

**VANILLA SKY**

Written by

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Shooting Script

**ON BLACK**

We hear a whooshing sound, getting louder.

**A BLINK OF AN IMAGE**

New York City from a perspective of flight, not an airplane, a swooping diving shot. Back to black.

**A WOMAN'S VOICE**

Abre los ojos... open your eyes...  
open your eyes...

**INT. DAVID'S BEDROOM - EARLY MORNING**

DAVID AAMES, JR., 32, swings out of bed and sits on the corner of his mattress. it's a chilly New York City morning. Early sunlight glows around the corner's of his curtains.

**A WOMAN'S VOICE**

open your eyes...  
He reaches behind him to shut off a slim voice-activated clock-radio. He rises, a comforter draped around his shoulders, and heads to the bathroom.

**INT. DAVID'S BATHROOM - MORNING**

David regards himself in the mirror of a beautifully-tiled and well-appointed bathroom. in his thirties now, his looks have only deepened and improved. He brushes his teeth. He spots a gray hair, and holding tweezers, seizes and plucks it.

**INT. DAVID'S BEDROOM - MORNING**

David puts on a shirt. Checks his wallet for money. His bedroom is elegant and spare.

**INT. DAVID'S NEW YORK CITY APARTMENT - MORNING**

He slips down the stairs into the expansive living area of this deeply-textured apartment. A stunning, inherited book collection lines the walls.

**INT./EXT. NEW YORK CITY GARAGE BELOW APARTMENT/STREETS -**

**MORNING**

David starts up his dark green sports car, and roars onto the New York City streets.

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**EXT. NEW YORK SIDE STREETS u- MORNING**

David travels the side-streets to work. He senses a growing weirdness. The streets are empty. He looks at his watch. It's 8:12. He continues anxiously. Runs a red light. Music rises.

**EXT. TIMES SQUARE -- MORNING**

The most recognized piece of real-estate in the world is silent. It is as if the world's biggest parade has just left, taking everybody with it. David pulls over haphazardly. He exits the car, leaving it in the middle of the street. He begins to walk, faster now, as music rises. All the electricity is on. There is absolutely nobody in sight. David begins to run, searching for humanity. The billboards - electronic and still - all sell easy solutions to his loneliness. He pulls up short., stopping and crying out in anguish. There is no one left in the world.

**A WOMAN'S VOICE**

Open your eyes... open your eyes,  
David...

**DISSOLVE TO:**

**INT. BEDROOM - MORNING**

David hangs out of bed, his mouth in an open silent scream. Covers his face with both hands.

**A WOMAN'S VOICE**

. open your eyes...  
He reaches behind to shut off the same clock-radio, and its voice. He makes a relieved agonized sound into the pillow. Gets up, sees a pizza box... a container of soup... a remote control on the floor. We hear an incisive voice with a comforting lilt - a man we'll meet later.

**A MAN'S VOICE**

Well, I suppose the empty street  
meant loneliness.

**DAVID'S VOICE**

You're a shrink. You've got to do  
better than that.

**A MAN'S VOICE**

I'm a doctor. Let's not  
stereotype each other. Not all  
rich kids are soul-less, and not  
all psychologists care about  
dreams. The question is how you

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got here, and why you've been  
charged.

**DAVID'S VOICE**

What do you want to know? I was  
about to turn 33. I ran three  
magazines, and a world-wide  
publishing house. On most days I  
actually fooled myself into  
believing it would last forever.

**INT. BATHROOM - MORNING**

David checks himself in the mirror. Seizes and plucks that  
same gray hair.

**DAVID'S VOICE**

Isn't that what being young is  
about? Believing secretly that  
you would be the one person, in

the history of man, who would live forever?

**INT. BEDROOM - MORNING**

David enters, reaching for his wallet, repeating the morning ritual. A figure stirs in the bed behind him. She leans upward, wearing David's college basketball tank for a pajama-top. She's warm and wicked, a mildly reformed party girl, the kind of girl first-novels are written about. She is JULIANNA GIANNI, 25.

**JULIANNA**

Where you going so early?

**DAVID**

(slightly self-conscious)  
Hey, don't record any more messages on my alarm--clock, okay?

**JULIANNA**

Why not?

**DAVID**

I'll think we're married or something.

**JULIANNA**

Don't you ever say that word. Or I'll never come over here and bring you chicken soup and fuck your brains out again.

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**DAVID (O.S.)**

(exiting, from other room)  
How's your cold?

**JULIANNA**

Still there. How's yours?

**DAVID (U.S..)**

I guess you took my mind off it.  
She pulls a pink pill-box purse from the nightstand,  
withdraws a multi-colored phone.

**JULIANNA**

Reyna, it's Julianna. I missed my  
audition.

(dramatic, like Bette Davis)  
I lost my head. Listen, I have to  
go.

(whispers)  
I'm with David.

**INT. KITCHEN - MORNING**

David in his steel-and-linoleum bachelor kitchen. Julie  
swings into view. Her blouse is unbuttoned two buttons  
too many, down to mid-chest. She gives him a kiss on the  
cheek and lingers. David grabs a racquetball bag, talks to  
the next. room.

**DAVID**

Help yourself to whatever you  
want. Set the alarm, Maria will  
clean up. Lock up when you go.  
And... you are the greatest.

**JULIANNA**

Bye "honey!"

**DAVID**

Bye "honey!" I'll call you later.

**JULIANNA**

When? When?

**DAVID**

Soon!  
They have a comfortable, healthy, mutually satisfying,  
gloriously superficial relationship.

David is about to enter the green sports car, then thinks better of it. He fires up a knock-around beater car from his collection. He drives into the street which is, comfortingly, now full of people. We hear R.E.M.'s "All The Right Friends."

**EXT. NEW YORK SIDE-STREETS - DAY**

David drives the crowded streets. It all seems more poignant today. Life is good again.

**EXT. BRIAN'S APARTMENT - DAY**

David pulls up to a lower-end apartment, checks his watch. Enter the hung-over BRIAN SHELBY, 30ish. In a world

of

acquaintances, Brian is a true friend. He has all the qualities of Abe Lincoln and, much to his chagrin, the looks too. He hops in the car with racquetball bag.

**DAVID**

Did you reserve the court?

**BRIAN**

Easy. I can't handle heavy conversation at this ungodly hour.

**DAVID**

I'm sorry to do this early. I gotta be done by 10. Car phone rings. David checks Caller ID - it's his office. He clicks on.

**ASSISTANT VOICE (RACHEL)**

You're not going to make the 8:45, are you?

**DAVID**

How did you find me?

**RACHEL'S VOICE**

David Aames, you have to check the colors of the letters for the new issue of Rise.

**DAVID**

What are the colors?

**RACHEL'S VOICE**

Yellow-and-red... or the traditional white.

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**DAVID**

Let, me think about it.

**RACHEL'S VOICE**

David, please. Don't be late for the ten o'clock with the board.

**DAVID**

Okay, but. don't tell anybody where I am I don't care if God calls. I'm very busy.

**BRIAN**

Can't you just get rid of that board?

**DAVID**

The Seven Dwarves? No.

**BRIAN**

Those people drive you nuts.

**DAVID**

And that was the desire of my father, who hired them.

**BRIAN**

(suspicious pause)  
You fucked Julie Gianni again, didn't you?  
David takes off driving.

**INT. ANOTHER STREET - DAY - DRIVING**

**BRIAN**

I know someone was there when I called. You had that tone.  
(imitates nasal phone voice)  
Oh, no man, I've got a cold. I'm

hanging in tonight.

**DAVID**

(shaky defense)

I had a cold. I was alone.

**BRIAN**

Fine. You can do whatever you  
want with your life -

**DAVID**

Thanks.

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**BRIAN**

-- but one day you'll know what  
love truly is. It's the sour and  
the sweet. And I know sour which  
allows me to appreciate the sweet.

**DAVID**

Julie Gi.anni is a friend.  
Sometimes we sleep together.  
Brian howls in pain, like a hurt dog.

**DAVID**

What --

**BRIAN**

My dream girl... Julie Gianni...  
is your... fuck buddy.  
Brian emits another pained howl. David reaches over to  
change the music.

**DAVID**

What do you want to listen to?

**BRIAN**

Slow down, man.

**DAVID**

What have we got here - Barcelona,  
Looper... Radiohead?

Brian freezes at what he sees.

**BRIAN**

Look out! Look out!

David turns and sees he's hurtling into the back of a car stopped just in front of him. Clenching he hits the brakes, narrowly avoiding a high-speed collision. And then... to his right... another car comes hurtling toward him... and stops within an inch of deadly impact.

There

is an awful moment, as the second car blares on the horn. Traffic continues, but the lingering feeling of dread and confusion is still in the air.

**BRIAN**

Fuck!

**DAVID**

(annoyed)  
We almost died.

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**BRIAN**

I know. My own death was right there in front of me, and you know what happened? Your life flashed before my eyes.

**DAVID**

How was it?

**BRIAN**

Almost worth dying for.  
Pedestrians continue walking around the honking tangled mass of the near-.accident.

**EXT. AAMES PUBLICATIONS - DAY**

David meets Peter Brown and RACHEL, his second assistant, at the front of the well-appointed headquarters of Aames Publications. Aames hops out of car and heads into the building.

**INT. AAMES PUBLICATIONS - DAY**

David Aames Jr. turns down the corridor of Rise Magazine, a male youth-culture-style magazine. Rachel gives him daily tabloid reports, continues with the essentials.

**RACHEL**

The art department needs a decision on the colors. Yellow-and- red, or white? And the board is pissed you're late.

**DAVID**

You changed your hair.  
David taps on the window of the art department, in panic over several cover mock-ups. He gives a presidential thumbs-up, moves on. They look at each other, trying to decipher if the thumbs-up was a decision.

**ART EDITOR**

Did he mean the yellow-and-red or the white?  
David passes a holdover from the old days, older Receptionist (BEATRICE) who speaks uncomfortably and gruffly into a headset. She gives David a knowing look - late again.

**RACHEL**

They're all waiting for you. And David - opinions are expected.

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**A MAN'S VOICE**

Do you dream about the Board, David? The Seven Dwarves, as you call them?  
David walks into the office. Framed original photos from album covers co-mingle with a splash of cultured art and books. Seven very-interested and very-alert looking Older Executives wait.

**DAVID (V.O.)**

Sneezy, Bashful, Sleepy, Happy,

Doc, Dopey, and of course, Grumpy.

**GRUMPY**

(skeptical)  
How was Aspen?

**DAVID**

(playful, mock drama)  
Good. Now I want answers, and I  
want them now.  
(pause)  
How's it going?  
He gestures charmingly, easily, and bows with apology over  
his lateness. All are happy to see him. Sort of.

**DAVID'S VOICE**

They still look at me like I was  
still eleven years old.

**FLASHBACK**

He David at 11, blithely skateboarding the hallways.  
passes Beatrice, who turns to an editor.

**BEATRICE**

He's going to inherit everything.  
He gets it all.  
if

**INT. PRISON PSYCHIATRIC UNIT - NIGHT (INTERROGATION # 1)**

The light from a small line of chicken-wired windows cuts  
through the blackness. In the shadows of this dank room,  
we hear his voice but we do not see him. It is the  
smaller, slightly muffled tone of David Aames. In the  
shadows, he wears a mask.

**MCCABE**

You're scared of your dreams,  
aren't you?

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Portrait of CURTIS McCABE, 52.  
Psychiatry,

Doctor of

prison division. He's far too wily to spend the currency of his brilliance just yet. It's too early in their relationship. He stands tall, leaning on a steel desk, polishing his glasses with end of his coat.

**DAVID**

It's a nightmare either way.

**MCCABE**

Is that how do you explain what's happened to you?

**DAVID**

What --

**MCCABE**

What happened to your face?

**DAVID**

I'm not talking to you anymore.

**MCCABE**

And you don't want to show me your face.

**DAVID**

No.

**MCCABE**

Do you know why you're here?

**DAVID**

(sarcastic)

The conversation, the coffee --

**MCCABE**

David - the part where we parry and joust, and get to know each other bit-by-bit... we're going to have to skip it. You've been charged with murder. In four weeks, a judge will determine your fate based on what I write. You will talk to me --

**DAVID**

There is no murder! It didn't happen! I don't have to talk to anybody!

A Contentious Prison Guard (AARON) swings his feet down and gets up from watching a 17-inch television on a stool. He exits into the bigger room to quiet down David Aames.

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Slight push in to show the television show he is watching, and we see a snippet of "To Kill A Mockingbird."

**AARON**

You want me to help -

**DAVID**

Get the fuck away from me.

**AARON**

Take it easy, sunshine.

**DAVID**

Get the fuck away from me.

**AARON**

Take it easy, Face. Your whole story is full of holes!

With great power, McCabe advances on the guard. His presence, when he turns on the switches, is considerable.

**MCCABE .**

Stop! Please leave. Right now. I'll take responsibility.

**AARON**

(whispering, exiting)

I'm gonna get you, Daddy's boy little freak.

**DAVID**

My parents are dead, you fuck!

**MCCABE**

Enough!  
The Contentious Guard leaves.

**MCCABE**

Is it true?

**DAVID**

(sing-song)

Good cop... bad cop.

**MCCABE**

That you're a Daddy's boy?

**DAVID**

(in darkness, by rote)

Primer on David Aames, Senior. My father was not built for the 21st Century. He never ate at

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McDonald's, not once, and never watched television. Yet his biggest magazine is still TV Digest. He and my mother threw the grandest parties of the literary world. He ballooned, jumped from planes, sought adventure... His autobiography is the manual for every cutthroat publisher in New York. It's called Defending the Kingdom.

**MCCABE**

I've read it. Page 127. "David Junior was a delight as a child." Did I miss something here? Is that all he wrote about you?

**DAVID**

I don't think he ever got over the fact that I was terrified of heights. And when he and my mother were run over by a drunken teenager on New Year's Eve, ten years ago...

David Aames moves closer to the light. We see a strange bland expression of his mask, at first other--worldly... and then more clearly.

**DAVID**

he left the keys to the Kingdom to me... 51% control, 49%

going to a group of seven board members who all thought they were first in line.

**MCCABE**

And you believe the Board, the Seven Dwarves, put you here to take control of your company.

**DAVID**

What do you care?

**MCCABE**

We're just talking. And tonight's Wednesday night, and I go to Black Angus for dinner with my daughters on Wednesday nights, so I'll have to leave soon. You understand that our time is limited, don't you?

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**DAVID**

If I talk, you'll just think I'm crazy.  
McCabe gathers his things.

**MCCABE**

With all the respect I can offer a man wearing a latex mask and spouting conspiracy theories, David, trust me - you've crossed that bridge.

**DAVID**

Fine. Enjoy your dinner.  
Somehow the lilt in McCabe's voice draws him closer.

**MCCABE**

There are five basic emotions in life. Tell me. what emotion gripped... him... before he entered that cell? Was it Guilt?

Shadows. There is no answer, just a rustling and a growing sense of anticipation in the darkness.

**MCCABE**

Hate? Shame?  
Shadows. Still no answer.

**MCCABE**

Revenge...  
McCabe now shows the invisible skill with which he has brought his client to the precipice. And now, with one word, he invites David Aames to look over.

**MCCABE**

Love?  
In the darkness, a rustling and the slight turn of a head.

**MCCABE**

I'm completely on the wrong track,  
aren't I?

**INVISIBLE**

**DISSOLVE TO:**

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**INT. DAVID'S APARTMENT/BACK ROOM OFF KITCHEN - NIGHT**

From the darkened back room, David Aames appears with ice, and re-enters his party.

**DAVID**

Who needs ice?  
Aames moves swirls is more like it - through into his party, which is nicely underway. Upscale. Modern. Part literary crowd. Part fashion crowd. He's great in a crowd. Surrounded by people, David Aames comes alive.

**DAVID MOVES THROUGH PARTY**

catching the attention of a model. (LYNETTE)

**LYNETTE**

David! Happy Birthday.

**DAVID**

Jesus, you have the greatest taste  
in shoes I've ever seen. Bar  
none. Anywhere.

A Woman Caterer in Whites (EMMA) slips by with a knowing  
smile.

**EMMA THE CATERER**

The old place sure looks more  
crowded with people in it.

**DAVID**

Emma, do you know Lynette?

**EMMA THE CATERER**

No, but I shudder to think what. we  
might have in common.

David notices that Brian Shelby has arrived with a guest, a  
Woman who struggles with a package and a very large coat.  
On first glance, she's just another girl. On second  
glance, she's a killer. He notes her oddly funny behavior.  
She removes the coat to reveal a very simple natural  
beauty. She is SOFIA SERRANO, a 27 year-old city girl with  
a barely containable life-force. Enter PETER BROWN,  
David's male assistant with surreptitious headset. He  
gestures to a stereo appliance set up in David's living  
room.

**PETER BROWN**

The Living Stereo system is online  
and looking great. it's an

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amazing prototype. They'd love an  
article on it if you like it...

David nods, still focused on Sofia. Suddenly, he finds he  
can't take his eyes off her.

**PETER BROWN**

and happy birthday, sir.

**ANGLE ON FRONT ENTRANCE**

as David arrives to greet Brian and his guest.

**BRIAN**

Hey man. Happy birthday and all the usual shit people say to each other. How you doing?

**DAVID**

Livin' the dream, baby. Livin' the dream.

The two friends hug. David shares a quick glance with Brian's date, who still burdened with coat.

**BRIAN**

(to Sofia, as in 'meet the notorious...')  
Meet David Aames.

**DAVID**

(can't help but flirt)  
And to what do I owe this pleasure, the pleasure of --

**SOFIA**

(playful)  
-- the pleasure of Sofia. Serrano.

**BRIAN**

We met today at the library, if you can believe that --

**SOFIA**

I'm sorry about my coat. It's too big for your closet.

**BRIAN**

- we were both pretending to be intellectuals.

**DAVID**

No no, I think it's amazing. I love your coat.

**SOFIA**

I overdressed. I mean I  
underdressed.

**BRIAN**

I'll just continue like you're  
both actually listening to me.

**SOFIA**

(to David)  
Do you have another room to put it  
in?

**BRIAN**

(invisible, re: their chemistry)  
I have ceased to exist.

**DAVID**

Well, Madison Square Garden is  
nearby, it might fit there.

**SOFIA**

(shoves David playfully,  
as in touche)  
Happy Birthday.  
Her upbeat physicality is intoxicating. Sofia hands David  
her present.

**BRIAN**

We picked it out together.  
Neither look at Brian. Brian takes a breath. He's been  
here before.

**DAVID**

Thank you.

**BRIAN**

We picked it out together. We...

**SOFIA**

Welcome.

**BRIAN**

Stop flirting and open it.

**DAVID**

Okay.

**BRIAN**

Let's get a drink.

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**SOFIA**

Okay.

**DAVID**

I'll leave this upstairs.

David exits. They are left to consider his personal charisma.

**ANGLE ON A HOLOGRAPHIC DISPLAY CONNECTED TO STEREO**

An odd and disarmingly beautiful display of Coltrane performing "My Favorite Things" in David's living room. Sofia passes a hand through Coltrane's image, admires it.

**ON DAVID**

David is approached by THOMAS TIPP, a Brit, and an Associate board-member at Aames Publications. Tipp is ten years older than David, and he is the rarest of birds. A sentimental lawyer. And at the moment he's a bit drunk.

**DAVID**

Hey Tommy.

David moves to address him so he can still track Sofia.

**TIPP**

Hey. Listen to me. Don't blow me off. I'm all packed, I'm going back to London and I understand. You put me up for that other attorney's job, so you didn't have to fire me. A classy move, and your father would have done the same ---

**DAVID**

It's okay, Tommy --

**TIPP**

I became incompetent. Is there anything more unbecoming than an aging mascot? I cared about your father. I lived and breathed for him. But these guys, the board, they think you're stupid. A

corporate hazard, a rogue.  
But the word "stupid" is what David heard loudest of all.  
Nearby, we see a Woman Partner (one of the Seven  
Dwarves)  
taking a quick look at David.

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**TIPP**

But they're going to find a way to  
get you out. They're lined up for  
your office -  
David scans the room. Beneath the good cheer, he sees the  
other layer. Lying. Disloyalty. All part of the  
institution he enjoys forgetting exists. Each word bashes  
his soul.

**TIPP**

-- your job. Your life. Your  
position. They are working day  
and night. to cheat you out of your  
51% vote. And they are going to  
sell this tradition, this  
tradition of words, so they can  
eat at a better cafeteria. And  
what they don't know is this -  
(gestures grandly to  
books that surround  
them)  
- people will read again.  
David's gaze falls upon Sofia, who is looking directly at  
him. And for one blinding moment, something passes between  
them. She looks away. He feels saved.

**DAVID**

(interrupting with  
finality)  
I got it.

**TIPP**

They even have a nickname for you  
behind your back.  
David smiles faintly. Understandingly. Tipp kisses him  
on the cheek, boldly and drunkenly. He feels like a hero

to himself.

**TIPP**

Citizen Dildo.  
David flinches, just a little.

**TIPP**

Now you've got great instincts.  
But I say this with complete love.  
Claim your life... Learn to be an  
Asshole... Don't be -

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**DAVID**

(extracting himself)  
Two's enough -

**TIPP**

Don ' t be-  
(immediately)  
Okay. Forgive me. I still  
believe in this family. Even if  
it's only you.  
David continues tracking Sofia as he slips over to Peter  
Brown.

**DAVID**

Get Tipp out of here, drive him  
home, and in the morning tell him  
he's re-hired with a 50% raise.  
Set up a meeting with the other  
attorneys. I'm going to be in  
early tomorrow --  
(a look from Peter Brown)  
-- earlier than usual.

**INT. DAVID'S BEDROOM - NIGHT**

David enters, shuts the door and sets Sofia's present down.  
A party dress is on his bed.

**JULIANNA**

Hello handsome.

He turns to see Julie Gianni in the bathroom doorway, wrapped in a comforter.

**JULIANNA**

I've come to wish you happy birthday.

**DAVID**

I didn't invite you, Julie.

**JULIANNA**

Yeah, that was a little weird -

**DAVID**

But that's how it works with parties. You have to be invited.

**JULIANNA**

I'm mad at you, you dick. We made love four times the other night.

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**DAVID**

Is that good?

**JULIANNA**

Two is good. Three is very good. But four -

**DAVID**

(fishing for a compliment)  
Four is pretty good?

**JULIANNA**

No, four is... four is... just hold me.

**DAVID**

Four is what?

**JULIANNA**

Hold me, and then I'll leave, and

you can go talk to that cute  
brunette.

**DAVID**

Four is what?

**JULIANNA**

I don't want to meet your fancy  
friends. I knew 'em all back when  
I was fancy too.  
He holds her. They talk in between friendly kisses.

**DAVID**

Four is what?  
She pulls away, and talks plainly to him.

**JULIANNA**

She looks like a moth, David.

**DAVID**

A moth?

**JULIANNA**

Sometimes I worry about one of  
these clever girls in a big silly  
coat who'll play you in just the  
right way, and I'll lose my  
friend. And there'll be no more  
chicken soup parties for you and  
me.

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She kisses him again. David very gently, and skillfully  
resists. She gets the message.

**JULIANNA**

When will you call me? And don't  
say soon. I hate it when you say  
"soon."

**INT. PARTY -- NIGHT**

Sofia eyes a framed smashed guitar handsomely mounted in a  
glass display case.

**SOFIA**

So this is what's become of rock  
and roll. A smashed guitar behind  
a glass case displayed on some  
rich guy's wall.

**DAVID**

It was a gift, actually.  
She turns and sees it's David, engaging smile in place.  
She jumps slightly.

**SOFIA**

(apologetic)  
I like it.  
She turns and walks away, David following close behind.

**DAVID**

Whoa, whoa, whoa.

**SOFIA**

- how did you get all this stuff,  
this apartment, this life -  
David is looking just over her shoulder. She turns to see  
an almost disturbingly large portrait of David Ames, Sr.  
She turns back.

**SOFIA**

I see.

**DAVID**

How about if you help me? Unless  
I'm horning in here.

**SOFIA**

You are, but the food's good.

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**DAVID**

(playful, like a spy)  
See, I've got a little problem.  
I've got a stalker.

**SOFIA**

It doesn't. sound life-threatening.  
Someone passes, bumping her slightly, into him.

**DAVID**

I need a cover. I need for you to  
pretend we're having a  
scintillating conversation. And  
you're wildly entertained. I know  
it's tough.

**SOFIA**

I'll improvise -

**DAVID**

She's right across the room and  
she's burning a hole in my back  
right now, isn't she?

**SOFIA**

Red dress, strappy shoes?

**DAVID**

Yes\_

**SOFIA**

(beat, jarred)  
-- wow, she's really staring at  
you.

**DAVID**

Shit.

**SOFIA**

And she seems to be growing...  
less happy.

**DAVID**

Hmm.

**SOFIA**

I think she's the saddest girl to  
ever hold a martini.  
Julie Gianni sits on the steps watching. The girl, and the  
dress, looked much happier in the bedroom. Julie rises and  
begins to move.

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**ON BRIAN**

Brian holds a drink, attempts to crash a conversation between two models. His debonair act is shaky.

**INT. APARTMENT STAIRCASE -- NIGHT**

David and Sofia race up the stairs. Bad kids having fun.

**SOFIA**

You have another apartment?

**DAVID**

Sort of a day office. Come on -  
They arrive at the door to a smaller upstairs apartment.

**SOFIA**

I'm not going in there.

**DAVID**

Well I am. Goodnight.  
He enters and shuts the door. Frustrated, she stands for

a

moment, listening to the music streaming from the downstairs apartment. We watch her private moment as she decides to leave him, turns, feels the emotional pull, dances back and knocks sharply three times.

**SOFIA**

I hear her coming.

**DAVID (0.5.)**

Really?

**SOFIA**

No.  
David pulls her inside. Shuts the door behind them.

**INT. PARTY - NIGHT**

Julianna and Brian, both looking for David, discover each other.

**INT. HOME APARTMENT/OFFICE - NIGHT**

Artwork on the walls. Sofia is drawn to a powerful Monet... and it is not a copy.

**DAVID**

We're safe.           And I've got nothing  
to drink...

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**SOFIA**

Who did these paintings?

**DAVID**

This is Joni Mitchell. This one  
is Monet. And this one is done by  
me.

(as a tour guide)  
It is a snowboard.

**SOFIA**

Well, two of them are geniuses.  
(laughs)

**DAVID**

(off the Monet)  
It's the real thing. His  
paintbrush painted that vanilla  
sky. His canvas. It. was my  
mother's.

**INT. PARTY - NIGHT**

Julianna and Brian hold their private conversation by a  
piano. They are bonded, almost mesmerized by their mutual  
fascination for David.

**INT. DAVID'S OTHER APARTMENT -- NIGHT**

David and Sofia laugh.

**DAVID**

You know what I think? You're  
either a very good actress or you  
really do sort of like me.

**SOFIA**

I am an actress.

**DAVID**

There's probably not too much you aren't great at.

**SOFIA**

Are you about to compliment, my phone voice?

**DAVID**

It's pretty good, you know -

**SOFIA**

Oh, I'd only disappoint, you. See - I'm not. qualified. I can spell.

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**DAVID**

I'm surprised you're available.

**SOFIA**

I'm surprised you're surprised.

**DAVID**

I can't keep this banter going.

**SOFIA**

Me neither.

Beat. They drop the act. A powerful, awkward moment... and the door opens.

**BRIAN**

I caught you.

**SOFIA**

Brian! Come in here!

**DAVID**

What's going on --

**BRIAN**

Your friends are fun and I'm drunk.

**DAVID**

(cheerful)

Julie Gianni is stalking me.

**SOFIA**

She looked dangerous.

**BRIAN**

Nobody stalks me. So I drink.

**DAVID**

Well, we're out of drinks up here.

**BRIAN**

Here, finish my Jack and Coke.

He messily tries to hand his drink to David, but spills it embarrassingly. All his cool is gone, and what's left are his friends covering for him, cleaning up.

**DAVID**

These stupid glasses -

**BRIAN**

No, it's the stupid guy holding it.

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**SOFIA**

(embarrassed)

Don't worry. I'll get us all something. Jacks and Cokes?  
She exits, leaving the two friends.

**BRIAN**

I better hit it. I drank too much and I didn't fucking eat.

**DAVID**

Don't be stupid. The party's just starting.

**BRIAN**

(moving away)  
For you it is.

**DAVID**

You can't go. You're my guest of honor.

**BRIAN**

Fuck you, David. You're paying me to write my novel, so you own me.

**DAVID**

I don't own you. You're brilliant, you're good-looking, you're handsome.

**BRIAN**

But why'd you have to hit on Sofia?

**DAVID**

No one's hitting on Sofia.

**BRIAN**

Fine. Whatever you say.  
crazy, I'm blind.

I'm

**DAVID**

No, you're not blind. You're just drinking Jack Daniels. And when you drink Jack, you start. in with that Frank Sinatra, "She Shot. Me Down," gimme a cigarette, King of Sad thing...

**BRIAN**

That. I do. Gimme a cigarette.

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**DAVID**

I'll find one.

**BRIAN**

But wait. You're rich and women  
love you and I'm from Ohio and I'm  
drunk. Can I tell you the truth?

**DAVID**

Everyone does.

**BRIAN**

I dig her.                   And I've never said  
this to you before, about any  
girl. But she could be... could  
be could be could be... the girl  
of my fuckin dreams.

**DAVID**

You're not from Ohio.

**BRIAN**

I know.

**BRIAN**

But if she fucks tip our friendship  
- she can go to hell. I won't  
allow it!                   We are bros.

**DAVID**

I feel the same way.

**BRIAN**

(wishes he believed it)  
Sure you do.  
Brian prepares to leave, as Sofia returns with   drinks.

**SOFIA**

Where you going?

**BRIAN**

I am Frank. And Frank must go.

**SOFIA**

Huh?

**BRIAN**

I good you bid evening.  
Sofialooks at her watch, and the situation.

**SOFIA**

Hang on, I'll go with you.

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**BRIAN**

Stay, baby.

**DAVID**

I'll give you a lift home later.

**SOFIA**

No, I have to work tomorrow.

**BRIAN**

You're in great hands.

(beat, realizing it's  
over)

I'm just humoring myself that my  
opinion matters.

Brian looks at the two of them. Life is telling him, and  
he knows it's time to go. Portrait of a man who will not  
get what he wants. David notes the poetry in his friend.

**BRIAN**

(leans in close to David)

You will never know the exquisite  
pain of the guy who goes home  
alone. Because without the  
bitter, baby, the sweet ain't as  
sweet. Have a good time.

He exits like a champ, a glorious sad-sack, with a hand  
flourish.

**DAVID**

The Sweet and Sour speech again.

**INT. PARTY**

Julie Gianni dances, her eyes closed, her hand around a  
strange man's neck.

**EXT. SOFIA'S APARTMENT \_\_ NIGHT**

They stand nervously out in front of her apartment. In the  
distance, rain.

**DAVID**

A lot of people are scared of  
heights. It's not the heights

that bother me, it's the impact  
that terrifies me.  
(off her look)  
I won't stay long.  
She laughs. It was never his decision to make.

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**INT. APARTMENT - NIGHT**

She switches the light on in an artfully messy city girl apartment. A life is lived here, a bed on the back-room floor, a bag of trash on the counter, lamp is askew. She makes no attempt to clean it up. He soaks in the details, including some miniature dolls that occupy her kitchen and shelves.

**SOFIA**

Hey Paulo!

A large goofy dog comes running at her, and then proceeds to slather David with love too.

**DAVID**

I'm glad he protects you. This is a lethal canine.

**SOFIA**

(from other room)

I love living here. And I refuse to clean up!

**DAVID**

No problem.

**SOFIA**

I've got to work around the clock to keep this place.

David eases the dog away as he examines the oddly exquisite dolls. He grabs a look at her in the other room. A bit of leg between boot and skirt. As he admires the dolls:

**DAVID**

So you're really a dancer, huh?

**SOFIA**

For 14 years. But I don't dance  
like you dance.  
She laughs to herself, steals a look at him. Turns away.

**INT. KITCHEN - NIGHT**

**SOFIA**

Do you want something to drink?

**DAVID**

Sure.

David looks at her refrigerator. A note reads: Call Dad!  
An odd epiphany occurs as he sees the collage of photos

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that represent a hard-working, hard-earned, committed and  
passionate life.

Shot moves across the photos. A young girl living a young  
girl's hard-working and happy life. Group photos of co-  
workers. A few from a vacation. A whole new cast of  
characters, all committed, and they all look inviting to  
him. And one gloriously random photo of her in Cabo San  
Lucas, raising a toast with friends.

**DAVID**

I like your life.

**SOFIA**

Well, it's mine and you can't have  
it.

David examines a humorously embarrassing vacation photo of  
a sloshed Sofia, a guy's arm reaching for her breast.  
Dedication reads: To Sergio! Marry me!

**DAVID**

I do not want to know the story  
behind this photo. Who's Sergio?

**SOFIA**

It's a nickname.

**DAVID**

Your nickname is Sergio?

**SOFIA**

It's a long story, and we don't know each other.

**DAVID**

So many secrets.

**SOFIA**

That's because I'm really an arms dealer.

**DAVID**

I've never known an arms dealer.

**SOFIA**

You do now. What about you?

What's your nickname?

David freezes. And then decides what the hell - to tell the truth.

**DAVID**

Citizen Dildo.

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**SOFIA**

You're not staying over.

**DAVID**

(still stung over  
nickname)

Never run a company. Stay an  
artist. Stay an arms dealer.

**SOFIA**

Oh please. Somehow, I can't play  
the violin for you.

(beat)

Although. It must be hard  
controlling all those people's  
lives. Everyone at that party is  
connected to you for survival in

some way, it seems.  
David looks at her, mentally assessing her level of guile.

**SOFIA**

Ever been married?

**DAVID**

No. Ever accept any of your  
12,000 proposals?

**SOFIA**

(playful, self-  
deprecating)  
12,008.No.

**DAVID**

And you moved to New York. To  
dance and paint and act and deal  
arms.

**SOFIA**

Right.  
(going through CDs)  
Do you want to hear Jeff  
Buckley... or Vikki Carr?

**DAVID**

Jeff Buckley... or Vikki Carr?  
Both - simultaneously.  
He continues looking. Flashes of the photos on her  
refrigerator.

**SOFIA**

Everyone said "don't go to New  
York." But I just think good

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things will happen if you're a  
good person with a good attitude.  
Doncha think?

He regards her. He's a little restless, and a lot  
enchanted. Is she for real?

**SOFIA**

You think I'm naive.  
He decides she's for real. He turns back to the photos on  
her fridge.

**DAVID**

No. I really don't.

**DAVID (V.0.)**

I dug her completely. Somehow, I  
had found the last semi-guileless  
girl in New York City.

**SOFIA**

I have to get to sleep.  
Truthfully -- I'm also working  
mornings as a dental assistant.

**DAVID**

(to himself)  
Boy, am I going to the wrong  
dentist.

**MCCABE (V.0.)**

And you didn't immediately want to  
sleep with her?

**DAVID (V.0.)**

Well you know - I'm a pleasure  
delayer.

**MCCABE (V.0.)**

(interested in his  
romantic style)  
How does that work?

**DAVID (V.0.)**

(toying with the shrink)  
Pleasure delaying... you don't  
know? You keep the relationship  
casual until the absolute breaking  
point. And then, one night, or  
afternoon, or morning... it could  
be months from now... oh, you know  
how it works -

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His vision moves across the bright blue sky of one of Sofia's photos. A single crimson cloud.

**INT. PSYCHIATRIC UNIT CELL -, DAY**

**-- THE NEXT**

**WEEK/INTERROGATION # 2**

David sits with the mask, facing McCabe. McCabe is hanging on every word.

**MCCABE**

- actually no I don't. I've been married for twenty-two years.

**DAVID**

Ah, you've got dinner with your daughters.

**MCCABE**

That's right. I do.

**DAVID**

Back then I had intricate systems with women you wouldn't believe.

**MCCABE**

Like... what...

**DAVID**

Hey Doc. Don't get all melancholy over the thirty seconds you were single a long time ago.

**MCCABE**

That's what you think I'm doing?

**DAVID**

Yes.

**MCCABE**

Well, you may have a point. Let's continue. Time is not our friend.

**INT. AARON'S CUBICLE/PSYCHIATRIC UNIT - DAY**

Aaron watches David, a 17-inch television on a stool to his right. Again, strangely, it is "To Kill A Mockingbird" that he's watching. We hear audio from the movie through the glass.

**INT. LIVING ROOM NIGHT**

David with artist's notebook in hand. Across the table, Sofia holds the other notebook.

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**DAVID**

Just our shortcomings. That's all we're allowed to draw.

**SOFIA**

(confidently)  
I've never drawn such a true likeness before.

**DAVID**

Mine's finished.

**SOFIA**

Already? Hang on. Okay - done.  
Sofia offers her drawing. It's a caricature of a good-looking guy surrounded by money, cars and very thin girls. He snatches it, studies it, and what he sees hurts him in surprising ways.

**DAVID**

(embarrassed laugh)  
Jesus. That's how you see me?

**SOFIA**

Maybe I didn't add enough money --

**DAVID**

No. It's wonderful. It's something you'd see on the wall of a steak-house in hell, but it's wonderful. Sign it.  
Sofia's face falls a bit. She sees she's hurt him. She takes the drawing and signs it, a little guilty.

**SOFIA**

Let's see yours.

**DAVID**

No.

She grabs it. Its a rich portrait, filled with detail, humor and style. She is rocked by its elegance.

**SOFIA**

Wow. I feel bad.

(regarding it carefully)

You said to draw a caricature.

**DAVID**

I know. I couldn't. I saw you like that.

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**SOFIA**

Well, it's very good.

**DAVID**

I'll sell it to you.

**SOFIA**

You monster. How much for?

**DAVID**

One kiss.

She smiles. Something is developing between them.

**DAVID**

That smile is gonna be the end of me.

**SOFIA**

(serious)

And what happens when your friend calls you tomorrow?

**DAVID**

He only met you a few hours before me. He would do the same.

**SOFIA**

I see that friendship is important to you.

**DAVID**

It is. But as his best friend, I also know that he's trying to finish a novel about inadequacy and rejection. So the longer I stay, the better it is for his career.

Sofia smiles, shakes her head. And yawns.

**SOFIA**

Your career is one I'd worry about.

David looks down. She's hit a nerve.

**SOFIA**

I'm sorry -

**DAVID**

No, no. You're more right than you even know. I used to be one of those guys who was just

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snowboarding through his life, with no focus whatsoever.

**SOFIA**

When did you change?

**DAVID**

(pause, confesses)  
About five minutes ago.

**SOFIA**

(direct, slightly whimsical)

Every passing minute is another chance to turn it all around.

David shakes his head a little. Her words strike right to the heart of him.

**DISSOLVE TO:**

**INT. SOFIA'S APARTMENT - NIGHT - LATER**

David Sofia is asleep on the sofa. Clothes still on.

gently strokes her hair. Television in b.g. It's one of those late-night infomercials, and it's ridiculously compelling. The perfect thing to bond over on a great, lingering date.

**INTERVIEWER ON T.V.**

And to those who think that you're a charlatan?

**OLDER MAN ON T.V.**

I understand. The perception of a head frozen somewhere waiting for reanimation - it sounds like science fiction.

**SOFIA**

What are you watching?

**DAVID**

It's the greatest show... it's called "Sofia."

Sofia looks at him and smiles. They look back to the television.

**ON TV INFOMERCIAL**

A charming looking older-man discusses eternal life with a television interviewer.

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**SOFIA**

(off t.v.)

I've seen this thirty times.

**DAVID**

We did a story on this guy. He owns half of Arizona.

**SOFIA**

Is he a fraud?

**DAVID**

How would you ever know?

**SOFIA**

Good point.

**INTERVIEWER ON T.V.**

Can you unfreeze a human life?

**OLDER MAN ON T.V.**

Take the case of Benny the dog.  
Benny is a dog who was frozen for  
three months, and thawed out to  
live a normal life.

**SOFIA**

Oh, well that's comforting. It's  
safe for Benny. I'm in!  
David moves closer to her.

**SOFIA**

We better watch out.  
They regard each other, and David gets up off the sofa.  
It's true. The promise is too great to not savor it, and  
walk away for now. Thrill remains in the air.

**SOFIA**

Where are you going?

**DAVID**

I left my number on your fridge.  
He makes a courtly bow and turns. She feels the loss of  
his company.

**SOFIA**

Come here, I want to tell you a  
secret.  
He pauses a moment, and turns. In this instant, a fleeting  
instant, it's the oddest thing. He can see their entire

life together. He returns to her. Tentatively, she grabs a quick sweet kiss on his mouth. He stays for an extra moment, kissing just her upper lip, leaving no doubt as to the potential of their future. And then... very close she says:

**SOFIA**

I meant that to be your forehead.  
David stands. He looks around the small apartment.

**DAVID**

Thank you for the inspiration. I will now attempt to run my company, showing compassion for the seething throng of my partners who root quietly for me to fail. She looks at him, quite aware of his personal and business crossroads. Silently, she roots for him like crazy.

**DAVID**

For things you don't even know - thank you. I'm going to go to work. I have a company to run.

**SOFIA**

Pleasure delayer.  
He is still somewhat stunned by the evening, and the girl. He actually wants to run his company.

**EXT. SOFIA'S APARTMENT - DAY**

David slips out onto the street. It's shabbier than the alluring night-time version. He'd never notice, or care... because David is a man with a brand new buzz.

The city is his. Everything good and great suddenly feels inevitable. Life feels like a great pop song. Behind him, a car with its lights still on starts and advances alongside.

Behind the wheel is Julianna Gianni.

**JULIANNA**

David Aames.  
David leans on his car, turns and shakes his head.

**DAVID**

Julie Gianni. You're following me.

**JULIANNA**

only a little. I wanted to finish what we were talking about.

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**DAVID**

And \_-

**JUL IANNA**

How'd it work out with our Moth  
Girl? Did she turn into a  
butterfly for you?

**DAVID**

Yes she did.

**JULIANNA**

But I can see from your walk that  
you didn't sleep with her.  
David turns.

**JULIANNA**

Let me see if I can guess. You  
haven't slept with her because...  
it's more fun when you can draw it  
out. Sex just isn't as good if  
the woman hasn't told all her  
friends she'd never sleep with  
you.

**DAVID**

You're right on the money, Julie.

**JULIANNA**

She must be exhausted from trying  
to be witty for you all night  
long.

**DAVID**

Hey, Julie.

**JUL IANNA**

Sorry. You're just never there  
for your friends until they've  
already given up on you.

**DAVID**

I'm not blowing you off! I just want to be alone for a little bit. Trust me - I have a lot of things I gotta take care of. If we're friends, which we are, you'll understand.

**JULIANNA**

(simple, honest)  
I'm sorry I got weird. I missed an audition and I just felt bad

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you didn't invite me to your party.  
It zings him. David turns, considers her.

**JULIANNA**

Do you want to make it up to me?  
I won't tell a soul.  
Slowly, he is drawn to her. His old self rallies one last time. He gets in the car.

**INT. JULIANNA'S CAR -- EARLY MORNING**

The streets are empty. She plays a CD of a romantic sweet pop track with a feeble vocal.

**JULIANNA**

Would you do a story about me if I made a CD?

**DAVID**

Sure I would -

**JULIANNA**

Do you like my music?

**DAVID**

(winning, truthful)  
It's vivid.

**JULIANNA**

If I weren't me, I would buy a CD  
by me.

**DAVID**

Well, you know, if you can reach  
one person.  
Julianna is a little hurt, hides it well.

**JULIANNA**

What is happiness to you, David?

**DAVID**

(considering)  
what is happiness?

**JULIANNA**

For me, this is happiness. Being  
with you.  
David doesn't look at her. She speeds up, slowly.

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**JULIANNA**

One thing bothers me. Why did you  
tell Brian I was your fuck-buddy?

**DAVID**

I didn't tell him that. I didn't  
say that.

**JULIANNA**

When did you stop caring?

**DAVID**

(watching the road)  
About what --

**JULIANNA**

About the consequences of the  
promises you made.

**DAVID**

Promises - I thought we had an  
understanding.

**JULIANNA**

Do you know how hard it is to pretend to be your "buddy?" I love you, David. You fucked me four times in one night. You have been inside me and I have swallowed your come. That means something.

**DAVID**

Julie...

**JULIANNA**

Four times, David! That means something. Four times. He grabs at the wheel. She won't let go, and speeds up.

**DAVID**

stop the car!  
She picks at things on the dashboard, as she talks with a manic energy.

**JULIANNA**

Twenty-four hours a day I live with the aching possibility that you might call me to do something.

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**DAVID**

(caring, almost. pleading)  
Take me to your house. We'll talk this out. I want to see where you live. I want you to stop the car, Julie. I want you to stop the car!

**JULIANNA**

Don't you know, David? Every time you sleep with someone... your body makes a promise whether you do or not?

**PROFILE OF DAVID AAMES JR.**

unable  
who turns slowly to face her. All he sees are haunted  
blue eyes. He knows at the very least, there will be a  
crash. She guns the accelerator. He is paralyzed,  
to alter his fate.

**JULIANNA**

Tell me something, David. Do you  
believe in God?  
Sweet pop music swells. She bursts the barrier of the  
winding road, and the car sails into an embankment of a  
road below. All sound disappears, as we hear a new kind of  
music. Ethereal, almost wondrous. This music continues.

**TO BLACK**

**EXT. CENTRAL PARK - HALL OF TREES - DAY - DREAM**

David walks the hall of trees. It's the gentle seductive  
whoosh of a new day, the way the world sounds when you're  
in love. Vibrant. Alive. Ironically rich in the beauty  
we all take for granted when we're not in love. He looks  
impossibly drawn forward to Sofia, who stands waiting to  
meet him.

**SOFIA**

Hello.  
He steals a kiss. They both feel like they're getting away  
with something.

**DAVID**

You're amazing. Hello.

**SOFIA**

Did you get to work alright?

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**DAVID**

Yeah, well, actually... I had a  
horrible dream.

**SOFIA**

You dreamed you'd never see me  
again.

**DAVID**

I left your house. I went to the  
car, and my friend the stalker had  
been following me.

**SOFIA**

Julie.

**DAVID**

Yes. She followed me down the  
street. She wanted to talk, and I  
had that buzz... from you and me,  
and I think my mind was on that  
terrible drawing of me... and, you  
know, I got inside. And she drove  
me off a bridge and committed  
suicide with me in the car.

**SOFIA**

I thought you were going straight  
to work.

**DAVID**

But I survive! I survive with my  
arm and my face reconstructed.  
And what's worse I couldn't wake  
up.

**SOFIA**

(shushing)  
How was your house after the  
party?

**DAVID**

What party? A party?

**SOFIA**

The PARTY. Remember? Red  
dress... strappy shoes... I  
spilled something on your SHIRT...  
sweet and sour... and the saddest  
girl to ever hold a martini.  
He looks at her, completely lost and spacy.

**DAVID (V.0.)**

My dreams are a cruel joke. They taunt me. Even in my dreams, I'm an idiot who knows he's about to wake up to reality. If I could only avoid sleep, but I can't.

**INT. DAVID'S APARTMENT - DAY**

The alarm clock goes off. A hand shuts it off. He looks at a model plane by the side of the bed.

**DAVID (V.0.)**

I try to tell myself what to dream. I try to dream that I'm flying, something freeing. It never works.  
Viewed in shadow, he rises out of bed.

**MCCABE (V.0.)**

Is that the only thing that you dream?

**JARRING FLASHES/RACING THOUGHTS - DREAM SEQUENCE**

Walking down a hallway, a pretty woman with red hair beckons. On a motel floor, David writhes in pain.

**INT. PRISON PSYCHIATRIC UNIT - NIGHT - (INTERROGATION # 2)**

**DAVID**

I don't... I don't remember.

**MCCABE**

Do you dream about the car accident?

**INT. BEDROOM/BATHROOM - MORNING**

Feet. into slippers. He shuffles down the hall. David in the dark bathroom. He pauses, and reaches slowly for the light. As in every previous occasion, he has been revealed in the mirror. But today, viewed over his shoulder, we see that the mirror is now a wooden cabinet.

**DAVID (V.0.)**

Here's what you remember from a

coma. Nothing.

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**INT. HALLWAY TO KITCHEN -- DAY**

He shuffles down the hallway, seen from behind, a little heavier, a wool cap on. There are no shiny surfaces around the house. Music continues.

**MCCABE (V.0.)**

What happened next?

**DAVID (V.0.)**

What really happened? What, didn't you read the file? I was out for three-and--a-half weeks. My face and arm were shattered. My jaw was broken in four places. No surgery could be performed because of the coma. You can't feel the darkness, or the numbness, you can't even feel.

**BACK TO UNIT**

**DAVID**

And then... I came back to life. Just like that dog, Benny. Benny The Dog.

**MCCABE**

(nods, knowing)  
Benny. Benny The Dog.

**DAVID**

Except my life was no longer normal. There were blinding migranes now...

**INT. PRISON PSYCHIATRIC UNIT - NIGHT - (INTERROGATION # 2)**

McCabe continues with David.

**DAVID**

. nerve damage. Why? This is how big business operates. A random accident. A "lifestyle mishap?" They are not coincidences. How do you think air-tight contracts are broken? These are power upheavals.

**MCCABE**

I'm from Ohio - we don't have power upheavals.

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**DAVID**

And they're in the news every day, right. between the lines. Someone did this to me. My father wrote this in his book, you know. Chapter One, Page One, Paragraph One. What is the answer to 99 out of a hundred questions? Money.

**INT. LIVING ROOM - DAY**

David from behind, on the phone. He strains to be casual. His head hurts.

**INTERCUT**

**INT. OFFICE      . DAY**

Thomas Tipp, the drunk truth-telling employee, is on the phone. David's empty office in b.g.

**TIPP**

David David David. I don't want to worry you, I'm holding them off. But we've got a situation here. The by-laws of the Board protect your 51% vote only if you're mentally acute. Now I'm sorry that poor girl died, but

you've given the Board a real gift with your mishap. They'd like to declare you "incapacitated." But you are back, and you sound good to me -â€¢ so let's fight the fuckers.\_. and have a full recovery. And maybe you should let people see you. I mean, the last time we were together you were in a coma and you were very fucking rude to me. You didn't say a word.

Camera reveals the extent of David's facial damage.

**DAVID**

Yes, well, the rumors of my death have been mildly exaggerated.

**DAVID (V.O.)**

Who could I trust? The ants were taking over the ant-hill. Who could I trust?

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**EXT. NEW YORK STREET - DAY**

Sofia Serrano walks down a New York street in sensible shoes. Just another part of the working force.

To our

unseen follower, she is most beautiful when unaware she's being watched. Shot continues parallel to her. She stops, sees someone she knows. A truck with several panes of glass passes by and stops in traffic. Her image blurs behind the glass, but visible to us in the window is David Acmes. His healing face is dotted with stubble. He wears a wool hat. He looks noble, an assembled victim, a modern miracle. He looks like many things. But he no longer looks like David Aames. The truck moves through frame.

**INT. HOSPITAL CONFERENCE ROOM - DAY**

A dashing-looking surgeon dripping with confidence, DR. POMERANZ, talks with David.

**DR. POMERANZ**

The cranial structure was based on thirty pins fastened by small panels and bits of bone from the mandible... and it seems the cartilage grafts have maintained your cheek structure. Unfortunately, because you were in a coma, immediate plastic surgery was impossible.

**DAVID (V.O.)**

Doctors. Their power is in jargon. So you study up...

**DAVID**

Is that the procedure for all Bilateral Periorbital Hematomas in a LeFort III fracture of a comatose patient?

**DR. POMERANZ**

(pleasantly surprised)

In a LeFort III - absolutely. The potential for sub-cranial brain damage was too great.

**DAVID (V.O.)**

. you do your best.  
David consults a list he's made.

**DAVID**

And beyond the cheek grafts, Dr. Pomeranz is, are the pins fastened

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with any kind of aluminum which could ionize and cause that pressure in my head? Because I'm ready for another operation.

**ANGLE SHIFTS TO REVEAL**

three other doctors in the room listening.

**DR. POMERANZ**

Yes, we are working on processes.  
But it... you're specifically not  
at the stage where we can  
experiment --

**DAVID**

Experiment. Use me.

**DR. POMERANZ**

The headaches will go away -

**DAVID**

These are more than headaches.  
This is like a steel plate slicing  
through my every thought.

**DR. POMERANZ**

We're not cowboys. We can't, just  
wing it.

**DAVID**

Because I can't think straight  
most of the time.

**DR. POMERANZ**

We can increase your medication.

**DAVID**

Yes. Medication.

**DR. POMERANZ**

And there are things we'll  
continue to investigate. But  
there are so many others who've  
not been able to benefit  
aesthetically from plastic surgery  
as you have --

**DAVID**

This isn't about vanity, Dr.  
Pomeranz!  
(keeping rage bottled)  
This isn't about vanity. This is  
about functioning in the world.

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It is my job to be out there functioning. I've got the money, and I'll pay any amount. Invent something. Play jazz. You say you're the best face man in New York City. Fucking prove it.

**OTHER DOCTOR**

We could do something about your arm --

**DAVID**

Fuck my arm!

Dr. Pomeranz looks over to a young assistant.

**DR. POMERANZ**

Nobody here takes your feelings for granted. We did prepare something for you, based on the preliminary examination.

**DAVID**

Tell me. Bring it on.

**DR. POMERANZ**

It's sometimes useful in the early stages of rejection. It's a facial prosthetic. It was two weeks in the making.

The assistant opens a black-leather bound box. In it is the mask - molded from David's own face, locked into a pleasant, bland expression.

**DAVID**

A facial prosthetic.

**DR. POMERANZ**

The aesthetic replacement does work. Emotionally, and actually.

**OTHER DOCTOR**

(helpfully)

And the plastic in the aesthetic shield also filters out abusive rays, and assists in the regeneration of cells.

**DAVID**

So it's an aesthetic regenerative shield.

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**DR. POMERANZ**

That's correct. Exactly.

**THIRD DOCTOR**

And the ergonomics of the plate-barrier allows it to reflexively interact with the movements of your own face.

**DAVID**

I see --

**DR. POMERANZ**

It's a helpful unit.

**DAVID**

Good. Because for a minute there I thought we were talking about a fucking mask!

**DR. POMERANZ**

(beat)

It's only a mask if you treat it that way.

**DAVID**

No it's great. This completely takes care of Halloween. But what about the other 364 days of the year?

**DISSOLVE TO**

**EXT. MUSEUM OF NATURAL HISTORY BUILDING - NIGHT**

Families lined up watching the ritual blowing up of the balloons the night before Thanksgiving. Parents hug children, detailing the magical events of an autumn night. Sagging balloons come to life-

**DAVID (V.0.)**

A new form of me began to take shape.

**INT. DAVID'S APARTMENT LIVING ROOM -- DAY**

David by the window of his darkened apartment. The Macy's Thanksgiving Day Parade passes just outside his window. The top of Homer Simpson's head floats by. We are a world away from the lively apartment that once hosted his swinging birthday party.

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**DAVID (V.0.)**

I planned my re-emergence like the Normandy Invasion. Take-out boxes, catalog orders with new clothes, comic books and magazines with ripped-out pages fill the living room.

**INT. DAVID'S APARTMENT LIVING ROOM - DAY**

A memo is placed on the floor of David's living room. Shot pulls back to see he has covered the entire floor of his living room with memos and paperwork from Aames Publishing. He stands regarding all of this information, stooped and wearing his bathrobe.

**INTERCUT**

**INT. BEDROOM - NIGHT**

David stands in front of the bathroom mirror, practicing aloud.

**DAVID**

Sofia. Sofia. Sofia. Sofia.  
Sofia. Sofia.

**INT. DAVID'S APARTMENT LIVING ROOM -- DAY**

**DAVID POV (V.0.)**

I'll just say it - I did my homework. I read every memo. Thomas Tipp was right. People will read again.

**INT. APARTMENT - DAY**

David stares at his screen. Disheveled, in underwear, he eats red--vine licorice and M&Ms.

**DAVID (V.0.)**

I attended the monthly board meeting of the Seven Dwarves by video hook-up. Oh, baby. This was war.

On screen before him, all seven, and Thomas Tipp too. Shot moves in on screen. We can feel the cool tension of their imminent takeover. David twitches, feels it physically.

**DAVID**

because nobody's buying books let's invest... my father was an adventurer.

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David sits in the middle of his office. Push in on the white tape that covers the camera on the top of the monitors.

**INTERCUT**

**INT. BEDROOM - NIGHT**

David continues practicing aloud.

**DAVID**

Sofiaaaaaaaaaaaaa. Serrano.

**DAVID (V.0.)**

I grew stronger in ways I had never known before. And on December 5th... my planes filled the sky... the return of David

Aames, Jr. Citizen Dildo.

**INT. DANCE STUDIO - DAY**

Sofia dances at the end of a long day. A few others leave for the day, trying not to stare at David. Sofia is there alone. For a moment, we share her solitude. She practices ballet, twisting and turning and landing in frame, looking just past camera. She freezes. She catches sight of David, undisguised. And she begins dancing again. Harder. Does she even recognize him? He moves closer, attempting an easy-going persona. We hear nothing but the sound of his heart pounding, in odd counter-rhythm to her dancing. Finally she stops.

**DAVID**

You won't believe this... but this is me smiling.  
She laughs a little at his strange new humor, keeps a brave front.

**SOFIA**

It's been a long time. I tried to see you but your people wouldn't let me.

**DAVID**

I didn't want to see me, okay.  
But then I woke up today and finally, a good hair day.  
David fights anxiety, smooths his coat.

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**DAVID**

You want to go out, you want to do something?

**SOFIA**

(convincing herself)  
Sure.

**DAVID**

What?

**SOFIA**

Let's go out and do something.

**DAVID**

This weekend. I'll cancel an operation or two. We'll have fun. Because I am all about fun. She kisses his cheek, pulls back quickly, and as she exits... he sees her fighting tears.

**INT. BATHROOM - NIGHT**

David's mirror is restored. He studies himself. Raises his arm higher than he has been able to. In the next room we hear Conan O'Brien welcoming:

**CONAN (O.S.)**

. please welcome, Benny the Dog.

**INT. BEDROOM - NIGHT**

David watches Conan. The Owner of Benny sits with Benny himself. He wears a t-shirt reading: L.E. Benny is not the most excitable dog in town. In fact, he seems rather spacey.

**CONAN (O.S.)**

I have so many questions. To start off, tell us all just what has happened to Benny. What's Benny been through?

**OLDER MAN/OWNER**

Benny fell into the water near our home, and was frozen in the Skykomish River. And I went fishing, thinking he'd gone three months earlier', and there he was in a block of ice, and... David grabs the phone, and dials a number.

**CONAN**

(off the dog's  
complacency)  
He is thawed out, right?  
Laughter on the t.v. Riding the buzz of what he's  
watching, David dials.

**DAVID**

Hey listen, it's David. I'm back  
in your life. I saw you earlier  
tonight. I was just watching our  
old friend Benny the Dog on... on  
Conan... and I thought of you.  
(laughs)  
Whatever. I loved seeing you  
today. So I'll see you soon.  
You're a great dancer!  
He hangs up and feels instantly mortified. He looks at the  
phone in his hand.

**TO BLACK**

**INT. CLUB - NIGHT**

David moves into the thick of a high-energy neighborhood  
dance club. He wears a facial prosthetic. In the  
darkness, he doesn't stick out, not much. He spots Sofia  
and Brian, chatting, waiting for him. The sight of the two  
together recalls happier times. Sofia is dressed down.  
Brian, on the other hand, has never looked better. His  
clothes are nicer. He wears them with confidence. David  
has practiced an opening joke, clapping his hands together.  
He will be trying too hard, all night long.  
They regard him in the mask.

**SOFIA**

(a little too big)  
Hi!

**BRIAN**

(equally big)  
Hey.

**DAVID**

What are you drinking?

**SOFIA**

Nothing.

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**BRIAN**

I am in the mood for cheap sugary overpriced rum-and-cokes. You want one?

**DAVID**

(spreads arms)  
Is there any other kind?

**BRIAN**

I'll go get us some -

**SOFIA**

Where's the bathroom?

**BRIAN**

Behind... over by the place next to the door by the chick... I mean, girl who looks like Bjork. She leaves. David turns to Brian immediately.

**DAVID**

You look good, man. How's your book?

**BRIAN**

Take it off.

**DAVID**

I can't. It's a facial shield. It's an antiseptic prosthesis to stop infections. These fucking doctors.

**BRIAN**

(with all love)  
Take off the mask! It's freaking me out.

**DAVID**

I can't. It's my face. This is my face.

**BRIAN**

Oh no. Trust me. It's a little

different.

**DAVID**

Hey, if you're embarrassed, just go. Nobody asked you to chaperone

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**BRIAN**

Sofia asked me.

**DAVID**

She didn't want to be alone with me?

(Brian regrets his words)  
That's bullshit. Because I think I'm being pretty fucking cool about the whole thing.

**BRIAN**

Talk to a shrink! Or you can call me sometime, instead of hiding in your apartment. Don't take it out on a girl you only met once.

**DAVID**

(stung)  
Did she say that? I met her "once?" Did she say I met her "once?"  
Brian looks away. He's said too much.

**BRIAN**

Cut it out. I miss the old you. We all miss the old you. Because the new guy is shit.  
David turns away. The perfectly wrong thing to say.

**BRIAN**

Oh. Man. Wait. That came out wrong. I love you - period.  
How's your arm, man?  
David shakes his head, moves toward the bar.

**DAVID**

Fuck you, Brian. How about no more sympathy? How about if that's the deal we make with each other? Okay?

David shakes him off, goes to the bar, and rips off his mask. His head thuds from a migraine.

**DAVID**

Gimme a Budweiser and a shot of tequila.

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**BARMAN**

(avoiding eye contact)  
What kind of tequila?

**DAVID**

What did you say to me?

**BARMAN**

(leans closer, still looking down)  
I said - What. Kind. Of. Tequila.

**DAVID**

Why don't you ask me to my face, bitch?  
The barman looks up, expressionless.

**DAVID**

Patron. If you have it.

**ON DAVID - LATER**

watching Sofia and Brian from a distance, talking as friends.

**DAVID**

Another shot, another Bud.  
He throws bills on the bar.

**BARMAN**

No. This is on the house.

**DAVID**

Why -

**BARMAN**

(odd compassion)

It just is. Bitch.

David looks across the club to see Sofia. A Clubgoer Guy whispers something in her ear. She shakes it off. He pounds down another shot at the bar, this time with the Barman.

**DAVID**

Patron!

David regards a video monitor behind the bar. Someone's camera is fixed on Sofia dancing with Brian, and another good-looking Young Man. She playfully shoves the good-looking Young Man away, not unlike the move that won David

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over lo those many nights ago at her apartment. He pounds back another drink.

**INT. CLUB BATHROOM - NIGHT**

Weaving at the urinal, David pees. Squeezes his temples to ward off a headache.

**CLUBGOER # 1**

Dude, fix your face!!

The Clubgoers laugh. David laughs too. Suddenly, he feels better.

**INT. CLUB - NIGHT**

David moves through the crowd, powered by a new sense of belonging. The music swirls, and takes him along with it. He dances wildly. In the strobing darkness, he is anonymous, moving with the group, lost as one. David takes the mask and pulls it over his head, backwards. In profile, his two faces stare in opposite directions. David sees his moment. Sofia is alone near the corner of the

club. He approaches her.

**DAVID**

Hello again.

**SOFIA**

Hello again.

**DAVID**

Idea. Let's start all over.

He regards her for a moment, sees her apprehension and discomfort.

**DAVID**

How about if you help me? Unless

I'm horning in here -

(beat, does her)

You are. But the food is good.

He continues, taking a step.

**DAVID**

See, I've got a little problem.

I've got a stalker.

(does her)

It doesn't sound life-threatening.

(does himself, self-deprecating)

I need a cover. I need for you to pretend we're having a

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scintillating conversation and you're wildly entertained. I know it's tough.

(does her, with head nod)

I'll improvise.

**SOFIA**

(a touch playful)

I don't talk like that.

**DAVID**

She's right across the room and she's burning a hole in my back

right now, isn't she?

**SOFIA**

Red dress, strappy shoes?

**DAVID**

That's right!

Their heads are close together, looking off into the club. David doesn't notice that Sofia is having a hard time playing along with this game. She is overwhelmed, holding it in. David continues.

**DAVID**

I think she's the saddest girl to ever hold a martini.

**SOFIA**

(about to burst)

David --

**DAVID**

Are you okay?

**SOFIA**

No.

**DAVID**

What's wrong? Is it me?

**SOFIA**

I'll tell you later.

**DAVID**

Come on. Tell me now. Something's wrong. Tell me everything. Let's talk about it right now.

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**SOFIA**

I'll tell you in another life...

when we are both cats.

David looks at her. His eyes flash at her choice of words.

Perhaps there is hope. Sofia stares at him, worried about his sanity as he goes overboard with his praise of her turn of a phrase. Push into close-ups as they struggle to deal with the discomfort of this moment.

**DAVID**

I don't believe you just said that. That. is the best thing I've ever heard. That is hilarious. God, that just killed me. The way you said that. See - that's what I love about you. "I'll tell you in another life when we are both cats."

**EXT. CLUB STREET - NIGHT**

David, Brian and Sofia walk swiftly down the street in silence. David weaves. They are anxious to pretend it was a wonderful evening.

**SOFIA**

Well, this is where I leave you.

**BRIAN**

Wait. I'll walk you to your door.

**SOFIA**

No, I live just around the corner.

**BRIAN**

I've got my bike here.

**SOFIA**

I'd rather walk.

**DAVID**

Don't be a drag. Can't you see she wants to go on her own?

**BRIAN**

Shut up, you're drunk.

**DAVID**

I may be an idiot, but I'm not drunk.

**BRIAN**

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**SOFIA**

Seriously, I don't need you to walk me home. Thank you.

**BRIAN**

Okay then. So. We'll call you.

**SOFIA**

(unconvincing)

Great. We'll go catch a movie or something.

**SOFIA**

So. We'll meet up soon.

The word sounds a lot like goodbye and they both know it.

**DAVID**

We'll meet up soon.

Sofia turns and runs away.

**DAVID**

(lacking all pride)

We'll call you again to go out with me!

**BRIAN**

We'll call you.

David and Brian walk on. Brian turns back to see Sofia running to the corner.

**BRIAN**

Well, it's been a real blast, David. I bid you good evening.

**DAVID**

Where you going?

**BRIAN**

My bike. It's back over there. We'll hang soon. Bring your mask if you want. I'm getting used to it.

**DAVID**

Wait a minute.

**BRIAN**

(stops)  
What?

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**DAVID**

(shrugs)  
I don't know.

**BRIAN**

You drank a little too much. Call me tomorrow if you want.

**DAVID**

Tomorrow I'll wish I was dead.

**BRIAN**

(starts in Sofia's direction)  
No you won't. You just need to sleep.

**DAVID**

Hey!

**BRIAN**

(Brian's itching to go)  
What!

**DAVID**

What did you say to Julie Gianni the night of the accident?

**BRIAN**

What?

**DAVID**

You told her she was a "fuck buddy."

**BRIAN**

Never.

**DAVID**

And she was a little more than  
pissed about it.

**BRIAN**

(a little guilty)  
Have you been harboring this shit  
all along? I never talked to her.

**DAVID**

Whatever. I mean - who am I, if I  
can't. be the one who tells you  
you're not ugly? Aw, give me a  
courtesy laugh. Come on!  
Brian shakes his head, starts running.

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**DAVID**

Brian!! I'm so fucked up. I'm  
just so fucked up!  
Brian stops one last time, irritated, at the far end of the  
street.

**DAVID**

We're best friends! We're bros!  
Brian needs to rid himself of David. He turns and runs in  
the direction of Sofia.  
David feels the deep pangs of rejection. Breathing hard.  
His head hurts. His body hurts.

**DAVID**

Come on, man, we're bros.  
Beat. He sprints down the middle of the street after  
Brian.

**EXT. CLUB STREET/SOFIA'S APARTMENT - NIGHT**

David runs frantically, heartbroken and sobbing.

**HIS MIND**

Brian catches up to Sofia. She turns, relieved. They kiss  
messily, hungrily. Her shoes arch to reach his height.

David runs the streets, nearing her home. The images are tearing his mind apart. He stops and leans against a car, unsteady and nauseous. Holding his head in pain, he manages to run further.

David stops on the street outside her apartment. His sobs overwhelm him. He drops to the pavement. He passes out, mouth agape. The empty street visible in the b.g., his hand loosens its grip on the mask.

**FADE TO BLACK**

**WOMAN'S VOICE**

Open your eyes... open your eyes...

**EXT. SOFIA'S APARTMENT -- EARLY MORNING**

David is passed out, the mask is still clutched in his hand. A Butterfly crosses frame. A hand enters, resting on his shoulder.

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**WOMAN'S VOICE**

This is a cheap ploy for sympathy. David wakes up and looks into the kind face of Julie Gianni.

**JULIANNA**

Boo!

He recoils. His vision sharpens. In the morning shadows, with increasing focus, we see that it is actually Sofia.

**DAVID**

No, I'm okay -

**DAVID POV**

Sofia examines him with a look of concern and understanding. Everything takes on a clear and sharp focus. Behind her is a beautiful vanilla sky.

**SOFIA**

And it worked. Get up.

**DAVID**

Ugh -

**SOFIA**

(helping him up)  
That's right. I agree. Ugh.

**DAVID**

This is a joke.

**SOFIA**

(touches his cheek)  
David. I'm not going to lie to you. I liked the way you looked. But if you don't pull it together, I'll forget the other guy. You know that. other guy - YOU?

**DAVID**

(groggy)  
I'm still that guy. I'm still that guy.  
Sofia speaks with rapid-fire conviction, as if she might change her mind if she thought about it too much.

**SOFIA**

I don't. have a mother-savior bone in my body. It's not about that. You're coming inside. But if this

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turns out to be a big mistake, I do have the ability to fall out of love with you -  
(snaps fingers)  
- like that.  
She helps him up.

**DAVID**

I am still that guy.

**SOFIA**

Shut up.

**DAVID (V.0.)**

We created our own world together.  
Us vs. Them -

**DAVID**

Where's Brian?

**SOFIA**

He went with you, didn't he?

**DAVID**

(shaking head at his own  
paranoia)  
I thought you guys hooked up.  
She stops in profile with him. She's astonished at his  
jealousy. Then:

**SOFIA**

(raw truth)  
I wish you hadn't gotten in the  
car with that girl.

**DAVID**

(a long apology is  
coming)  
Sofia... I'm...  
She covers his mouth, nose and face. Only his eyes remain.

**SOFIA**

Your eyes apologized better. Come  
on.  
Portrait of the two, her leading him to the door, the crisp  
glycerine morning overhead.

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**SOFIA**

Holy God, this is going to change  
my life in a zillion different  
ways... I must be nuts.

**DAVID (V.0.)**

- and we were quite a pair. Her  
believing in me. Me believing

that I deserved it.  
We hear the sound of voices, human voices howling like dogs.

**EXT. PRISON - NIGHT**

Prison. Human voices, howling like dogs.

**INT. PRISON HALLWAY -- NIGHT**

David is led down the hallway to his appointment, past many door's with thick windows and howling prisoners. Aaron pulls him along. They arrive at the Psychiatric Unit.. McCabe is visible, standing, deep in thought through the door.

**INT. PRISON PSYCHIATRIC UNIT - DAY - (INTERROGATION #**

3)

McCabe holds his drawings, standing. David is seated.

**MCCABE**

I see you haven't been wasting your time. Do you ever draw anything else?

All the drawings are of Sofia, drawn in a similar fashion. David is a little jumpy, a little amped. He moves to the window. The yard is filled with prisoners.

**DAVID**

No.

**MCCABE**

Did you sleep last night.?

**DAVID**

No. I did not sleep.

**MCCABE**

I've got to leave early today, so you'll have to be brief. Now. What can you tell me about the name "Ellie?"

**DAVID**

Ellie?

**MCCABE**

Is that a girl you knew? A girl  
you were in love with?

**DAVID**

I've only been in love once.

**MCCABE**

Apparently, you kept repeating it  
last night. You did sleep, David,  
and your advisor said you cried  
out, you had a nightmare.

**DAVID**

Everything is a nightmare --

**MCCABE**

You cried out for "Ellie," David.  
Do you remember what happened?

**DAVID**

No... no...

**MCCABE**

Dig deep, David. Dig deep. You  
cried out for Ellie. What do you  
remember about Ellie? Show me  
your face, David. Help me. Open  
the door.

David rises and goes to the prison window.

ANGLE ON McCABE

In powerful framing, lower shot capturing him powerfully.

**MCCABE**

(digging deeper', aching  
to help)

It's true you had an accident.  
It's true you were disfigured, but  
not anymore. Do you remember?!

(with certainty)

They did fix your face. Take off  
that mask, David. You'll see your  
face is perfect under there.

**DAVID**

I never trusted the Doctors. What  
happened next was surreal. That  
same arrogant bastard, Dr.

**68**

Pomeranz, called me and suddenly  
he was my new best friend.

**SHOT OF DR. POMERANZ**

friendly with outstretched hand, standing in front of x-  
rays

**DR. POMERANZ**

(warmly)

David! Hey, my brother. I felt.  
really bad about our last  
conversation.

**CLOSE ON DAVID**

**DAVID**

He'd discovered a new form of  
reconstructive surgery, with the  
help of a doctor from Berlin.

**ON DOCTOR FROM BERLIN**

who bows to camera.

**DOCTOR FROM BERLIN**

Hello.

**CLOSE ON DAVID - CONTINUED**

**DAVID**

The next thing I knew they shot me  
full of drugs I'd never heard of  
and away we went.

**INT. SURGICAL THEATRE -â€¢ DAY**

David is wheeled down the hallway on a stretcher. He is  
high on tranquilizers, singing "One of Us." The doctors  
are all smiles.

**DAVID (SINGING)**

what if Gawd was one of  
ussssss... "

**DAVID (V.0.)**

The odds, they said, were one in three that the headaches could be reduced by 50% and facial tissue could be regenerated.

**69**

**INT. SURGICAL THEATRE - DAY**

David is strapped onto a plank headed for a metallic capsule. We hear odd noises and see high--tech details of the operation. Laser beams criss-cross his face. Shot moves to the video playback of the operation with this legend beneath: Capture. An assistant doctor captures Polaroid frames.

**DAVID (V.0.)**

I couldn't tell you what they did. It seemed like science fiction to me.

**DOCTOR (V.0.)**

He's going to be one good-looking guy when I'm done. A Polaroid still of David in mid-operation rolls out of the print-machine.

**DAVID (V.0.)**

Obviously, I was suspicious. Wouldn't you be?

**INT. PRISON PSYCHIATRIC UNIT - NIGHT - (INTERROGATION #**

**3)**

David and McCabe both sit against the wall. McCabe listens intently.

**MCCABE**

Suspicious of whom? Of what?

**DAVID**

Once you've been driven off a bridge at 80 miles an hour,

somehow you don't invite happiness  
in without a full body search.

**MCCABE**

Well, at the risk of boring you, I  
can present the alternate  
argument. I once knew a guy who  
was a real loner. And one day he  
woke up at 40, with two daughters  
who lit his life up with purpose.  
Suddenly he goes to endless school  
plays, he gets home at 9:20  
the evening discussion, and he has  
the time of his life. His  
favorite Beatle was once John, and  
now it's Paul.

for

70

**DAVID**

I always liked... George.

**MCCABE**

It all depends on the individual,  
doesn't it? Tell me. What's  
happiness for you?

**INT. JULIANNA GIANNI'S CAR - DAWN - FLASHBACK**

**JULIANNA**

What's happiness to you, David?

**INT. PRISON PSYCHIATRIC UNIT - NIGHT - BACK TO PRESENT**

**DAVID**

How about another question -

**MCCABE**

Well, you won't show me your face.  
So back to the time-line. Hurry.  
Let's move through this.

**INT. DAVID'S APARTMENT - DUSK**

There is tension in the air. David's face is covered in high-tech facial plates. He sits at a table near the window. Sofia stands.

**SOFIA**

You've got to take the plates off, David.

**DAVID**

I don't want to know what's under here.

**SOFIA**

It's going to be fine, you'll see.

**DAVID**

I already called Pomeranz and switched it to Wednesday.

**SOFIA**

I hope that shrew at the front desk gave you shit about it.

**DAVID**

I'll go in the morning. The car'll be fixed.

She advances, takes his face in her hands. She tugs at the corner of one of the plates.

71

**SOFIA**

Good, because I know that the problem wouldn't be you delaying something you were dreading.

**DAVID**

Couldn't be that.

**SOFIA**

Nooooo, it couldn't be that. She pulls off one of the plates.

**SOFIA**

I mean, I agree, it's very important to have...

She pulls off another one of the plates. She grows a bit emotional.

**SOFIA**

. the right car...

She pulls off another one of the plates. Tearing slightly.

**SOFIA**

. to take you where you want to go... 24 hours a day...

Quadrant by quadrant, his face is restored to a pale-skinned and tender... perfection.

**DAVID**

How bad is it?

**SOFIA**

Well, your ears are in the right place. And the rest of it is... not too bad at all.

Tenderly she kisses, and hugs him.

**INT. DAVID'S APARTMENT -- DUSK**

Sofia and David make love, looking into each other's eyes.

**SOFIA**

Do you love me? I mean, really love me... because if you don't, I'll just... have to kill you.

**DAVID**

In my next life I want to come back as this mole -

**72**

(points out mole between her breasts)

- seriously, this mole. I mean, you'll have to wear bikini tops to

work, or loose-fitting shirts so I  
can breathe, but -

**SOFIA**

I love you. I love you. I love  
you.

**DAVID**

- I could live right there.

**SOFIA**

Is this a dream?

**DAVID**

Oh absolutely.

She grabs his face, kisses him... a powerful moment, like  
few others in this life.

**EXT. VILLAGE STREET - DAY**

Portrait of the couple together, moving down the middle of  
the street on fresh snow.

**DAVID (V.O.)**

We talked about the big things,  
the little things, and the big  
things. But in truth, with Sofia,  
it was the in-between times.

**INT. FLORENTINE'S BAR AND GRILL - DAY**

Sofia laughs. A perfect laugh. David admires her, sits  
next to her, holding her hand. Theirs is the unmistakable  
closeness of a couple in the first real throes of a sexual  
relationship. They share a giddy open secret. Across the  
table, we reveal Brian. He's got a tiny high-tech camera.  
Sofia speaks sweetly and passionately to David in Spanish.  
David replies knowingly - "si" - every few words.

It's a

deep communication. She exits.

**BRIAN**

What, did she say?

**DAVID**

(in love)

I have no idea.

Brian shakes his head.

73

**DAVID**

How's things, Brian?

**BRIAN**

Fine.

David's face is huge in the Brian's viewfinder.

**DAVID**

How's things, Brian?

**BRIAN**

Don't flatter yourself. I'm fine.

Besides - Sofia is great, but by no means one-of--a-kind. She was a proximity infatuation.

spots a Brian, naturally suspicious and somewhat jealous, writer at a nearby table making notes.

**BRIAN**

(to writer)

And don't use that, it's mine.

The writer looks busted.

**DAVID**

Where'd you get the camera?

**BRIAN**

I'm into things... you have no idea.

**DAVID**

Well, as long as you're okay.

**BRIAN**

And anyway, we're friends, aren't we?

**DAVID**

Always.

David offers his hand. They shake.

**DAVID'S POV**

David's gaze moves to a 40 year-old man staring at him with a bemused smile. A plate of food sits in front of him.

His eyes suggest a piercing intellect, he looks at David with deep familiarity. David can't quite place the face.

**74**

**BRIAN**

Hey what's up with your face?  
Fuck, there's a seam opening or something!

**DAVID**

(mounting horror)  
What - what are you talking about?  
Brian laughs. The spell is broken. Friends again.

**DAVID**

You asshole!

**INT. DAVID'S BATHROOM - NIGHT**

David sleeps next to Sofia. He sits up, takes a glass of water from the night-stand, admires his girlfriend and moves to the bathroom.

**INT. BEDROOM/BATHROOM - NIGHT**

He turns on the light, fills the glass with water. Looks up into the restored mirror. His face is disfigured. He recoils in terror, knocking against a towel rack, sinking to the floor and grabbing a look at a shiny surface on the lower cabinet.  
Sofia bolts upright. She sees him on the floor across the room, sees his face and backs up in the bed, leaning on her arm, screaming.

**INT. DAVID'S BEDROOM - NIGHT**

He awakens suddenly. Sofia is next to him, smiling.

**SOFIA**

Was I snoring?

**DAVID**

(still breathing heavily)

No, I think it was me. Thirsty,  
that's all.  
She kisses his hand reassuringly.

**SOFIA**

I'm dreaming about you. Mmmmmmm.  
He gets up and goes to the bathroom.

75

**INT. BATHROOM**

Tentatively, he flips the light on. A very relieved David regards his restored face. He shuts off the light quickly, and fills the glass of water. Splashes some water on his face.

**INT. BEDROOM**

David climbs back into bed.

**SOFIA**

**DAVID**

(small laugh)  
I could listen to you say "mmmmmm"  
for the rest of my life.

**SOFIA**

They kiss. The kiss expands, as he moves to the back of her neck. He caresses her body. She kisses his fingertips. Her back to him. Tangled in sheets, they ease into lovemaking with the perfect fit of two bodies meant for each other. He gently grabs a handful of her hair. His hand stops. It's not Sofia's hair. He slowly turns her face to his, and we glimpse David over the shoulder of the woman who is not Sofia. He leaps out of bed, falling to the floor, the sheet tangled around him. He turns on the light.  
Julie Gianni hides her face from the light, like a night animal caught in the intrusive glare of day.  
When she speaks, it is with Sofia's cadence and accent.

**JULIANNA**

(scared, uncomprehending)  
Baby, what's wrong?  
He gasps for breath, backing away. Totally terrified.  
Paralyzed. In a low voice:

**DAVID**

Where. Is. She.

**JULIANNA**

Who?

His instinct is to protect his lifeline Sofia - and he pounces on her with a manic will to survive.

**76**

Julie Gianni looks a little loopy, almost stoned.  
Taunting.

**JULIANNA**

(taunting, sweet)

I'm Sofia.

**INT. BEDROOM -- NIGHT - MINUTES LATER**

David dismantles the phone, takes the cord. He ties her willing hands to the posts of the bed. She protests oddly, like an actress playing a part.

**DAVID**

Now I'm going to make sure that I tie this four times. Do you know why, Julie? Because four times really means something.

David pulls his pants on, frantically opens the wardrobe closet. No Sofia. Goes to the kitchen. No Sofia. Julie sobs quietly, sweetly, tied to the bed. She behaves and acts like Sofia.

**JULIANNA**

David, don't hurt me.

David returns and sits across from her on the bed, terrified and barely hanging on.

**DAVID**

Okay, I'm freaked out. It worked.

So just tell me right now - where  
is Sofia?

**JULIANNA**

I am Sofia.

**DAVID**

In one minute I'm going to call  
the police --

**JULIANNA**

(heart breaking)  
Don't do it, honey.

**DAVID**

I knew you'd survived the  
accident.  
She looks at him with tearful eyes.

**JULIANNA**

What. accident?

77

**DAVID**

Whose body was it? Who's the one  
who hired you? The Seven Dwarves?

**JULIANNA**

I haven't had any accident!

**DAVID**

No, of course not. It wasn't an  
accident at all. It was attempted  
murder!

**JULIANNA**

Honey, please.  
He picks up the phone. Dials 911.

**DAVID**

Police Department? I've captured  
an intruder who's entered my home.  
He turns to her. Her eyes are yearning.

**INT. POLICE STATION/INTERROGATION ROOM - NIGHT**

The flash of mug shots. We see David sitting, sweating, agitated waiting in a Police station holding room. Suddenly, the door opens and Thomas Tipp enters, flanked by other Detectives.

**TIPP**

Guys, can you give us a minute here? Detective Larson... Detective Andrews... thank you. The room empties, and Tipp approaches David.

**DAVID**

They think that I had something to so with this.

**TIPP**

I'm going to handle this exactly the way your father would have handled this. I've got it solved.

**DAVID**

You've got it solved? Where is she?

**TIPP**

She's going to be fine. David hugs Tipp.

78

**DAVID**

Thank God you're here, man. I love her.

**TIPP**

Yeah... Now, I want you to look at these photos and then I'm going to destroy them. Sofia's testimony is also in here. It won't exist. She's not going to press charges.

**DAVID**

Press charges against. me?

**TIPP**

David, wake up. As your friend, I think you should see what you did to Sofia. The press won't get hold of this if you get. away quickly.

David leans back in his seat. It's all of them - everybody - against him. Tipp opens a file thick with paperwork, two computer discs and photos. He displays a photo to David, moving it into the light so he sees it clearly.

Julie

Gianni, battered.

**DAVID**

This is Julie Gianni. That's not Sofia. This is Julie Gianni. I didn't do that do that to her.  
(beginning to shut down)  
Tommy, someone's setting me up.

**TIPP**

David, the Board and I have taken care of everything. They've been really great, actually. All of this is going to disappear. We're all behind you... even the Board. David looks at Tipp. It's very clear now. He's one of them. David attempts calm.

**TIPP**

(quiet, helpful)  
Get out of here.  
A migraine is thundering in David's head. His world is spinning backwards.

79

**INT. POLICE STATION -â€¢ NIGHT**

David strides down the hallway. A Man in a crystal blue

sport coat stands, waiting. As David passes, the Man confides a single line - as if smuggling out a valuable secret. Voices from other rooms, including a small child saying: "Mommy, mommy."

**MAN IN BLUE COAT**

This is a revolution of the mind.

**INT./EXT. POLICE STATION - NIGHT**

Exiting, David is intercepted by a furious Brian.

**BRIAN**

You're in fucking sad shape, man.  
Don't fucking ever hit a girl,  
man. Hit me, but don't fucking  
EVER hit a girl.  
David looks up -- sees a small security camera trained on  
them - pulls Brian out of the station.

**DAVID**

It wasn't Sofia. It was Julie.

**BRIAN**

Oh... it was Julie Gianni. So,  
Sofia was abducted by Julie, and  
now Julie is posing as Sofia.

**DAVID**

Yes.

**BRIAN**

You're in O.J. land, man. Julie  
Gianni is fucking dead!

**DAVID**

I don't know what the cops have  
told you, but let me assure you -  
Julie Gianni is alive alive ALIVE.

**BRIAN**

I didn't talk to the cops. I  
talked to Sofia!

**DAVID**

Where is she?

**BRIAN**

I just dropped Sofia off. And I  
saw everything you did to her.

80

**DAVID**

Let me tell you something - I did not do that to her. Look me in the eye and tell me that it was the same girl you brought to the party. Tell me it was your dream girl, your "proximity infatuation."

**BRIAN**

(raw, finally)  
Yes! And you stole her from me!  
David backs away, as Brian responds bitterly, from his heart.

**BRIAN**

The one girl I really wanted, and you took her from me. You're insane. You're losing it, man.  
David nods powerfully. He now understands. Brian is one of them too.

**DAVID**

You have revealed yourself.

**BRIAN**

Oh yeah, I'm with them.

**DAVID**

Where'd you get the coat, Brian?  
Where'd you get the camera? How much did they pay you?

**BRIAN**

Listen to me, 'cause it's the last time we're ever gonna speak. I was your only friend.

**DAVID**

You have revealed yourself to me.

**INT. FLORENTINE'S - NIGHT**

David nurses a drink, still breathing heavily. He's been crying. His head aches with this thought - maybe I am insane. A man in a classy suit walks towards him, inviting himself to sit at the table. His bedside manner is impeccable. His smile offers infinite compassion. He was the man staring at him in this same restaurant. He is

**EDMUND VENTURA.**

**81**

**VENTURA**

Problems?

**DAVID**

(takes a sip)

I'm in no mood to be fucked with.

So do yourself a favor and le -

**VENTURA**

There's an explanation for all this, David.

**DAVID**

Who the fuck are you?

**VENTURA**

You and I know each other. You found me on the Internet.

Silence. David stares at the man.

**DAVID**

What do you want? Why are you following me?

**VENTURA**

I'm here to help you. And first of all, it's very important that you calm down.

**DAVID**

Calm down?

**VENTURA**

You must overcome your fears and  
regain control. Take hold of your  
life again. It's as easy as  
holding that glass. What if I  
told you that you can take control  
of all of this... everything...  
even me...  
David turns to him.

**DAVID**

Look. I'm straight, okay?

**VENTURA**

David, look at these people. It  
seems as though they're chatting  
away, doesn't it? Nothing to do  
with you -

**82**

David listens, as he looks at the spirited Saturday night  
crowd, lost in their revelry.

**VENTURA**

-- and yet, they might only be here  
because you wanted them to be.  
You are their God. And not only  
that, you could make them obey  
you... or even destroy you.  
David shakes his head, exhausted and in no mood. He shuts  
his eyes, fights off a headache.

**DAVID**

(cutting him off)  
What I'd like them to do is shut  
up! Especially you!  
Silence. David opens his eyes. They're all staring at  
him. Casually waiting for orders.

**VENTURA**

You see?  
David looks at him with horror, backing away. Receding in  
his vision:

**VENTURA**

You and I signed a contract,  
David.

**INT. PRISON PSYCHIATRIC UNIT - DAY - (INTERROGATION # 4)**

McCabe is taut, following the thread. His voice calming.

**MCCABE**

Who is the man in the restaurant?  
Who is it?

**DAVID**

I can' t. --

**MCCABE**

Can you tell the difference  
between dreams and reality?

**DAVID**

Of course. Can you?

**MCCABE**

Think about it. Think with your  
head. You signed a contract, did  
you not.?

83

**RACING THOUGHTS**

A woman walks down the hallway, looking back. Flash of  
papers signed.

**DAVID**

I signed something.

**MCCABE**

Was the man at the restaurant  
there?  
McCabe's voice becomes infinitely calm and helpful.

**DAVID**

Fuck!

**MCCABE**

Accept your body's resistance.  
Let your head answer.

**DAVID**

Yes.

**MCCABE**

That's right. Who is Ellie?

**DAVID**

I... I don't know what's real.

**MCCABE**

What happened that night, David?  
Somebody died.

**DAVID**

I don't want to remember.

**MCCABE**

Do you understand that you hold  
the keys to this prison?

**DAVID**

It wasn't Sofia.

**MCCABE**

Who was it?

**DAVID**

No.

**MCCABE**

Who was it?

**84**

**DAVID**

No!

**MCCABE**

You want to let it out, don't you  
David? You're about to tell me.  
Tell me what your heart and soul

will not allow you to forget.  
David shudders. It's coming.

**MCCABE**

Did you kill Sofia?  
McCabe stands tall, stunned and curious, still pressing to pull the nightmare out of him.

**INT. SOFIA'S APARTMENT - DAY - FLASHBACK**

The clown figurine on her stove-top falls over as we hear the front door kicked in. David enters, slamming the door behind him. He looks around what was once the site of such happiness. The same details he'd glimpsed long ago are now horrifying to him. He looks at a photo on the refrigerator. The same note: Call Dad! The exact expression, exact photograph he'd seen on his earlier visit. Now it is Julie who is in her place. He opens her drawer. Just some papers. And then... the drawing he'd once done of her. Now featuring Julie. He rips up the drawing, and proceeds to destroy the apartment until he stops, collecting himself. Takes a breath and... Smash. A lamp is broken over his head. Julie Gianni bends down to help him. A shard of the lamp-base is still in her hand. Julie's whole demeanor is that of a different girl. Even her voice is softer, almost exactly the knock-around sweetness of Sofia.

**JULIANNA**

I thought you were a vandal.

**DAVID**

(with difficulty)  
Who... are... you?

**JULIANNA**

I'm Sofia.

**DAVID**

You are not Sofia... you're not  
Sofia...

**JULIANNA**

I'm Sofia.

**DAVID**

Whatever.

Julie starts to cry. Battling tears, she offers her heart and soul.

**JULIANNA**

David, honey. This will all be over soon. We'll be together again. You'll forget Julianna and I won't be afraid of you. Let me get you a cold towel.

She exits. He struggles to rise. His head is a swirling mess. And then:

**ON KITCHEN DOORWAY**

Sofia slowly returns with towel. Her image still blurry. David advances, and faints into her arms.

**DAVID**

Sofia?

**SOFIA**

(whispers)

Yes, David, I'm Sofia. I'm Sofia.

He accepts it, all of it, whatever it is, just to hold her. They kiss, gently, then more powerfully.

**INT. SOFIA'S BEDROOM - DAY**

They make love, emotionally and deeply. Two bodies yearning to possess the other. Camera moves across their bodies, as David wipes frame to black, as the move continues onto her back.

**DAVID**

Where were you...

Sofia doesn't answer, doesn't want to lose the moment.

**DAVID**

I don't want to know.

(thrusting)

Just tell me you love me.

David keeps his face buried in her shoulder'. He doesn't want to look. The passion gives way to a mounting dread, as he hears a voice almost like Sofia's.

**JULIANNA (O.S.)**

I love you. I'm afraid of how powerful this is.

He continues moving passionately, harder now. Julie responds to the overwhelming surge within David. She gives over to the waves of dark pleasure, riding him like a rocket. from hell. Harder now. Grabbing her hands and pulling them high above her head, clamping down with his own.

Julie Gianni cries a deep, guttural sound of passion. This is what someone sounds like when they're not faking it. And then... slam... a pillow comes down over her face.

**DAVID**

What the fuck is happening?

Julie begins to react to what is clearly no longer an advanced lovemaking session.

**DAVID**

I want to see your face!

She grabs at the pillow.

**DAVID**

I want to see your face!

David reaches orgasm, sobbing, recklessly out of control. Julie's body stops kicking and settles into silence. He loosens the pillow, and is rewarded with one last violent attempt at life. Her hand smacks his neck. He's so taut it bounces off. She grabs at his face one last time, her hand is left with enough power only to caress his face. She goes limp. Silence. David's crying turns to a whimper. He looks at the pillow over Julie's head. He's confused, a puddle of jagged adrenaline. He doesn't want to remove the pillow for fear of who could be underneath. He rises up, his elbow across her lifeless chest. With true horror, he knows he has to move his hand, but his hand will reveal who he's just killed.

**ON HER TORSO**

as his arm moves inexorably away from her chest. Quarter-inch by quarter-inch he inches it downward, across the top of her breasts... dreading the inevitable, not seeing it, and then... there it is. The mole between her breasts.

**INT. HALLWAY STAIRS - DAY**

David exits hurriedly, past some tenants, down the stairs.  
He looks up at his own reflection in the hallway mirror.

**87**

He looks horribly disfigured. We hear the sound of  
breathing, encased in a mask.

**INT. PRISON PSYCHIATRIC UNIT - NIGHT - (INTERROGATION # 4)**

McCabe sits across from David. McCabe looks away, haunted  
by the admission of guilt.

**DAVID**

I did it, didn't I? I don't...  
feel... like I killed someone. I  
feel like...

**MCCABE**

David, who...

**DAVID**

I'm in a dream...

**MCCABE**

. was the man at the restaurant?  
David shakes his head.

**MCCABE**

(pained)  
Sometimes the mind behaves as if  
it were in a dream. Faces change,  
people become other people. The  
subconscious is a powerful thing.  
You treated Julie carelessly,  
didn't you, David? Your feeling  
of responsibility or guilt over  
Julie might have easily turned  
Sofia into Julie.  
(pause)  
Do you know what derangement is?

**DAVID**

I need your help.

**MCCABE**

All I know is, you killed your girlfriend and I don't know what's in your mind.

**DAVID**

I need your help.

**MCCABE**

I'd work on this case forever if I could, but we've run out of time.

88

**DAVID**

What will you plead?

**MCCABE**

Temporary derangement. It's your best chance. They won't believe me.

**DAVID**

What do you believe?

**MCCABE**

Believe it or not, I care about you. You've become like family to me. I don't want to give up on you.

David looks at, him oddly. Suddenly, the archetype seems very familiar. McCabe continues with the noble concern of a towering father figure.

**MCCABE**

(continued)

But I needed more. I needed an answer. I... I even thought there was more than a good chance someone was playing tricks on you. Maybe it was the board. But I can't exceed my duties here. I'm just a psychologist, and I have to

leave you.

**DAVID**

Will I see you at the trial?

**MCCABE**

No. I'm just the opening act.

He exits. David sits at the table as McCabe and Aaron exit. He hears Aaron's television; it's the Life Extension Infomercial.

**INT. AARON'S CUBICLE - NIGHT**

Through the glass of the psychiatric unit, we see McCabe and Aaron exit. Only Aaron's television, sitting on a stool, remains. Push in on the television, which is playing the L.E. Infomercial.

Push in on the reverse. It's David at the window as he realizes the true meaning of "Ellie" -- L.E. He bangs on the glass, at first slow, then faster, yelling for McCabe. The L.E. Infomercial and Benny the Dog are reflected on the window.

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**DAVID**

MCCABE!!! MCCABE!!! COME BACK!!!

**COME BACK!!!**

**INT. PRISON CORRIDOR - DAY**

McCabe hustles down the hallway with David. McCabe stands tall, moving forward, like Atticus Finch with Tom Robinson.

**INT. CAR**

McCabe watches David closely. Aaron the Guard turns to look at David behind the glass partition that separates them. David looks out the window at the world he's missed.

**EXT. PLAZA - DAY**

The police vehicle pulls up in front of a crowded business

plaza. McCabe exits with David. Always watching his every move, his every revelation. David looks upward at the towering skyscraper in the center of the plaza, rising high into the sky.

**INT. SKYSCRAPER - DAY**

A Building Guard guides them through the lobby. McCabe trained on David. A look between the two. A Building Guard intercepts them.

**MCCABE**

(to Building Guard)  
Life Extension Corporation,  
please.

**GUARD**

What -

**MCCABE**

(a look to David)  
L.E. We hold a court order.

**DAVID**

I think I've been here before -  
McCabe strides purposefully past the Building Guard. Aaron shows the pass, and hustles to keep up.

**INT. SKYSCRAPER-63RD FLOOR/L.E. OUTER OFFICE AND HALLWAY-**

**DAY**

The elevator door opens to reveal a very pleasant and peaceful environment. Comfortable lounging chairs. On the reception station is written - L.E. and underneath it the words: Life Extension Corporation. Two more Guards meet

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them. McCabe watches David, as Aaron releases him from the handcuffs. The group moves together. Senses are overwhelming David, as they approach the reception station.

**DAVID**

Her name is Libby.

A stunning young woman rises and moves to greet them.

**LIBBY**

Good morning. I'm Libby. I'm here to assist you. Libby stares at David's masked face. It's slightly unsettling to her.

**MCCABE**

He's my son. He's very shy.

**LIBBY**

(smiling professionally)  
You're not. with the media or part. of any legal consortium, correct?

**MCCABE**

No.

**LIBBY**

Welcome to Life Extension. Have a look at our proposal. Please follow me. She-offers them two bound folders featuring the logo - L.E. - and guides them down the hallway, looking back with great style, beckoning, just as in David's dream recollections.

**MCCABE**

(to Aaron)  
You can wait out here.

**LIBBY**

You'll be meeting Rebecca Dearborn.  
(aside)  
My personal role model.

**ON HALLWAY WALLS**

Containing monitors with video-taped "tour guides." Talking heads expressing the convictions of Life Extension. Compassionate, expressive people. The bits of their testimonials echo phrases from David's own life.

**PATIENT #1**

.and I'm not a "true believer"  
by nature. But the older you get,  
the more you see the flow of the  
future, and I made a choice...

**PATIENT #2**

.why not embrace the future? I  
Believe the research - the future  
is in the union of the  
spiritual... and the scientific...  
Annoyed at everything around him, McCabe pulls David  
onward.

**INT. LIFE EXTENSION OFFICE - DAY**

Aames and McCabe sit and wait in a warm wood-paneled  
office, proposals in hand. A glimpse shows words like Re-  
Evolve and Re-Experience, peppered with colorful photos of  
simple, life-affirming portraits of everyday life. It's  
well-appointed and well-marketed organization.  
McCabe regards David as the victim of a lunatic's scam.  
Injustice fuels McCabe.

**MCCABE**

(continuing, scoffing)  
"Cryonization - a journey of re-  
awakening after the preservation  
of the human body at extremely low  
temperatures."

**DAVID**

They laughed at Jules Verne too.

**MCCABE**

(a little sadly)  
David, you're not-  
Account Liaison REBECCA DEARBORN enters with paperwork.  
She is an electric presence. Efficient, caring and oddly  
compassionate.

**DEARBORN**

Mr. McCabe, how are you? I'm  
Rebecca Dearborn.  
(quick notice of mask)  
Life Extension, or L.E. as we like  
to refer to it, is a glimpse of  
the future... a ticket... not in  
the juvenile sense, but in the  
deeply meaningful sense that can  
only be borne in the human heart.

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The DNA codes of the human body have been broken. Soon, heart ailments, cancer and so much more, will be a thing of the past. Very simply, your anguish... your discontent... even your death is no longer necessary in a traditional sense. Whatever malady that hides behind that mask... is temporary.

She looks directly at David, and it stirs him. McCabe studies her, and the operation. He thirsts for clues. David flips through the folder - toward the back, a panel of photos of storage tanks. Lavishly and warmly photographed, just like next year's cars in a magazine.

**DEARBORN**

Within an hour of your passing, L.E. will transfer your body to a vessel where you will be sealed and frozen at 196 zero. Power outages, earthquakes, nothing will effect your suspension-hibernation.

degrees below

**MCCABE**

Did you sign this contract, David?  
David looks down at pamphlet, looks up.

**DAVID**

What's the "Lucid Dream" option?

**DEARBORN**

Good choice. The Lucid Dream is Life Extension's newest option. For a little extra, we offer the cryonic union of science and entertainment.

**MCCABE**

(rueful, skeptical)  
"Cryo-tainment. "

Dearborn spreads apart the paperwork on her desk to reveal a thin Video Monitor built into the glass table-top. Aames and McCabe peer into the table--top as Dearborn presses play.

**DEARBORN**

Some find this presentation helpful.

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**INTERCUT**

**ON MONITOR - THE PRESENTATION**

generic An appealing presentation begins -- Man's Life. A  
happy-looking Man with graphics floating out of his mouth:  
Re-Emerge ... . Re-Store .Re--Invent...a  
voice takes over for  
Dearborn. A wonderfully comforting tone is present in the  
narration. Like that of a parent.

**NARRATION**

Portrait of a modern human life.  
American, male.  
(highlighting stage)  
Birth.  
(highlighting another  
stage)  
and Death. Imagine that you  
are suffering from a terminal  
illness. You'd like to be  
cryonized, but you'd rather be  
resurrected to continue your own  
life, as you know it now. L.E.  
offers you the answer. Upon  
resurrection you will continue in  
an ageless state - preserved - but  
living in the "present" with a  
future of your choosing.

**VIDEO MONITOR -- THE PRESENTATION**

Push in on a door that opens to a panel of steel  
compartments. Music and atmosphere are seductive and

compelling.

**NARRATION (CONT ' D )**

Your death will be wiped from your memory. Your life will continue as a realistic work of art, painted by you, minute-to-minute. And you'll live it with the romantic abandon of a summer day... with the feeling of a great movie, or a pop song you always loved. With no memory of how it all occurred, save for the knowledge that everything simply... improved. And in any instance of discontent, you'll be visited by Technical Support.

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**VIDEO MONITOR - THE PRESENTATION**

Shot of Edmund Ventura holding a Life Extension folder in his arms. Graphic reads: Tech Support.

**NARRATION (CONT'D)**

It is all just around the corner, the day after tomorrow.

**MONITOR - THE PRESENTATION**

The words: LIFE, PART TWO drift onto the screen, obscuring the phase marked: Death.

**NARRATION**

Another chapter begins seamlessly, a living dream. Life Extension's promise to you. Life -- Part Two.

**DEARBORN**

A living dream.

**MCCABE**

Your death will be wiped from your memory. I guess I missed that one in USA Today.

David sits, reeling from the revelation he may be living a Lucid Dream.

**DAVID**

. a dream... What if there was a mistake? What if the dream became a nightmare?

**DEARBORN**

Of course, your subconscious can always play tricks on you. The subconscious is a very powerful thing -

**SIDE-ANGLE CU MCCABE**

Sits forward. He turns to David with great strength, worried for him.

**MCCABE**

Did you sign a contract with these people, David?

**DEARBORN**

(continuing)  
-but this is a serious business.  
The Lucid Dream is worth the risk.

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And what is any life, if not the pursuit of a dream? The dream of peace. The dream of achievement. The dream of hearing someone saying these words, when they truly mean them.  
David is deeply moved as he listens. Somewhere, music begins to play. It is The Beach Boys' "Good Vibrations."

**DEARBORN**

I love you, David. Te Quiero.  
Roam free, David. Most of us live our whole lives with no real adventure to call our own. It's hard to comprehend-but they laughed at Jules Verne too.

**DAVID DEARBORN**

This is a revolution of the mind. This is a revolution of the mind.

**CLOSE FRONTAL SHOT OF DAVID AAMES**

David pulls off his mask. He runs out.

**INT. LIFE EXTENSION CORRIDOR - DAY**

David storms around the corner from Dearborn's office, yelling, raving.

**DAVID**

I want to wake up! I want to wake up!  
Aaron grabs for him. David wrenches free.

**DAVID**

**TECH SUPPORT!**

David runs down the corridor and into the elevator, Aaron chasing after him.

**DAVID**

It's a nightmare!  
The doors shut. Music rising.

**INT. EMPTY LOBBY - DAY**

David runs out of the elevator, into the empty lobby. Shot cranes up to reveal he is utterly alone, reminiscent of the much-earlier Times Square shot.

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**DAVID**

Tech Support!!  
Music stops. We hear the ding of the elevator.

**CLOSE ON DAVID**

Who turns and approaches the elevator, exiting frame.

**INT. ELEVATOR - DAY**

David enters the elevator to see Edmund Ventura, calmly waiting.

**VENTURA**

David Aames. I think it's time we had a proper re-introduction. I'm Edmund Ventura from the oasis Project, formerly Life Extension --â€¢

**L.E.**

**DAVID**

Tech support.

**VENTURA**

Yes, I'm your Tech Support. We first met 150 years ago.

**DAVID**

Oh shit. You sold me the Lucid Dream.  
Ventura smiles.

**DAVID**

Well, what the hell happened?

**VENTURA**

I tried to warn you in the bar. I told you to exercise control, that it all depended on your mind. All of this, everything is your creation. And we're now heading toward your true moment, of choice.

**DAVID**

"True moment of choice?"

**VENTURA**

Yes.

**DAVID**

When did the Lucid Dream begin?

**VENTURA**

Remember the day of the nightclub?

**DAVID**

(trying to remember)  
Yes.

**EXT. SOFIA'S APARTMENT -- NIGHT - FLASHBACK**

David is collapsed on the ground. His mask clutched in his hand, passed out. Rhythmic score.

**VENTURA**

(with importance)  
That night, when Sofia left you  
and you fell asleep on the  
pavement, that was the moment you  
chose for the splice...

**DAVID**

(remembers the word)  
The splice?

**FADE OUT ON MASK**

The mask has tumbled out of his hand.

**VENTURA**

Splice. The end of your "real"  
life and the beginning of L.E.'s  
Lucid Dream. A splice of many  
years which passed while you were  
frozen and dreaming.

**FADE UP ON MASK**

A moody day dawns. David's mask is just outside the reach  
of his outstretched hand.

**ON DAVID PASSED OUT ON STREET**

Sofia's hand reaches in, and awakens him. Everything is  
suddenly a little more vivid, a little more super-real.

**SOFIA**

Open your eyes.  
They walk away, down the street, into a beautiful Vanilla  
Sky. Sofia slips her arm around his shoulder, as we've  
seen earlier.

**VENTURA**

From the moment you woke up on  
that street, nothing was "real" in

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a traditional sense. Your Lucid  
Dream is monitored by Life  
Extension, and a panel of experts  
who follow your every thought.  
Even at this moment.

**INT. ELEVATOR - DAY**

The scene continues as David Aames rides the elevator. The  
compartment now rises above the first seven floors to  
reveal they are traveling upwards in an exterior elevator.  
Other skyscrapers pass by outside the window.

**VENTURA**

Forgive me. I'm blowing your  
mind.  
David looks down with dread.

**DAVID**

I'm not a big fan of heights.

**VENTURA**

I know.  
(continuing)  
We erased what really happened  
from your memory.

**DAVID**

(reaching to understand)  
..erased?

**VENTURA**

Replaced by a better life under  
these beautiful Monet-like skies.

**DAVID**

(recognizing pieces)  
My mother's favorite.

**VENTURA**

That's right.. A better life  
because you had Sofia.

**ON SOFIA AND DAVID - FLASHBACK**

walking down the center of the Village Street.

**VENTURA**

And you sculpted your Lucid Dream  
out of the iconography of your  
youth.

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**A FLASH OF FAMILIAR IMAGES**

from the life and psyche of his youth. Mirrored in David's  
life in moments we've already seen.

**VENTURA**

An album cover that once moved  
you...

**DAVID**

An album cover?

**ON BOB DYLAN AND SUZE ROTOLO**

The cover of "Freewheelin' Bob Dylan." Same pose. Same  
street.

**VENTURA**

a movie you once saw late at  
night that showed you what a  
father could be like...

**ON TO KILL A MOCKINGBIRD - MOVIE CLIP**

Atticus Finch sits at the breakfast table with his kids.

**ON CURTIS MCCABE AND DAVID AAMES IN UNIT - FLASHBACK**

The exact pose as McCabe and David talk in one of their  
prison conversations.

**VENTURA**

or what love could be like...

**ON SOFIA LAUGHING AT TABLE OF FLORENTINE'S - FLASHBACK**

Her head held high, laughing.

**ON JEANNE MOREAU - MOVIE CLIP**

laughing in the same way, a moment from "Jules et Jim."

**INT. ELEVATOR - DAY**

The compartment hurtles upwards, rising higher than the surrounding buildings.

**VENTURA**

This was a kind woman, an individual, more than your equal. Ventura nods wistfully. He fell in love with her a little, too.

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**VENTURA**

You barely knew her in real life, but. in your Lucid Dream, she was your savior.

**ON DAVID - SLIGHT PUSH**

trying to remember, feeling the flashes of truth in brief moments. And then a bracing, challenging realization that something went wrong.

**DAVID**

What happened in my real life? Something happened. What did you erase?

**VENTURA**

Do you really want to know?

**HIGH ANGLE SHOT OF DAVID**

almost nauseous

**DAVID**

Tell me everything.

**EXT. NIGHTCLUB STREET - DAY**

Match push in on David rising to his feet. His disfigured face thunders with a massive migraine. The exact. shot we

once saw as David and Sofia walked away together. This time, David is alone.

**VENTURA**

The morning after the nightclub, you woke up on that street, hung-over and alone. You got up and walked away. You never saw Sofia again.

**DAVID**

I didn't kill Sofia.

**VENTURA**

No.

**ON DAVID - IN ELEVATOR**

He can't remember any of this. And then...

**VENTURA**

You battled your board, the Seven Dwarves, for control. In the end it was Thomas Tipp, your father's

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friend, the one whose job you saved, who wrenched the company back in your control.

**INT. RISE PUBLICATIONS - DAY - FLASHBACK**

David exits the company elevator and returns to Aames Publications. Tipp is out in front of the employees and staffers who welcome him back.

**DAVID**

(warmly)  
Tommy.  
(vague memories)  
But then... somebody died.

**INT. DAVID'S APARTMENT - NIGHT**

David sits in front of the computer in bad physical shape.

**VENTURA**

You longed for Sofia. You shut yourself away for months. You were alone. You couldn't take the pain anymore. Headaches... you could barely function.

**DAVID**

I found you on the Internet. I signed the contract with you. And then...

**INT. MOTEL --- NIGHT -- FLASHBACK**

Aames takes pills, collapses. Music plays.

**PUSH INTO CLOSE UP ON DAVID IN ELEVATOR**

**DAVID**

I remember...  
It comes back to him, powerfully.

**DAVID**

Somebody died. It was me.

**ON DAVID IN BODY BAG -- FLASHBACK**

It's zipped up.

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**ON CRYONIC TANK -- FLASHBACK**

The plastic-wrapped body of David Aames is slipped into a tube, which is clamped shut. A Christmas tree in the background, as music continues.

**VENTURA**

And on a day in late December, you gave yourself to us. You're now in a suspended state.

**INT. DAVID'S APARTMENT -- MEMORIAL - DAY**

Friends and family clog the old apartment. Shelby looks

out into the hallway and sees an old acquaintance.

**VENTURA**

Your friend Brian Shelby threw a three-day memorial in your old home. He was a true friend.

**INT. DAVID'S APARTMENT - DAY**

Sofia ventures into David's apartment alone, taking in the environment and remembering the best moments of her brief encounter with David.

**VENTURA**

You were missed, David. She moves into close-up, and we see the wonder and the joy of a perfect love, nearly attained. She soaks in the beautiful, painful mystery of life.

**VENTURA**

It was Sofia who never fully recovered. It was she who somehow knew you best. And like you, she never forgot that one night where real, true love seemed possible.

**FLASHBACK - DAY**

David contemplates getting into the car with Julianna. He makes the choice that will change this, and his next life.

**VENTURA**

Consequences, David. It's the little things.

**INT. DAVID'S APARTMENT -- DAY**

Sofia exits the shot and we're left with an empty frame.

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**ON DAVID -- IN ELEVATOR**

David turns from looking out the window of the elevator.

**DAVID**

(tears in eyes)  
The little things. There's  
nothing bigger, is there?

**EXT. ROOFTOP - DAY**

David and Ventura exit the elevator onto the rooftop.

**VENTURA**

Your subconscious did create  
problems. Your dream turned into  
a nightmare. The glitch has been  
corrected.

**DAVID**

So all I have to do is imagine  
something? If I wanted McCabe to  
come back, right now -  
McCabe comes flying out of the door.

**MCCABE**

David. Listen to me. These  
people are dangerous. We're in  
trouble. We need to get off this  
roof now.

**MCC DAVID**

Who turns from McCabe to Ventura.  
Ventura leads David away.

**VENTURA**

We're now on "pause". And you're  
about to return to your Lucid  
Dream...

**MCCABE**

"Pause"?

**VENTURA**

(continuing)  
.. with all of the upgrades. You  
won't remember any of this, nor be  
charged for the technical support.  
it is now your moment of choice.  
You can return to your Lucid  
Dream, and live a beautiful life

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with Sofia, or whomever you wish... or you can choose the world out there.

Ventura gestures to the city beyond, as they come to a halt.

**CLOSE ON DAVID**

**DAVID**

The world out. there. And you can bring me back, just. like Benny the Dog.

**CLOSE ON VENTURA**

The client is starting to understand.

**VENTURA**

Yes. Just like Benny the Dog. Your face and body can now be fixed, of course. But it's very different out there now. Your finances won't last long. Your panel of observers are waiting for you to choose.

Ventura gestures into the camera. He begins walking backwards to the roof's ledge.

**VENTURA**

There are no guarantees. But remember, even in the future, the sweet is never as sweet without the sour.

David sees that Brian Shelby has now joined McCabe on the roof. He nods to Brian, who nods back.

**DAVID**

How do I wake up?

**VENTURA**

The decision is yours. Ventura glances over the edge.

**DAVID**

And I chose this scenario, didn't

**I?**

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**VENTURA**

(enjoying that he understands)  
Yes, to face your last remaining fear of heights.

**MCCABE**

David, don't listen to him. You were right. This is the Seven Dwarves. It's a set up! You can't trust him.  
David looks at McCabe with compassion.

**VENTURA**

Don't feel bad, David. This winning man is your creation. It's in his nature to fight for his existence. But he's not real.

**CLOSE ON DAVID**

who looks on with compassion.  
McCabe fights for himself.

**MCCABE**

I'm real. I have two daughters. You know that.

**VENTURA**

What are their names?

**MCCABE**

I - I --

**CLOSE ON DAVID**

who feels for McCabe as the apparition crumbles.

**MCCABE**

Mortality as home entertainment.  
This cannot be the future. Can it?  
David regards McCabe. Once dynamic, McCabe now seems unsure of his own existence. Slowly, always looking at

David, he settles into the truth of his very being. With great nobility, McCabe shoves his hands into his pockets and faces his own destiny... or lack thereof.

**MCCABE**

(quietly)  
Goodbye.

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**VENTURA**

It's been a brilliant journey of self-awakening, and you've simply got to ask yourself -- what is happiness to you?

**CLOSE PUSH IN ON DAVID AAMES**

His moment of realization.

**DAVID**

I want to live a real life. I don't want to dream any longer.

**VENTURA**

Any last wishes?

**DAVID**

Let them out there read my mind.

**VENTURA**

I wish you well, David.  
Music rises as he turns to see Sofia. He moves to her. She touches his cheek. His face is restored. They embrace.

**DAVID**

Look at us. I'm frozen, and you're dead. And I love you.

**SOFIA**

It's a problem.

**DAVID**

I lost you when I got in that car.

I'm sorry.  
She looks at him, beguiling and understanding.

**DAVID**

But remember what you told me  
once? Every passing minute is  
another chance to turn it all  
around.  
She kisses him.

**SOFIA**

I'll find you again.  
She regards her lost love, taking him in. David treasures  
his last moments with her.

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David takes a breath and begins backing to the ledge.

**DAVID**

I'll see you in another life when  
we are both cats.  
David backs up and begins to run. He arrives at the edge,  
looking down at the distance to the ground, stopping  
himself at the precipice.  
He looks back to Sofia one last time, and then leaps out  
into the celestial future. For a fraction of a moment, he  
is suspended in mid-air. And he hurtles to the ground.  
And the ground hurtles to meet him.

**SERIES OF IMAGES**

It is the little things, the random poetic instances of  
David Aames' life that come back to him. Music rises as he  
realizes, finally, his own true poetry and humanity. The  
images topple onto each other with the rhythm of his  
heartbeat. Father. Mother. A casual glance of a  
stranger. All combine to give his life meaning. And then,  
finally, we see the face of the one person who gave him  
purpose in this life... and the next. Sofia.

**TO WHITE:**

The sound of a breath. A gulp of life. Someone's heart is  
beating.

**A WOMAN'S VOICE**

Relax... relax, David... open your  
eyes...  
An eye opens and the pupil darts to the right and left.  
Life again.

**A WOMAN'S VOICE**

open your eyes.

**THE END**