BACK OF THE STOCKROOM-- CONTINUOUS 30

She turns the corner and sees a private area with A COUPLE OF WOODEN STAIRS leading up to the furnace room.

On one side is a shelf of files and old leather books. On the other is a REFRIGERATOR with clear glass doors.

Inside are frozen mice, barely alive crickets. Things that tick with a tiny pulse. She runs her fingertip over the glass.

She sits on the stairs. Then she lies back. Tries to get comfortable. She puts one leg up on the book shelf. She covers her own mouth as if someone else is doing it. As if she's about to scream with pleasure.

Then she sits up, and nods to herself: "Yeah, that would do."

31 INT. LIVING ROOM-- DAY 31

Progress has been made in the butterfly cages. The eggs have hatched and now the bottoms of the cages are full of thick, green caterpillars of various sizes.

They squirm on a bed of leaves and eat and eat to their hearts' content.

Their meaty bodies writhe around in a hedonist swell.

A32 EXT. ATHERTON-YOO HOUSE - POOL-- DAY A32

Through the living room window we see three WORKERS resuming construction on the pool.

32 INT. DEN-- DAY

32

CLOSE on a photo of Mary and Charlie as toddlers, in Joe's arms.

Joe returns it to a small pile, sitting on the floor next to a large open tin. Behind him, *"This Old House"* plays on PBS.

He returns the photos to a tin, and stacks it back into an open drawer. Behind the tin he spots a small vinyl photo book with a *Karate Kid 3* cover, and pulls it out. Inside he finds a pink envelope folded in half, which he slips out and opens.

Several handwritten pages in feminine cursive, which he unfolds. He stops to read a couple lines.

He then quickly puts it all away and closes the drawer.

A33 INT. DEN-- MOMENTS LATER

A33

He sits on the couch, TV show continuing, texting.

JOE

How was your day?

MICHELA

*Kind of shitty-- lost three more,
and stuff with work.*

JOE

What happened?

MICHELA

*It's just really stressful, I feel
like I spend a lot of my day
managing my boss's moods.*

JOE

So hard. I know how that can be.

MICHELA

*But whatever, it's fine. I'm home
now, gonna relax and take a bath.*

Joe hesitates. Stares at the word "bath" as if it's pulsating with eroticism.

He starts to write, then stops. Then starts again.

JOE

A bath sounds nice.

But before he can send it:

(CONTINUED)

GRACIE (O.S.)
Joe, where's the step stool!

He jumps so far, drops his phone down the side of the chair.

JOE
One sec!

33 INT. KITCHEN-- MINUTES LATER

33

Joe brings in the step stool. Gracie is in the middle of making several layer cakes.

GRACIE
Where was it?

JOE
I hung some netting for the caterpillars.

She takes the step stool and uses it to get down food sprinkles from the tall-person cabinet.

GRACIE
Have you asked your dad how he's getting to the graduation?

JOE
I was gonna drop groceries off this week, I'll ask.

GRACIE
Great. And what are you gonna do with your bugs?

JOE
I'll figure it out.

He heads back to the den.

GRACIE
(calling after)
Not in the bedroom again.

34 INT. INN-- NIGHT

34

Elizabeth sits in bed in her robe (one from home, obviously) with the little box of photos next to her.

She examines one, of Gracie positively glowing. Radiant smile, holding newborn Honor in her arms.

(CONTINUED)

She notices the bottom is folded over, when she flips it up she sees that Gracie's little pink-footed sock is hand-cuffed to the hospital bed.

35

INT. INN-- A BIT LATER

35

Elizabeth takes a few puffs of her asthma inhaler.

She opens an e-mail that says "Joe - Pre-read Selects" and clicks a link.

It's a casting website with auditions posted. About ten 13-YEAR-OLD BOY ACTORS.

She starts to click through.

BOY ACTOR #1

Benny Kim, 5'4", I'm 13 years old, my date of birth is September 8th, 2002, and I'm with Coast to Coast.

He smiles as the camera pans up his tiny body.

ELIZABETH

2002, Jesus Christ.

The scene begins.

BOY ACTOR #1

Do you need help?

READER (O.S.)

That'd be great, Joe, thank you.

BOY ACTOR #1

What should I do?

READER (O.S.)

If you want to get the box of pinkies from the back-- I'm feeding the snakes.

BOY ACTOR #1

Live mice?

READER (O.S.)

They've been in the freezer so I don't think they feel anything.

BOY ACTOR #1

Cool.

He fake-looks in the fake box.

(CONTINUED)

BOY ACTOR #1 (CONT'D)
So small.

READER (O.S.)
They're little babies.

BOY ACTOR #1
Where is their mom?

READER (O.S.)
In the mice tank with the other
grown-ups.

She skips to the next boy.

BOY ACTOR #2
(super slick)
Hi everyone, my name is Tyler Ko,
I'm 5'6", I'm 14 years old--

Skips to the next. We see a few. None of them feel like Joe.

36

INT. X-RAY ROOM-- DAY

36

Elizabeth watches Joe line up slides of broken arms.

It's quiet and dark, besides the glow of the walls.

ELIZABETH
How'd he do it?

He checks a chart.

JOE
Skateboarding off the roof.
Birthday party.

ELIZABETH
Can I see?

He shows her the file. There are pictures of the small boy
(Chris) and his scratched-up face.

ELIZABETH (CONT'D)
He's thirteen.

She puts her hand up to one of his on the wall. It's so tiny
in comparison.

ELIZABETH (CONT'D)
So small.

(CONTINUED)

JOE

Yeah.

She turns to face him. She stares into his eyes, neither say anything for a beat.

ELIZABETH

It's peaceful in here.

JOE

Very different than a movie set, I would think.

ELIZABETH

That's true.

He just smiles. Continues his work.

ELIZABETH (CONT'D)

Except for backstage, when a play is going on. It's kind of like this.

JOE

You act in plays?

ELIZABETH

Sometimes. I should do it more. It's how I started.

JOE

I've seen your TV show.

ELIZABETH

Oh, god.

JOE

It's very intense.

ELIZABETH

I've been very lucky to have it but I wish no one ever watched it.

JOE

I saw one where you had to operate on an elephant.

ELIZABETH

I'm so embarrassed, I'm going to jump off the roof with those boys.

She covers her face sweetly with the chart. Flirtatious, but Joe doesn't respond in kind.

(CONTINUED)

ELIZABETH (CONT'D)

So, anyway, thanks for letting me come here.

JOE

You think it'll help?

ELIZABETH

I do. I can start to feel... what it was like. A little bit.

JOE

What what was like?

ELIZABETH

Sneaking around with you.

He freezes. Blushing, but it's too dark to tell.

ELIZABETH (CONT'D)

I probably shouldn't have said that. You won't tell anyone, will you?

A beat. They hold each other's eyes for a moment too long, then laugh a little bit, break the tension. Just a joke.

JOE

No worries.

He puts the file in the wall pocket, opens the door, and flips the little colored plastic switch on the frame.

JOE (CONT'D)

It's kind of lunch time now.

37

INT. CRAB SHACK RESTAURANT - TYBEE ISLAND-- DAY

37

Elizabeth sits down in a wooden booth of a neighborhood BBQ place. It has some sloppy, mellow live music playing.

Across from her is MORRIS SPERBER, 60s. He's a lawyer-- criminal defense attorney. Short, sweet smile, the kind of New York accent you don't hear anymore.

MORRIS

I must say, you evoke her. You really do.

ELIZABETH

Thank you.

She wipes away an old ketchup stain on her side of the table.

(CONTINUED)

ELIZABETH (CONT'D)
What specifically?

MORRIS
You just have a loveliness-- a
brightness. Like there isn't an
angry bone in your body.

ELIZABETH
(dead-eyed smile)
That's very sweet.

She's graduated to a yellow notepad.

ELIZABETH (CONT'D)
So when did you meet Gracie?

MORRIS
My wife and kids and I had just
moved down from New York. I had
been doing some pretty high-profile
cases, defending some pretty
despicable men, as it were. Sharon
finally had had it, she said I'm
moving to Savannah, feel free to
come with... And it was funny
really, because for all the rapists
and murderers, frauds, hit men...
never did I end up on the front
page of the New York Times.
For Gracie, I ended up on the front
page of the New York Times. Down in
sleepy Savannah.

He butters some cornbread.

MORRIS (CONT'D)
So I get the call after dinner to
go down to the station. I walk in
and sitting there in this flowery
blouse is Gracie. And I said, "I
think I know you." She said, "I'm
Gracie Atherton, I'm your neighbor,
I brought you a blueberry pound
cake." And of course it was. We'd
moved onto her very block on Tybee,
and she'd dropped a cake off a few
weeks earlier. So I said, "What can
I help you with?" And that's when
she told me.

ELIZABETH
What did she say exactly?

(CONTINUED)

MORRIS

She said, "I've been caught having an affair." And I said, "Gracie, that's not illegal in this country, and if it were a lot of people would be in serious trouble." It was then that she started to cry. She said, "We're in love. I didn't mean for it to happen, but we fell in love."

ELIZABETH

So she was in denial, you would say?

MORRIS

Oh absolutely... She didn't think she'd done anything wrong. She was head over heels. He was a good-looking kid. She had no conception. Prison? I mean... She thought she could explain it to the judge and that would be that. It was all a bit Romeo and Juliet, a bit starry-eyed.

ELIZABETH

When did it sink in?

He takes a sip of his iced tea.

MORRIS

Does it seem like it's sunk in now?

There's a big crash of the drum cymbals from the live band, as they cover "Baby I Love Your Way."

The LEAD SINGER--mid-30s, blonde hair dyed pastel colors, probably drunk--looks like he's bullying his SLIDE GUITARIST.

MORRIS (CONT'D)

(motioning to him)

Have you met Georgie yet?

ELIZABETH

That's Georgie?

MORRIS

I had hoped things would turn out better for him, he was a very sweet boy. Very sensitive.

GEORGIE flings some Sprite onto the guy, who finally gets up and leaves the set.

(CONTINUED)

Georgie scoffs, and his eyes suddenly snap into focus on Elizabeth and Morris. He drops the microphone and walks right over to them. (His drummer is left to sing, which to his credit, he does.)

GEORGIE

Well... hey, look what the cat dragged in.

MORRIS

Georgie, how are you? This is Elizabeth Berry--

GEORGIE

Oh I know who this is. I know perfectly well.

With his chaotic nonchalance he scrapes a chair over and plops down, sizing her up, a twinkle in his eye.

GEORGIE (CONT'D)

The actress.

ELIZABETH

...The son.

GEORGIE

So how much are they paying you? Is it a lot? Are they paying *her*?
(meaning Gracie)

ELIZABETH

It's an independent film...

MORRIS

Georgie, we don't mean to interrupt your show--

GEORGIE

(amusing himself)
Why don't you look me in the eye and tell me how selfish I am and I'll tell you if it's a match.

MORRIS

Let's get the check.

ELIZABETH

I'm glad this happened, I've been wanting to meet you.

GEORGIE

Oh really... What have you heard?

(CONTINUED)

ELIZABETH

That you're creative, and sensitive, and sweet.

GEORGIE

They would say that, wouldn't they.

ELIZABETH

What are you then?

GEORGIE

I'm a phoenix rising from the ashes, I'm a ghost.

He takes a little plastic cup of half & half from the table and downs it like a shot. And then, yuck, regrets it.

ELIZABETH

Because of what happened?

GEORGIE

Well it ruined my life, of course.

ELIZABETH

Do you remember when you found out?

GEORGIE

Yeah... Billy sat me down in my room. And I thought he was just trying to make me upset until I went and found my dad and he said it was true. He had slammed his fist down on his desk so hard that this part had split and it was bleeding everywhere.

(points out the fold of skin under the pinky when clenching)

It was right before my birthday so we forgot to cancel the party but only one guy came anyway and we just hung out in my room and ate so many warheads that I threw up, and we watched TV until the sun was almost up and I gave him a hand-job and then he never spoke to me again.

A beat where no one knows what to say and a lull from the band, having finished the last song. Then they start playing "Tight Rope" (Leon Russell) and Georgie turns.

GEORGIE (CONT'D)

Jonah can't fucking sing this--

(CONTINUED)

He rushes over to the stage like a rag doll.

GEORGIE (CONT'D)
 (shouting back at them)
 See you around, nice to meet you!

He grabs the mic from his drummer and picks up singing in the middle of a sentence.

GEORGIE (CONT'D)
 --- *tight-wire! Linked by life and
 the funeral pyre,
 But the top hat on my head is all
 you see...*

MORRIS
 Well, as you can see, the situation
 is not without casualties.

She stares at Georgie, electric for an unenthusiastic crowd.

Morris shrugs as he pays the bill.

MORRIS (CONT'D)
 A lot more people in this community
 feel the way he does... than the
 way I do.

ELIZABETH
 From what I've seen, she's pretty
 well-liked in the neighborhood. She
 seems busy with her business.

He hesitates.

MORRIS
 You may want to check the names on
 those orders. It's a handful that
 repeat over and over, my wife's is
 one of them.

ELIZABETH
 People are just ordering things to
 keep her busy?

MORRIS
 It's a kindness. How many pineapple
 upside-down cakes can a family eat?

38 EXT. JOE SR.'S APARTMENT-- DAY 38

We see Joe walking across the manicured lawn of his father's apartment building, carrying a bag of groceries. It's a nice building, two stories high, with white trim. Balconies.

39 INT. JOE SR.'S APARTMENT-- DAY 39

It's a modest apartment for one. A portrait of Joe's mother-- a white woman-- hangs on the wall, memorial.

Joe enters with his own key.

JOE

Hello?

JOE SR., 70, struggles to slide open the glass door to the balcony. Joe puts the bag down and helps him.

JOE (CONT'D)

Hi, dad.

JOE SR.

Hi.

40 EXT. JOE SR.'S BALCONY-- A BIT LATER 40

Joe and Joe Sr. sit in plastic chairs, a few floors up. In the distance you can see the water.

Joe Sr. is smoking, and the ash tray is full.

JOE

Gracie wanted to know how you planned on getting to the graduation?

JOE SR.

I'll drive myself, it's close.

Joe nods.

JOE

It's hard to believe they'll be at college in the fall.

Joe Sr. nods.

JOE (CONT'D)

An empty nest.

(CONTINUED)

JOE SR.

You'll have more time to focus on other things.

JOE

Yeah.

There's a lovely breeze, but chilly.

Joe continues to stare forward. He swallows. It looks like he may be mulling over some words, seeing how they feel in his mouth.

Instead he grabs a cigarette and lights it. Joe Sr. eyes him but says nothing.

41 INT. HIGH SCHOOL-- DAY

41

SLOW-MOTION: Elizabeth walks down the crowded hallway of lockers. It's in between classes and there's a lot of movement.

The kids look so young. And they stare at her, mostly the boys. Some pretend they aren't, but they are.

Elizabeth locks eyes with a CONFIDENT FRESHMAN BOY as he jumps to tap the door frame to impress her.

She gives him a little nod like she is impressed.

42 INT. BLACK BOX THEATER-- A BIT LATER

42

Elizabeth sits on a painted black cube next to drama teacher MS. LABRIOLA, 40s, severe bob, chip on her shoulder. A co-ed class of about twenty (including Mary) sits in the stands.

MS. LABRIOLA

This is the first time in my experience, I've worked here twenty years, that a Juilliard-educated actor has sat in this theater-- Cameron, quit it. It's an incredible opportunity, so let's ask some great questions, shall we?

CAMERON, 16, raises his hand.

ELIZABETH

Yes.

CAMERON

Have you acted in sex scenes?

(CONTINUED)

MS. LABRIOLA
You're staying late.

ELIZABETH
Yes, I have.

MS. LABRIOLA
You don't have to--

ELIZABETH
No, it's fine. I have, and it is a
strange part of acting.

CAMERON
Like what?

His friends giggle. She really thinks about it.

ELIZABETH
Sometimes it's really mechanical,
choreographed like a dance, where
the only thing you can really think
about is where you're supposed to
be and when. But sometimes there's
a genuine chemistry between two
people, and it feels sort of real
in this strange way, not that
either of you would ever admit it.
But you're wearing practically
nothing and rubbing up against each
other. Sweating. For hours. You
start to lose the line of... am I
pretending to be experiencing
pleasure or am I pretending that
I'm not experiencing pleasure? And
the crew is almost always all men,
and you can feel them watching.
Holding their breath. Trying to
hide it when they have to swallow.
You give in to the rhythm of it.
Over and over, but the tension
never breaks.

The boys have stopped giggling.

Ms. Labriola is blushing but doesn't know what to do so she
calls on a girl (KIMME) who has her hand raised.

MS. LABRIOLA
Kimme--yeah?

KIMME
How do you choose your roles?

(CONTINUED)

ELIZABETH

When I'm lucky enough to choose,
I'm looking for characters that may
be difficult on the surface to
understand. I want to take a person
and try to figure out-- Why are
they like this? Were they born or
made? And that could really run the
gamut, you know, from the more
notorious, uh...

(unconsciously motions
slightly to Mary)

To just anyone.

Mary is frozen, clenched.

MARY

Why would you want to play someone
who you think has done something
bad?

ELIZABETH

Are you kidding? I mean, pick a
great role. Medea, Hedda Gabler--

CAMERON

Tony Soprano.

More titters.

ELIZABETH

Exactly, Cameron--no... This
complexity, these moral grey areas
are what's interesting.

Mary checks the time, suppressing everything she can.

A43 EXT. ELIZABETH'S CAR-- AFTERNOON

A43

High wide angle of Elizabeth's car heading toward the
Atherton-Yoo house.

43 EXT. ATHERTON-YOO HOUSE-- AFTERNOON

43

Elizabeth pulls up in her rental, giving Mary a ride home.

ELIZABETH

I'm sorry you're not feeling well--

Mary exits the car and shuts the car door, hunched under her
back-pack. She walks quickly up to the front, opens it and
slams the door behind her.

(CONTINUED)

Elizabeth slowly follows the same route, almost amused. She rings the bell.

44

INT. ATHERTON-YOO BATHROOM-- A BIT LATER

44

Gracie is bringing a second chair into the bathroom, and the two women sit down in front of the mirror.

GRACIE
Now this is silly.

ELIZABETH
It's actually very serious
business.

Gracie laughs. A seductive energy between them.

GRACIE
If you say so.

Gracie starts to put on her make-up, step by step.

Elizabeth takes notes. She looks on the bottoms of lipsticks and blush, writes down the names.

GRACIE (CONT'D)
It may be easier if I just...

She motions for her to scoot closer. She starts doing Elizabeth's face up.

GRACIE (CONT'D)
I bet you're used to this.

Elizabeth closes her eyes.

GRACIE (CONT'D)
Did you always want to be an
actress?

ELIZABETH
Always.

Gracie silently paints away. Leaving Elizabeth to fill the silence.

ELIZABETH (CONT'D)
I wanted to be on Broadway... When
I first told my parents, I was nine
or ten, and they looked so
disappointed. They said, "But
honey, you're so much smarter than
that."

(CONTINUED)

GRACIE

And what did you say?... Are you smarter than that?

Elizabeth genuinely laughs.

ELIZABETH

I don't know.

GRACIE

What do they do, your parents?

ELIZABETH

They're academics. My mother wrote a pretty respected book on epistemic relativism...?

GRACIE

Well my mother wrote a great recipe for blueberry cobbler.

ELIZABETH

What was your mother like?

GRACIE

She was beautiful.

Elizabeth opens her eyes to find herself painted just like Gracie, her notebook closed on her lap.

45

INT. DEN-- AFTERNOON

45

Joe, home from work and in casual clothes, watches more *"This Old House"* on PBS. The curtains are drawn but the room has that warm, sickly afternoon glow.

On screen, TOMMY SILVA instructs a HOMEOWNER as she caulks her bathroom tile.

TOMMY SILVA

Push it in there, there you go, put your hand closer to the tip, keep the gun level...

The woman's hands move slowly along her bathtub, the sexual connotations obvious (though not to Tommy, completely innocent on his part... all respect to Tommy Silva).

Joe seems hypnotized by the caulking.

GRACIE

Knock-knock.

(CONTINUED)

Gracie and Elizabeth poke their heads into the den: a strange doubling.

GRACIE (CONT'D)

Sweetie, I was hoping you could clear your bugs out before Honor comes home – I want to get the house ready for her. And then could you pick up dinner, I'm swamped.

JOE

Sure.

ELIZABETH

I can help.

TOMMY SILVA (O.S.)

Now that's a caulking that will stand the test of time.

46 INT. LIVING ROOM-- A BIT LATER

46

Joe and Elizabeth stare into the mesh cages. His caterpillars have gotten even plumper, wiggling around eating leaves.

Elizabeth, in Gracie's make-up, runs her finger along the side of the mesh. A subtle, seductive energy.

ELIZABETH

I like them.

JOE

They're hungry this year.

He starts to carefully prepare them for a move into the den.

ELIZABETH

How long have you been doing this?

JOE

A few years. I saw an article about how the monarch population is dwindling, and they mentioned that people help raise them. I'm not the only one who does this-- Gracie makes it seem that way, but all over the country people do it.

ELIZABETH

How do you do it?

(CONTINUED)

JOE

You just keep your eyes open. Look for the eggs, take them inside, protect them, so they have a chance to grow.

On this subject Joe lights up in a way we haven't seen.

JOE (CONT'D)

It's actually had an impact. The numbers are way up. I'm part of this... Facebook group--I know, it sounds really dorky.

ELIZABETH

Not at all.

JOE

My friend, Michela, who's in the group--she's in Durham-- People put milkweed in the cages for them to attach to, but she also puts these sticks in for them to climb. 'Cause some of them attach to the top of the mesh when they form the chrysalis, and hang upside-down.

(beat)

Anyway, I know it's boring.

ELIZABETH

It's fascinating.

47

EXT. NEIGHBORHOOD-- A BIT LATER

47

Late afternoon, where the houses end, Joe and Elizabeth take a walk. The hot milky sky beats down against the wipe of marshland. Even out here the clenched oaks still drip with Spanish moss.

ELIZABETH

It's a beautiful place to live.

JOE

Yeah, it's been really nice.

Silence as they walk, no one on the road.

JOE (CONT'D)

So... It's hard to tell what you actually think about all this, you know...

(CONTINUED)

ELIZABETH

I think you have a nice family. And you're both interesting people.

JOE

Okay.

ELIZABETH

I don't know. What do you think?

JOE

I think it's hard to trust that... you know, that you're gonna represent things as they were, or...

ELIZABETH

I'm gonna try.

JOE

It's hard to feel... I don't know. People... they like see me as a victim, or something...

Elizabeth nods, letting him talk.

JOE (CONT'D)

I mean we've been together almost twenty-four years... like... I mean, why would we do that if we weren't happy?

ELIZABETH

Right.

JOE

I was different than... a lot of the kids-- the people around me. Girls were never... But she was so... She saw me.

ELIZABETH

Yeah...

JOE

I wanted it.

That kind of just hangs there.

JOE (CONT'D)

I don't know.

ELIZABETH

What did your parents think?

(CONTINUED)

JOE

We didn't talk about it. My dad was always focused on his work. And my mom... She passed away when I was twenty so we never got to really... look back on it--

ELIZABETH

I'm sorry.

JOE

No, it's... it's hard to imagine what that would have been like honestly, that conversation.

ELIZABETH

You were so young, to have all those eyes on you.

JOE

I already... weirdly felt that? Growing up here? I always had that feeling like everyone kind of... knew who I was. So when it happened so big and everything with all the tabloids it was kind of like-- I don't know-- almost familiar?

They keep walking for a beat. He lets the moment pass.

JOE (CONT'D)

You really look different with that make-up.

She poses, cutely.

ELIZABETH

Remind you of anyone?

He laughs a little, then stops.

JOE

Yeah.

48

INT. ATHERTON-YOO HOUSE-- DUSK

48

Joe comes back into the house as the sun is setting and can immediately tell something is amiss. All the lights are off. It's silent.

He puts the take-out on the counter and drops his head.

(CONTINUED)

JOE

Fuck.

49

INT. BEDROOM-- A BIT LATER

49

From the doorway Joe can see Gracie silently weeping, lying flat on the bed. The last light from the window making the room feel pale blue. Joe holds his breath.

JOE

What happened?

Silent weeping, stillness. Finally some sniffing, words caught in her throat.

GRACIE

Joyce Mercer called and cancelled her order, and all future orders.

He lets out an almost undetectable sigh of relief, sits on the bed.

JOE

I'm sorry.

GRACIE

And I told her I had already made it and she said she'd pay for this one but that she didn't need it, and they were leaving town.

JOE

Where are they going?

GRACIE

Her sister is sick or something-- it doesn't matter! I wasted hours that I could have used.

JOE

You couldn't have known.

GRACIE

I hate things like that! And now I have this *cake* that'll go right in the garbage.

JOE

You don't have to throw the cake in the garbage.

She slows down. Turns her head to face him, still lying down.

(CONTINUED)

GRACIE
Where were you?

JOE
Oh I just took a walk, showed
Elizabeth the neighborhood.

GRACIE
"Elizabeth."

He treads very carefully, picks up some clothes from the
floor.

GRACIE (CONT'D)
She's getting on my last nerve.

JOE
Why?

GRACIE
She's just everywhere I look. And
for what?

JOE
For the movie. So people see it and
understand more and it's... maybe
easier for you or more--

GRACIE
For me?

JOE
For us, for both of us.

He sighs.

JOE (CONT'D)
I don't know. She'll be gone soon.

She examines his face for something, but doesn't find it.

She gives a last sob, wipes her tears, sits up. She looks so
tiny, with pleading eyes.

50 INT. KITCHEN-- NIGHT

50

Gracie presents her cake to Joe. It's pretty sizable, three
layers. Covered in frosting with mounds of shredded coconut.

She cuts him a big piece and smiles at him, expectantly.

He smiles back. He takes a big bite as she watches, chin on
her hands.

(CONTINUED)

JOE
Mmmm, so good.

It looks very sweet. They sit in silence as he chews and she watches.

51 INT. INN-- MORNING

51

ROBERTO, 40s, Italian film director, is on the phone with Elizabeth, who is distracted and happens to be looking up the Sex Offender Registry for Georgia.

ELIZABETH
I'm telling you, it's going great,
really really helpful.

ROBERTO (O.S.)
I'm very happy to hear this, I
think it's very good. But I have
Carlo on my ass because you are
over the number of days that we
budgeted for.

ELIZABETH
(with a smile)
Well it sounds like the crew wrap
sweatshirts have just turned to
crew wrap mugs, doesn't it?

They both laugh. She takes a few puffs of her inhaler.

ELIZABETH (CONT'D)
I know you trust me--

ROBERTO (O.S.)
Of course I do--

ELIZABETH
And I really feel like I'm getting
close to something that's true.
Something honest.

The look in her eye does not seem entirely confident.

ROBERTO (O.S.)
Okay, okay. Through Friday.

ELIZABETH
Thank you.

She finds Gracie's registry photo-- it looks like the ID for a country club. A big smile and a bow in her hair.

(CONTINUED)

ROBERTO (O.S.)
But that's it, I'm serious.

ELIZABETH
He's very serious.

ROBERTO (O.S.)
I am.

ELIZABETH
How's your wife?

ROBERTO (O.S.)
Ah, ah. Elizabeth.

ELIZABETH
What.

ROBERTO (O.S.)
You're reckless.

ELIZABETH
Is she home?

ROBERTO (O.S.)
No, but you had no idea.

She smiles.

ROBERTO (O.S.) (CONT'D)
She got hired on a television
series back in Rome, so she won't
be on set.

ELIZABETH
Good.

ROBERTO (O.S.)
(to himself)
Le donne pericolose, perché lo
faccio?
(to Elizabeth)
Did you watch the tapes?

ELIZABETH
I did. Look, I'm sure they've seen
a lot of people, but has it just
been LA? The kids I saw were cute,
but they just weren't like, sexy
enough. I mean you've seen him.
He's got this... quiet confidence,
I'm sure even as a kid.

A pause on the line.

(CONTINUED)

ROBERTO (O.S.)

I think... you need to come home.

52 EXT. AIRPORT-- DAY 52

HONOR ATHERTON-YOO, 22, runs up to the car with her rollie suitcase. She has bleached hair, and a tired expression.

Mary bounds out of the car to hug her.

Joe looks on happily as he loads her suitcases. She hugs him.

JOE

I've missed you.

HONOR

I've missed you too.

53 EXT. HIGHWAY-- A BIT LATER 53

High wide angle of Joe's car winding off from Savannah toward Tybee. WE HEAR:

JOE

How's the roommate?

HONOR

She's fine, we got over it.

JOE

I knew you would.

54 INT. JOE'S CAR-- CONTINUOUS 54

The girls sit together in the backseat.

HONOR

How's mom?

JOE

Great. Busy.

HONOR

And how's the actress?

Mary rolls her eyes in the back of her head and sticks her tongue out in a funny way. The girls laugh.

Joe eyes them in the rear view mirror.

(CONTINUED)

JOE
What's funny?

He smiles, but he missed it.

55 INT. INN - TV SCREEN-- AFTERNOON

55

On Elizabeth's TV screen, a pixelated DVD copy of *"The Gracie Atherton Story"* plays: a movie of the week in a time when they were especially bad.

TV MOVIE "GRACIE" walks down the aisle of the pet shop. The look is right enough but the energy is much more Mrs. Robinson than real Gracie. Composed, in charge.

TV MOVIE "GRACIE"
Joey.... Are you in there?

56 INT. DEN-- AFTERNOON

56

Joe sits in his den, leaning forward, leg bouncing. Staring at his text thread with Michela.

JOE
How's it going?

MICHELA
Okay, tired. Work troubles. How about you?

JOE
Exhausted. Getting it from all angles.

MICHELA
That sucks, I'm sorry!

With a little heart.

JOE
It's okay... sounds like things aren't going too great for either one of us.

MICHELA
Ha ha.

57 TV SCREEN-- CONTINUOUS

57

"Gracie" finds TV MOVIE "JOE" stocking fish food on a shelf. She watches him as trashy music plays.

(CONTINUED)

He notices her, turns around.

TV MOVIE "JOE"
You scared me.

TV MOVIE "GRACIE"
Did I? You don't look scared to me.

58 INT. DEN-- CONTINUOUS

58

JOE
I could use a vacation.

MICHELA
Me too.

He takes a breath.

JOE
We should go here.

He sends a picture of the butterfly sanctuary in Piedra Herrada, Mexico-- so many orange butterflies line the trees that they look like fall leaves. No response.

JOE (CONT'D)
Finally see where all these butterflies end up.

(...) and then it disappears, and then reappears a few times.

MICHELA
I thought you were married, no?

JOE
I am. Sorry, I was just thinking out loud.

Joe hits his forehead with little remorseful hits.

JOE (CONT'D)
It was just a joke. Sorry I said that.

No response.

59 INT. INN-- CONTINUOUS

59

Elizabeth gets dressed with the TV movie playing on the TV in the background. She does her make-up the way Gracie taught her to.

(CONTINUED)

ONSCREEN:

We see the back of "Gracie" as she faces "Joe." She takes off her cardigan and he drops the box of fish food on the ground.

60

EXT. ROOF-- LATE AFTERNOON

60

Joe lies on the roof looking up at the sky.

Clearly lost in thought, something playing out that makes him wince. He looks comfortable here though, familiar.

After a beat, Charlie opens the window.

CHARLIE

Oh hi.

JOE

Hi-- it's okay. Come out.

Charlie hesitates for a beat then climbs out and sits down, looking out the same direction.

CHARLIE

What are you doing out here?

JOE

Just thinking.

(beat)

How's it going?

CHARLIE

Fine.

JOE

You excited about tomorrow?

CHARLIE

Sure.

JOE

I can't believe you guys are leaving. I try to picture what it'll be like but I can't.

CHARLIE

Yeah.

Charlie lies back too, stares up at the sky.

JOE

Are you nervous?

(CONTINUED)

CHARLIE
About what?

JOE
College, leaving home.

CHARLIE
I can't wait to leave home.

Stings.

JOE
Good. I think that's good.

Silence. Charlie tries to ignore that Joe is staring at him.

CHARLIE
Are you gonna be out here for a
while or...?

JOE
Should I not be?

CHARLIE
(after a beat)
I... was gonna...

He holds a cute little joint.

JOE
Oh. Um... No, you should... go
ahead.

Joe seems so awkward, Charlie smiles sweetly at him.

CHARLIE
You sure?

JOE
Yeah, sure...

Charlie lights it and inhales a few times. A subtle shift,
more relaxed, an inch more open.

CHARLIE
Do you want?

JOE
No-- thanks. I'm good. Never done
that...

CHARLIE
No, dad. That's crazy.

(CONTINUED)

He laughs, but with kindness. Joe laughs along, looks back at the joint.

CHARLIE (CONT'D)
You definitely don't have to.

Joe looks a little worried but goes for it. He's clumsy. Takes a really deep inhale. Coughs.

They laugh.

CHARLIE (CONT'D)
You don't...

JOE
I'm fine.
(he coughs some more)
It's all good.
(takes some deep breaths)
This is nice.

CHARLIE
Yeah.

Joe lies back on the roof. The clouds are soft but there's blue in the sky.

JOE
I'm gonna miss you.

CHARLIE
I know.

He rests his head on Charlie's chest. His mouth seems dry.

61 INT. FRONT HALL-- LATE AFTERNOON

61

Elizabeth has arrived, dressed for dinner. She's wearing her make-up like Gracie showed her.

GRACIE
Well don't you look nice.

ELIZABETH
Thank you.

Gracie is still in day clothes with a flour-y apron on.

GRACIE
You're early.

ELIZABETH
Am I?

(CONTINUED)

GRACIE

You can help me then.

Gracie smiles at her and then throws an apron at her, a little forcefully.

62

INT. KITCHEN-- A FEW MINUTES LATER

62

Elizabeth stares at a pot of browned, bubbling sugar, waiting for it to turn the right shade of brown.

GRACIE

It's temperamental. You have to keep an eye on it every second or you could ruin it.

It's getting pretty dark.

ELIZABETH

I think it's ready.

Gracie, who has been working on a batter, peers over. Nods. She hands her a wooden spoon.

GRACIE

Okay this all happens quickly. Put the butter in and don't stop stirring.

She does. Gracie pours in some cream by sight, it bubbles rapidly. Elizabeth stirs furiously.

GRACIE (CONT'D)

Alright now pour it into this pan.

Elizabeth grabs for the hot handles.

ELIZABETH

Fuck!

GRACIE

Well, use the mitts...

She does. Gracie scrapes out every last bit.

GRACIE (CONT'D)

Now line these up, and really do it nicely, it matters how it looks.

Elizabeth places dark red cherries in the caramel. Gracie finishes mixing a batter and looks over Elizabeth's shoulder.

(CONTINUED)

GRACIE (CONT'D)
That's very nice.

ELIZABETH
Thank you.

They work in silence for a bit, side by side.

GRACIE
This is my brother Bill's favorite
cake.

ELIZABETH
Is it for him?

GRACIE
No, he's in Minneapolis. He works
for the Twins.

ELIZABETH
Which twins?

GRACIE
It's a professional baseball
team...

ELIZABETH
Oh. Of course.

GRACIE
He was captain of the baseball team
in high school, and then he played
in college. And now he's a
professional pitching coach.

Elizabeth keeps lining up cherries.

GRACIE (CONT'D)
He was always so protective of me
when we were kids, even though he
was younger. Any boys that got near
me he'd throw up against the locker
and say, "What are your
intentions!"

She laughs about this, lovingly.

ELIZABETH
What were their intentions?

Gracie gives her a side-eyed glance. She pours the batter in
the pan over the cherries.

Elizabeth watches her put the cake in the oven.

(CONTINUED)

GRACIE

You know Joe's been with more women
than I have men.

Elizabeth tidies up, tries not to look her in the eye, tries
not to spook her.

ELIZABETH

Is that right?

GRACIE

Nobody seems to remember that. But
I had only slept with Tom before
Joe. He'd been with two girls
before me.

ELIZABETH

When he was in seventh grade?

She mixes frosting for something else.

GRACIE

He led a very different kind of
life than I did. His father was
always away working, he was the man
of the house, had to take care of
his little sisters almost by
himself. One of them with terrible
asthma. He grew up quickly.
Whereas I was very sheltered.

Gracie puts her hand on Elizabeth's hand. They don't look at
each other.

GRACIE (CONT'D)

I wanted to show you something.

She hands her a poem, written by a child.

GRACIE (CONT'D)

Joe gave that to me, back then. I
just think it's lovely.

ELIZABETH

*"Peace is sitting by a lake in the
summertime,
Peace is a Coca Cola on a hot
summer day,
Peace is being with you."*

GRACIE

The assignment was "What is peace?"

63

EXT. THE ROOF-- A BIT LATER

63

Joe grabs his son's face as they lie on their sides.

JOE

You're such a special person.

CHARLIE

Dad, this is so weird, please.

JOE

I really mean it.

GRACIE (O.S.)

You boys up there?

Joe bolts upright. Gracie and Elizabeth appear on the lawn below, looking up in their matching aprons. They look like twins. Joe appears stunned, like he's seeing double.

CHARLIE

(calling down)

Yeah.

GRACIE

Garibaldi's said they can take us at seven, how's that sound?

Joe seems very overwhelmed by the question.

CHARLIE

That sounds great, thanks, mom!

Joe stands up, but kind of loses his balance and takes a few fast steps forward to center himself, coming very close to the edge of the roof.

GRACIE

Joe!

ELIZABETH

Joe!

He steadies, and starts laughing so hard. So so hard.

GRACIE (CONT'D)

Joe, are you okay?

CHARLIE

Dad?

JOE

I was just--

Tears of laughter are pouring down his face, his back to them.

(CONTINUED)

JOE (CONT'D)

I was just thinking... what if.. I had... to take...

He snorts, the laughter exponentially growing.

JOE (CONT'D)

My own... X-rays.

GRACIE

Honey, I can't hear you...?

His laughing tears turn instantly into crying tears. He crouches down into a ball, behind the dormer windows, out of sight.

GRACIE (CONT'D)

Is he okay up there?

CHARLIE

Totally fine, mom, we'll see you inside!

Gracie turns to Elizabeth, shaking her head. *Boys.* They head back in.

Charlie crouches down and rubs his back.

CHARLIE (CONT'D)

Maybe this wasn't the best idea.

JOE

I feel like everything's so fucked up.

CHARLIE

It's not, dad. It's okay.

JOE

I just want you to have a good life.

CHARLIE

I will.

JOE

Because... Bad things... They happen... and we do bad things also and we have to think about it-- or you try not to think about it, but if you try not to think about it there's...

He motions with his hands, as if holding energy.

(CONTINUED)

JOE (CONT'D)

There's this...

(searching for the word
and not finding it)

--What's it called... D'you know
what I mean?

CHARLIE

Yeah, dad.

JOE

Oh god, I can't tell if we're
connecting or if I'm just creating
a bad memory for you, in real time,
but I can't control it.

CHARLIE

We're connecting, dad, it's okay,
really, don't worry about me, okay?

Joe heaves. He tries to hold in his sobs but that just brings
spit and snot.

JOE

That's all I do.

Charlie wipes Joe's face off with his sweatshirt sleeve as he
continues to sob.

64

INT. GARIBALDI'S - HISTORIC SAVANNAH-- EARLY EVENING

64

Gracie, Joe, Honor, Charlie, Mary and Elizabeth sit at the
corner table of a Southern restaurant inside an old historic
building. It's a busy night.

Joe looks puffy and red-eyed from earlier. Charlie still
seems stoned. Mary and Honor confide in little smirks. Only
Gracie looks genuinely happy.

Their entrees are in front of them, a big basket of bread in
the middle. The girls have Shirley Temples. They hold their
glasses up, mid-toast.

GRACIE

I am so glad that Honor was done
with her finals in time to come
watch our beautiful Mary and our
gentle Charlie--

Neither of them seem to like their epithets...

(CONTINUED)

GRACIE (CONT'D)

-- walk across that stage tomorrow. I couldn't be prouder of the both of you. And to Joe... The love of my life. To entering this next phase together. And as our little ones fly away from the nest, they know they can always come home.

They all clink glasses.

HONOR

You're forgetting someone.

She has an unapologetic look on her face.

GRACIE

That's right, Elizabeth. We couldn't be more thrilled to have you here at this very special time.

More clinks. They start eating.

GRACIE (CONT'D)

Honor, when we get back home I'll show you what your dad and I got your sister for graduation.

HONOR

(her little dig)
Is it a scale?

GRACIE

Excuse me?

HONOR

When I went to college you bought me a scale.

Gracie looks at her.

GRACIE

That was just part of setting you up at your school, you know perfectly well that wasn't your graduation present.

HONOR

Well it came wrapped with a bow.

(CONTINUED)

GRACIE

We got her a necklace! With her birthstone on it, just like we got you, although I see you're not wearing it.

Honor is ready to change topics, turns to Elizabeth.

HONOR

So when do you start shooting this movie?

ELIZABETH

In about three weeks.

HONOR

I wish you weren't doing that.

JOE

Honor.

ELIZABETH

I can understand that, of course. I hope in the end you'll feel like it had something to say. That we captured... something true.

HONOR

True like how it's not awkward at all that you're at this graduation dinner?

Mary almost does a spit take.

GRACIE

Joe, do something.

JOE

Like what?

GRACIE

Thanks for your help.

Charlie shakes his head to him like, don't engage.

GRACIE (CONT'D)

(to Honor)

And you. I got you that scale, like I told you at the time, as a tradition, because that's what my mother gave to me when I graduated high school. And try going through life without a scale! See how that goes.

(CONTINUED)

CASSIDY (O.S.)

Mom, hi.

Gracie looks up and sees her old family (Tom, Georgie, and her other two adult children, BILLY, 40, and CASSIDY, 38, their SPOUSES, and the grandchildren, PETER and SARAH) on their way to their table. Her smile blankets over the surprise and she gets up, hugs them, squeezes hands...

GRACIE

Oh my goodness-- well, hello! Hi, honey... Billy, Georgie...

(to Sarah and Peter)

Hi, sweetheart--don't you look pretty... Peter, honey, you look so grown-up... Tom... Everyone celebrating tonight, of course.

TOM

It's the best.

(to Elizabeth)

And nice to see you again.

ELIZABETH

You as well.

Tom nods awkwardly at Joe.

JOE

Tom.

A moment of awkward silence, not one knowing what to say next.

TOM

I guess we're gonna go head over to our table.

GEORGIE

We're in the back where they keep the old families.

Honor laughs, others roll their eyes.

TOM

Georgie.

Gracie keeps the smile still.

GRACIE

We'll see you at graduation!

(CONTINUED)

CASSIDY
 (to Elizabeth, almost
 reluctantly)
 I'm a really big fan of "*Animal
 Hospital.*"

Mimicking Gracie's smile:

ELIZABETH
 Thank you, that means the world.

The second they leave the switch flips back. Honor continues to giggle, Mary smirks, shaking her head. Joe reaches for the bowl of wrapped butter, passes it.

MARY
 Probably frozen by now.

Gracie stares at the rolls.

65

INT. GARIBALDI'S - LADIES' ROOM-- LATER

65

Elizabeth comes out of the stall to find Gracie washing her hands. She goes to the next sink.

The bathroom is formal and frilly.

GRACIE
 My brother, Mark, he still lives in Richmond. He always says to keep your expectations low and that way you'll never be disappointed. I always forget that.

ELIZABETH
 (with disdain)
 How many brothers do you *have*?

GRACIE
 Four. Two younger, two older. Though I'm sure you know that.

Elizabeth dries her hands.

ELIZABETH
 So what were your expectations?

GRACIE
 That tonight would go well. That my children would love me, that my life would be perfect.

(CONTINUED)

She pops open her lipstick and applies it in the mirror, emotionless.

ELIZABETH
That's a little naive.

GRACIE
I am naive. Always have been. In some ways, it's been a gift.

She plops her things in her little purse.

GRACIE (CONT'D)
Is that alright if Joe drops us first? I think the girls may need a moment.

ELIZABETH
I can just walk from here--

GRACIE
No, no, let him drive you.

The door closes behind her.

66

EXT. GARIBALDI'S - HISTORIC SAVANNAH-- NIGHT

66

Elizabeth sits on a bench outside the restaurant, waiting.

Across the street a Savannah ghost tour shuffles by led by a man in costume. In the opposite direction tourists carrying plastic cups of beers weave past.

Georgie plops down next to her, lighting a cigarette.

GEORGIE
Good evening.

She nods with a tired smile.

GEORGIE (CONT'D)
Has she broken your spirit yet?

ELIZABETH
I'm just tired.

GEORGIE
So did you crack the case?

ELIZABETH
Could you blow your smoke in that direction.

(CONTINUED)

He blows out the side of his mouth.

GEORGIE
You want to know my theory?

ELIZABETH
Sure.

GEORGIE
(whispers)
Childhood trauma.

This piques her interest, despite herself. She tries to play it cool.

ELIZABETH
Which one?

GEORGIE
The big one.

ELIZABETH
(she looks at him)
What do you mean?

GEORGIE
Her older brothers...

He gives her a look finishing the dark sentence.

ELIZABETH
What?

GEORGIE
Oh yeah.

ELIZABETH
When?

GEORGIE
Started when she turned twelve. On and off.

ELIZABETH
(sickened)
That's awful.

GEORGIE
Don't mention it to her obviously.
She doesn't tell anyone.

She looks harder at him.

(CONTINUED)

GEORGIE (CONT'D)

I read her diary. This was way before.

ELIZABETH

That's...

(turning it over in her head)

Would explain a lot. Why does she still *talk* to them?

GEORGIE

Lady, she's messed up in the head, that's what I'm trying to tell you-- but listen. I had an idea. I was looking up how you make movies, and I read about this job: of, um... music supervisor.

ELIZABETH

Yeah?

GEORGIE

I could do this job. Pick out the songs for the movie, I would pick great songs.

ELIZABETH

What are you asking?

GEORGIE

What if, in exchange for my memories, my consultation, my willingness not to go to the press when the movie comes out and talk disparagingly about it and you and her-- you give me this position of music supervisor. On this movie.

Elizabeth stares blankly for several beats.

ELIZABETH

Um--

Joe pulls up to the restaurant, eyeing Georgie.

ELIZABETH (CONT'D)

...I'll see what I can do.

She gets into the car. Georgie gives a little wave.

67 INT. JOE'S CAR-- NIGHT

67

Joe drives the empty streets with Elizabeth in the front. Elizabeth coughs.

ELIZABETH

I think I've overstayed my welcome here.

Joe doesn't chime in, which she notes.

She looks out the window as the streets pass by. Sinking.

She looks over at Joe, admires him. A flicker in her eye of a thought. She takes out her inhaler and puffs.

JOE

My sister had really bad asthma.

ELIZABETH

Oh did she?

He pulls up to the Inn. A big tree hangs overhead. They sit there for a moment.

JOE

She was always having to do that breathing machine thing.

ELIZABETH

Yeah, nebulizer.

JOE

Right.

ELIZABETH

I have one with me but it's new and I can't get the... mouthpiece thing to snap on, it's so stupid. I'd really like to use it.

JOE

That sounds irritating. I think you just sort of...

ELIZABETH

Could you... Do you have a second?

68 INT. INN-- A BIT LATER

68

Joe and Elizabeth sit together on the floor. She drops a vial of medicine into the machine. Drip, drip. There's an odd sensuality to this very ugly, plastic ritual.

(CONTINUED)

She motions to Joe, he presses the button to turn the machine on. It hums loudly and a chemical steam starts to come out the little mouthpiece, which he holds up to her face. She inhales.

JOE

They haven't changed this machine since the '80s.

She takes the mouthpiece away, chemical vapor pours out of her mouth like smoke.

ELIZABETH

Thank you - you saved my life.

JOE

Sure.

He seems nervous. She puts her hand on his and keeps breathing. He stares at her.

JOE (CONT'D)

I uh... wanted to give you something.

He hands her the letter in the pink envelope he'd found, stashed away, earlier in the film.

JOE (CONT'D)

It's the only one I could save.

ELIZABETH

Oh my god.

She goes to read it now, but he puts his hand over hers.

JOE

Don't read it now.

He holds her hand there, she stares back at him.

She turns the machine off. It's suddenly so quiet.

ELIZABETH

Thank you.

After a beat, she leans in and kisses him. A small kiss.

When she pulls back, there's something new, more vulnerable.

ELIZABETH (CONT'D)

(whispers)

You are so young. Believe me. You could start over.

(CONTINUED)

JOE
And do what?

ELIZABETH
Anything.

He kisses her back. She leans onto the floor as he climbs on top of her. It's hurried and passionate.

Her position mimics the one on the pet shop stockroom stairs.

ELIZABETH (CONT'D)
Wait, one second.

She grabs a condom from her suitcase on the floor next to them. They fumble with it.

JOE
I've never actually used one of these before.

She laughs, but then a second later when his head is buried in her hair she makes an expression like, "what the fuck."

It doesn't last long but there's force. The tension between them finally breaking.

JOE (CONT'D)
I should, uh...

He gets up and goes to the bathroom. Not embarrassed, not cold.

Once out of sight she immediately goes for the letter, reads as much she can, inhaling--

JOE (O.S.) (CONT'D)
Should we get in the bed?

She slides the letter under the bed and climbs into it with him.

He motions for her to lie on his chest, so she does.

JOE (CONT'D)
That was crazy.

ELIZABETH
Yeah.

The trees outside the window sway in a comforting way.

JOE
Have you ever done that before?

(CONTINUED)

Her expression makes it clear that she has.

JOE (CONT'D)
Oh, yeah of course.

ELIZABETH
What about you?

JOE
No-- I mean, I've had crushes on people.

ELIZABETH
I think that's allowed.

JOE
I don't know... any of it, it would kill her, she's very loyal.

Off Elizabeth's look:

JOE (CONT'D)
I mean, with me.

ELIZABETH
Whatever happens, believe me, she's going to be okay. People like Gracie--

JOE
No, she won't. You really don't know her.

ELIZABETH
Okay.

She sits up, finding herself in the mirror, straightening her hair. She continues, focused on herself.

ELIZABETH (CONT'D)
But I'll tell you something. Your responsibility, ultimately, is to yourself.

JOE
Well, I think it's a little more complicated than that.

ELIZABETH
Look, you're gonna do what you're gonna do, but stories like these--

JOE
Stories?

(CONTINUED)

ELIZABETH
 You know what I mean, "instances"
 of severely... traumatic--

JOE
 This isn't a story-- this is my
life.

ELIZABETH
 There's no need to get so worked up
 about it.

He gets up, starts putting on his clothes.

JOE
 Um, yeah. I thought you actually
 liked me-- uh. That we had some
 kind of... connection.

ELIZABETH
 I like you.

JOE
 I mean, what was this about?

She looks at him, with sympathy. Maybe it's pity.

ELIZABETH
 This is just what grown-ups do.

He scoffs, picks his shoes up. Storms out the door.

She sighs, oh well.

Immediately leans off the edge of the bed and feels for the
 pink envelope.

A69 INT. ATHERTON-YOO BATHROOM-- LATER A69

Joe has just stepped out of the shower, drying his hair. He
 stops, looking at himself [at us] in the mirror.

69 INT. ATHERTON-YOO BEDROOM-- LATER 69

The middle of the night. Joe, dressed in sweatpants and T-
 shirt, has been sitting in the upholstered chair of their
 dark room, watching Gracie sleep.

She's lying on her back, occasionally wincing from a dream.

Suddenly she snorts awake. Sees him in the corner.

(CONTINUED)

GRACIE
You're lucky I'm not jumpy.

JOE
I'm sorry.

GRACIE
What happened?

She turns the lamp on.

JOE
I've just been thinking.

She adjusts her pillows and sits up in bed, the same as Elizabeth earlier.

GRACIE
Okay.

JOE
I think there are a lot of things that we haven't talked about in a long time. Maybe ever.

GRACIE
What kind of things?

JOE
Things about our relationship. How it started.

Gracie starts to tense up.

GRACIE
Well I'm not gonna cross-examine you, say what you want to say.

JOE
I've just been remembering things.

He's struggling for composure.

GRACIE
What brought this on?

JOE
What does it matter?

GRACIE
Is it the actress?

(CONTINUED)

JOE

Maybe. I don't know. I don't see what difference it makes, it's how I'm feeling.

GRACIE

Come sit by me.

He does. On the edge of the bed, as she's still tucked inside it. She rubs his back.

GRACIE (CONT'D)

What's making you feel bad, baby?

JOE

It's not-- I don't feel *bad* like... I'm just trying to say... I mean, what if I *wasn't* ready to be making those kinds of decisions? And then what? There's the kids and, because... what would that mean?

GRACIE

I don't understand what you're saying.

JOE

I'm saying what if I was too young.

She sits up straight.

GRACIE

You seduced *me*.

He just stares at her. Her formal nightgown, her sleeping headband.

JOE

But I was thirteen years old.

GRACIE

Don't give me that.

JOE

But I was.

He shakes his head, confused, trying to work it all out.

GRACIE

I don't care how old you were. Who was in charge?

JOE

What?

(CONTINUED)

GRACIE

Who was the boss? Who was in charge? Who was in charge?

JOE

I'm trying to talk about something--

She starts rubbing his back again but he will not be placated.

GRACIE

I think because of this movie, it's dredging up all this old stuff, driving Elizabeth around in your car--

JOE (CONT'D)

But you're not even listening to what I'm-- It's not that! It's not about the fucking movie!

She whips her arms away and crosses them.

GRACIE (CONT'D)

You know I've been very sympathetic but you're starting to upset me.

JOE

You have not been sympathetic. Why can't we talk about it? If we're really as in love as we say, if we have that... rare--
(his throat breaks)
-- Shouldn't I be able to talk about this with you?

Sudden silence.

GRACIE

"If we're really as in love as we say"?

JOE

You know what I mean! Gracie. I'm begging you. I need you to help me. *Please.*

Her arms stay firmly crossed and she looks past him at the wall.

GRACIE

"If we're really as in love as we say"... It's graduation.

She brushes past him.

GRACIE (CONT'D)

I'm taking a shower.

(CONTINUED)

She leaves. He sits, unmoving.

A70 EXT. ATHERTON-YOO HOUSE - NIGHT A70

Dark from the front, a shimmer of black trees.

70 INT. INN-- NIGHT 70

Elizabeth sits facing the mirror (the camera).

She's transformed. Her voice, her rhythm. The look in her eye. She channels Gracie.

ELIZABETH

My love. After you left tonight I thought about the kind of life we could have if things were different. If I had been born later, or you long ago. But who knows what we'd be like then, or where? Or what tragedies we'd have had to face, or what bad luck along the way. This isn't ever what I would have wanted, but I'm so grateful that our paths have led us to this road, no matter what the cost. I think about you all the time. And the feeling that I get when we look each other in the eye. Do you feel that too? I know that you don't have much to compare it to but let me assure you that it's rare. I've gone my whole life without it, and now that I've found it, I can't imagine going back. And pretending. Sometimes I wish we hadn't met. Or, you hadn't gotten a job at the pet shop at least. Because I know that our lives will be forever changed because of this, no matter how it turns out. I know that my husband and my children, oh God... This will affect them too. My hope is that we can keep our secrets until at least there's no danger from the law. Maybe by then I'll have enough time to end things cleanly, and make sure my children know that I love them. Maybe by then we'll have figured out what to say. When this first started, I didn't know what to think.

(MORE)

(CONTINUED)

ELIZABETH (CONT'D)

I knew we had crossed a line, and I felt in my heart we would cross it again. But now, I think I've lost track of where the line is. Who even draws these lines? All I know is that I love you, and you love me. And you gave me so much pleasure tonight. I hope I did the same for you. I'll see you on Saturday. Please burn this, you know what could happen to me if it were ever found. Your Gracie.

71 INT. DEN-- DAWN

71

The sun is just rising out the window. A few dozen chrysalides (green pods with butterflies inside) hang from the tops of the cages. Each has a delicate rim of glowing, metallic gold.

One in the corner is the furthest along. It starts to shiver.

Gracie, soft in the background, moves from room to room, packing things.

From the bottom of the chrysalides, a monarch butterfly starts to nibble his way out, leaving the clear shell behind him like dead skin.

72 EXT. THE WOODS-- A BIT LATER

72

Gracie, in full hunting gear, with a rifle at her back.

The sun is still low in the sky. She heads out into the woods.

She whistles and her large spaniels follow her.

73 INT. ATHERTON-YOO BEDROOM-- MORNING

73

Joe wakes up suddenly, surprised how bright it is. It's a few hours later and the room feels yellow and hot. He's still in his clothes, on top of the blankets. Gracie is gone.

He sits up and sighs, takes it in.

74 INT. KITCHEN-- A BIT LATER 74

Joe, alone in the kitchen, prepares a pancake breakfast for five. As he brings the plates to the counter he notices movement in the cages in the den.

75 INT. DEN-- CONTINUOUS 75

The one hatched butterfly flitters around the green pods. Joe bends down to meet him.

JOE

Oh, hi.

He unzips the cage, and puts his finger inside. The butterfly hops on.

76 INT. KITCHEN-- CONTINUOUS 76

Joe walks slowly with the butterfly perched on his hand. He goes over to the window and carefully opens it.

He reaches his hand outside, feels the wind.

And just like that, it's gone. Simple as that.

MARY (O.S.)

Hey.

Mary's in the doorway in the sweet, but childish, white dress.

JOE

Wow, you look so great.

MARY

Thanks.

JOE

Are you hungry?

MARY

No.

She sees the plates of pancakes.

MARY (CONT'D)

Maybe coffee?

JOE

Coffee. That's new.

(CONTINUED)

She shrugs, he gives her a mug. Honor and Charlie join them, both tired but basically ready.

Honor wears a short halter dress with frayed hem.

JOE (CONT'D)

Look at you.

HONOR

Mom's gonna hate it.

He pours them all coffee. They sit at the counter.

JOE

Big day.

CHARLIE

Yeah, it is.

MARY

What time is it?

JOE

(checking his phone)

Uh... We have... We should leave in twenty, twenty-five minutes? I'll just run up and get changed.

He takes a minute to look at his children. Still young of course, but grown.

He tops off each of their coffee mugs with ceremony.

MARY

Where's mom?

JOE

I don't know honestly. Maybe she said she had a beauty parlor appointment.

77

EXT. THE WOODS-- DAY

77

Gracie and her dogs continue their walk through the woods.

Suddenly, they all freeze. Gracie finds herself locking eyes with a small RED FOX, who is clearly rabid.

He slinks slowly towards her-- hissing, twitching, furious.

She stares back at him, blankly at first, but her expression gives way to an overwhelming sympathy and despair.

78 INT. JOE'S CAR-- MORNING

78

Joe pulls up to the high school with his three children in the car. Charlie and Mary are in bright red robes. Joe looks nice in his suit.

JOE

Why don't you guys get out here.
I'll park and find your mom.

The three of them hop out. He smiles at them, adoringly. Watching them walk up to the entrance, folding into the groups of kids.

He sits in the driver's seat watching them go.

79 EXT. FOOTBALL FIELD-- DAY

79

The twins and their classmates wear robes and hats the color of blood.

VALEDICTORIAN

...And to my fellow graduates, of the class of '15 -- go Sharks -- while it hasn't always been smooth sailing, I know that our futures are bright.

The audience claps, as the PRINCIPAL approaches the podium.

PRINCIPAL

Thank you, Casey. And with that, I present to you the graduating class of Wilson Healy High School...

His assistant principals stand ready with ribboned diplomas.

PRINCIPAL (CONT'D)

Madison Diane Aldrich... Sara Kay
Alread... John Christopher
Anderson... Charles Brennan
Atherton-Yoo... Mary Jinae Atherton-
Yoo... Paul Daves Atkins... Connor
Reginald Atwood...

The kids walk across the stage as their names are called. Charlie and Mary back-to-back. The crowd cheers.

Gracie, filming with her phone among all the families, sits between Rhonda and an empty chair. Joe Sr. sits on the aisle with his cane and Honor sits with friends, cheering on her brother and sister.

(CONTINUED)

PRINCIPAL (CONT'D)
 Congratulations to the class of
 2015!

The class throws their red-orange hats into the air! There are so many of them, a swarm.

Through the confetti of hats, we spot Joe, standing off beyond the bleachers.

80

EXT. FOOTBALL FIELD-- A BIT LATER

80

We follow Gracie, dressed in white, stomping confidently into the crowd.

It's clear that a lot of people are whispering about her. But she holds her head high behind her dark round glasses. Ignores it all.

The sea of crowd parts in her wake, as she comes face to face with Elizabeth, also in white.

Elizabeth feels different. A confidence. Gracie's equal for the first time.

GRACIE
 That was beautiful, wasn't it?

ELIZABETH
 It was.

They see Mary and Charlie off with their friends.

ELIZABETH (CONT'D)
 I'm heading to the airport now.

GRACIE
 Probably for the best.

Gracie looks at her closely. Seems to see, somehow, what happened.

GRACIE (CONT'D)
 I wonder if any of this will really have mattered for your movie.

ELIZABETH
 I think it will.

GRACIE
 You understand me?

(CONTINUED)

ELIZABETH

I do.

Gracie cocks her head skeptically.

GRACIE

I hope you didn't think that disgusting brother thing was real.

ELIZABETH

What?

GRACIE

Disgusting. I don't know what he's trying to do, telling you these things.

Elizabeth is in disbelief.

ELIZABETH

He told you?

GRACIE

I talk to Georgie every day.

She turns forward, surveying the land like an army general.

GRACIE (CONT'D)

Insecure people... They're very dangerous. Aren't they.

Elizabeth stares at her but she doesn't look back.

GRACIE (CONT'D)

I am secure. Make sure you put that in there.

She marches off, her tiny frame absorbed into the red-robed crowd.

Elizabeth watches, with no other choice.

81 INT. SOUNDSTAGE-- DAY OR NIGHT

81

As if watching dailies, we see the following scene over and over. Unmotivated HAND-HELD. Raw, with the clapper and fuck-ups.

The set is an earnest replica of the pet shop stockroom of Henderson Pets.

Elizabeth, as Gracie, sits next to a YOUNG ACTOR, as Joe.

(CONTINUED)

The costumes are a little broad. "Gracie" holds a striking, medium-sized snake.

ROBERTO (O.S.)

Action!

"GRACIE"

Are you scared?

"JOE"

No.

"GRACIE"

It's okay to be scared.

"JOE"

I'm not.

"GRACIE"

She won't bite.

"JOE"

How do you know?

"GRACIE"

She's not that kind of snake.

He takes the snake from her, their hands intertwined.

ROBERTO (O.S.)

Keep rolling, take it from the top.

And they do. Over and over and over.

ROBERTO (O.S.) (CONT'D)

I think we got it.

Elizabeth sits up, out of character, pleading on her knees.

ELIZABETH

Wait-- can we try it again? For me?

ROBERTO (O.S.)

Lizzie...

ELIZABETH

Just one more. Please. We almost have it right.

THE END