

ZEROPHILIA

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1.

FADE IN:

EXT. WILDERNESS - NIGHT

Mist. Dark trees. Dripping vines. An ENGINE
RUMBLES in the
distance.

The full moon shimmers on a puddle. A FROG SPLATS
IN,
splashing a one man pup tent.

INSIDE THE TENT

LUKE's eyes pop open, disoriented, realizing he's fallen
asleep reading by flashlight. He's nineteen, still slightly
awkward and unaware he's growing handsome.

He listens as the ENGINE RUMBLES LOUDER, closer.

He peers out through the tent flap. Glaring head lamps ROAR
toward him. Scrambling out of his sleeping bag, he HURLS
himself against the side of the tent, as...

OUTSIDE

an RV CAMPER nearly plows down the tent, skidding to a stop
in the mud.

Stillness.

Luke extricates himself from the tent. He runs to
the driver-
side window of the RV.

LUKE

Are you all right?

Inside, ALEXA, thirties, earthy, looks up at him bleary-
eyed.

She nods 'yes.'

LUKE (CONT'D)

How did you even get here?
no road.

There's

ALEXA

I'm sorry. I'm from Utah.

LUKE

It's okay.

ALEXA

Are you alone out here?

2.

He nods 'yes.' She bursts into TEARS.

ALEXA (CONT'D)

My husband. Bastard. I've been
driving for days. I don't even
know where I'm going.

LUKE

Oh, wow. I'm really sorry.

She gathers herself, sniffing.

I have warm apple kringel in the
camper. Would you like some?

LUKE

Uh, what is it?

ALEXA

Pastry.

INSIDE RV CAMPER

Luke stands at the RV's tiny kitchen counter, wolfing pastry off a paper plate.

ALEXA

So, this "Survival Quest" is your vacation?

LUKE

Yeah. It's my third try. Kind a' lame, huh?

ALEXA

No. Seven days alone in the wilderness? I'd be afraid.

LUKE

It's just something I really wanted to do.

Luke notices an odd pile of stuff by the sink.

ALEXA

His shoes. Fishing lures. The electric drill.

LUKE

Good.

3.

She smiles, grateful, eyeing his torn t-shirt and shorts.

ALEXA

You're all wet and muddy. Why don't I hang those up to dry?

LUKE

Thanks. I'm okay.

ALEXA

I'm propositioning you.

LUKE

Oh...
Oh, wow.
You are?

He considers, fearful, but thrilled.

EXT. LANGFORD UNIVERSITY - MORNING

Students crisscross on bikes in front of the quadrangle.

The huge round headlights and muscular front grill of an old SEMI-TRUCK RUMBLES up to the curb. It's the cab only, like the sliced-off front of a train engine.

Luke hops down, startling his friends, KEENAN and JANINE, passionately making out on the sidewalk.

Twenty, brainy and athletic, Janine adjusts her glasses, the only remnant of a bookish past, as she thoughtfully considers Luke's massive truck.

JANINE

It's remarkable. Sort of retro. I thought you were gettin' a pickup?

LUKE

I changed my mind.

Hoping for a more enthusiastic response, he turns to Keenan, who climbs up and peeks inside the cab. He's rugged, streetwise, perpetually bemused, -maybe Ed Norton and Bill Murray had a son...

KEENAN

It's awesome. It's pleather.

LUKE

Fuck you. You think it's stupid.

4.

Janine stares at him.

LUKE (CONT'D)

What?

She shrugs, trying to put her finger on it, and when Luke rolls up his T-shirt sleeves, she grins.

LUKE (CONT'D)

What?!

JANINE

Oh my God. You got laid.
Finally! Who is she?

Luke glares at Keenan.

KEENAN

I didn't say a word! I swear! You
know Janine. She's got X-ray
vision.
 (to Janine)
Camping! A total stranger.

JANINE

I knew that whole "waitin' to meet
the right girl" thing was crap.
Congratulations! I have to get to
Physics. The truck's great.

KEENAN

See ya', hottie.

JANINE

Could find something to call me,
other than what every guy in the
world would say?

KEENAN

"Sweetheart?" "Babe?"
"Aphrodite?"

Janine sneers. At a loss, Keenan grabs her and kisses her
passionately.

She walks off rolling her eyes, but secretly loves it.

Keenan climbs up into the cab.

KEENAN (CONT'D)

So this is gonna' be like your car?

5.

LUKE

Look, I know it's dopey. But don't
you recognize it? It's painted and
the muffler's switched out, -but
this was my dad's.

Keenan looks around with fresh eyes. He reaches an arm way

up under the glove box and GRINS, pulling out a small stash of weed.

KEENAN

Ten years. A little dried out.

EXT. COUNTRY HIGHWAY - DAY

Keenan The truck barrels along through the trees. Luke and share a joint.

LUKE

First off, that woman. We didn't go all the way, you know?

KEENAN

Yeah? Okay, so?

LUKE

You think technically I'm still a virgin?

KEENAN

Were you inside her?

LUKE

Yeah.

KEENAN

It counts. Next. ...What?

LUKE

I been havin' this weird dream. The thing is, I think maybe the dream's real. Forget it. No way I'm tellin' you.

KEENAN

You know enough of my secrets to get me shot. Sharon's mom on Thanksgiving? What the fuck dream is there you can't tell me?

6.

LUKE

It's about part of me gettin'

smaller. An important part.

Keenan looks over warily, then busts out LAUGHING, then realizes Luke's serious.

KEENAN

You have gotta' be fuckin' kiddin' me. You're not thirteen!

LUKE

Screw you. Maybe I caught something.

KEENAN

I think it's good you bought this truck.

They both LAUGH.

INT. ROAD RAGE GARAGE - DAY

A small, run-down service garage, crammed with tires, tools and discarded car parts.

Luke's truck idles in the service bay, billowing smoke.

MAX, nineteen, lean, in overalls, with shoulder-length hair and edgy eyes, wipes his greasy hands on a rag.

Dripping with masculinity, he swaggers around the truck, chewing gum, wielding a pneumatic torque-wrench, which he occasionally REVS for emphasis.

MAX

I can do the gasket for twenty bucks. But new T-sprocks, for this thing? Two, three hundred, maybe?

LUKE

Shit. Can I hold off on that?

MAX

No skin off my ass. But a few days, weeks, your whole transmission could blow.

LUKE

Ah, Jeez. I shouldn't got this.

Max considers, sets his baseball cap on the truck fender and **SIGHS**.

MAX

Four hundred seventy-five horsepower. Twenty-eight inch wheels. It's a classic. Let me dig around out back. Maybe we got a used set.

LUKE

That'd be great. Thanks.

Max disappears through a squeaky door at the back.

Luke picks up a rag and wipes fingerprints off the fender.

He sits, impatient for Max to return.

He examines Max's cap, tries it on. He picks up the torque-wrench, swaggers about, trying to look macho, in the manner of Max.

He spins around and REVS the wrench, catching sight of MICHELLE, twenty, watching him from out front in jeans and

T-

shirt, with warm, confident eyes.

Luke swallows, wide-eyed, a deer in headlights. He sets down the torque-wrench.

LUKE (CONT'D)

It's not my wrench. It's my truck.

MICHELLE

What's wrong with it?

LUKE

Oh, just needs a new gasket and a couple T-sprocks. The flanges are sheared off. No big deal.

MICHELLE

You have to watch my brother, Max. He's sellin' you "T-sprocks?"

LUKE

Yeah?

MICHELLE

There's no such thing. Last week he sold Mrs. Gustafson a whole set: six hundred bucks. My name's Michelle.

8.

LUKE

From New York. Poli-Sci transfer. I sort of asked around campus.

MICHELLE

You did?

LUKE

You've prob'ly already got a stalker, huh?

MICHELLE

No.

Luke stares, awkward.

LUKE

You heard about Cafe Lunizia? Italian? They got New York style pizza. Make you feel at home.

MICHELLE

You askin' me out?

LUKE

Oh, well, uh, -definitely!

An SUV pulls up at the gas pump, stuffed with Keenan and OTHER GUYS. CHAD, exuding supreme self-confidence, calls over to Luke as he pumps gas.

CHAD

Hey, Spanky, let's go! Look forward to kickin' your puck ass.

LUKE

My ride.

MICHELLE

Your name's "Spanky?"

LUKE

No, Puck Ass, but people just call me Luke. We're beatin' his frat boy team in street hockey. Pisses 'em off.

MICHELLE

I'll talk to Max. Tell him to just replace the gasket.

Luke's BREATHING grows HEAVIER.

9.

LUKE

Thanks. So, what do you think? I'll just sit there while you eat. I won't even talk.

MICHELLE

Look, I just split up with this total amoeba.

LUKE

Oh, I'm a paramecium. That's way more evolved. I'm practically pond scum.

MICHELLE

Maybe I'll give you a call when the truck's ready.

LUKE

Great. You mean to go out, right?

Michelle smiles, and walks out through the squeaky door at the back. Keenan approaches.

KEENAN

(a whisper)

Whoa. That was her! Jesus, you're sweatin' like crazy.

Luke sits, nods 'yes,' wipes BEADS of SWEAT from his brow.

LUKE

We're goin' out.

Keenan gives him a high-five. Luke smiles, catching his

breath.

INT. LUKE & KEENAN'S PLACE

A small, run-down house. Hockey gear, dirty laundry and Keenan are strewn across the garage-sale sofa. He munches a burrito while watching the game.

LUKE (O.S.)
KEENAN! COME HERE, QUICK!!!

Keenan leaps up.

KEENAN
WHAT?!

He races down the hall, sliding on the linoleum.

10.

BATHROOM

Luke, a towel around his waist, stares at himself in the mirror, horrified.

LUKE
Look! My chest!

Keenan looks, clueless, a little uncomfortable now.

KEENAN
Yeah?

LUKE
I had hair. Come on! Not a lot,
but you've seen me -some- right?

KEENAN
Okay, I don't know. So?

LUKE
Well, where'd it go?

Keenan takes a bite of the burrito in his hand, now mashed.

KEENAN
I really thought you gettin' laid
was gonna' help. What is it with

you, man? I mean, you're smarter than me, you're better lookin' than me.

LUKE

I am not.

KEENAN

I know. But I'm just sayin', you can get any girl you want.

LUKE

Easy for you, you've got Janine.

KEENAN

I'm still workin' on my GED. How long you think Brainiac's gonna' wanna' hang with that?

LUKE

She worships you.

11.

KEENAN

Man, I'm gonna' be that wild fling she had with the local dude from the bike shop. "God, what was his name?"

LUKE

You're crazy.

Keenan gives him a look of "I'm crazy?"

KEENAN

You're gonna' have a great time with her tonight. Just be yourself. ...Mostly.

EXT. CAFE LUNIZIA - NIGHT

Cheap elegance. Luke and Michelle dine on the patio, strung with far too many white lights.

MICHELLE

I caught him with my best friend. Former. Such a cliché'.

LUKE

Sorry.

MICHELLE

Winthrop Hawkins. "Hawk." From this Park Avenue family. He'd know what kind of mushrooms those are, what the best wine is.

LUKE

The best wine is beer.

MICHELLE

I'm such a moron.

LUKE

You're not.

MICHELLE

No, I am. I have incontrovertible proof.

She kicks off her shoe and sticks her bare foot on the table,
a TATTOO of a GREEN BIRD on her ankle.

12.

MICHELLE (CONT'D)

It's a hawk. Get it? "Hawkins?"
See, you're smirking!

LUKE

I'm not.

MICHELLE

And it's GREEN! That's the one color tattoo they can't REMOVE!

LUKE

Oh. Bummer.

MICHELLE

I'm considering a prosthetic foot.

She smiles.

They sip from their glasses and drink each other in.

Luke contemplates a kiss,...

but his breathing grows shallow, he GASPS.

MICHELLE (CONT'D)

What's the matter?

LUKE

Nothin'. Maybe just kind a' hot out here. You want moron? When my dad died, -it's okay, I was nine. I barely knew what was goin' on- But I thought the tombstone was really sad looking, so I painted smiley faces and fish all over it.

MICHELLE

That's sweet.

LUKE

Yeah, I'm sure dad would've loved that.

His face REDDENS. Overheated, Luke tugs at his shirt, brushes SWEAT from his brow.

MICHELLE

So, what do you think makes a good relationship?

13.

LUKE

For real? I don't know. Friendship. Great sex. Knowing you want to be there even when it gets scary or bloody.

MICHELLE

Whoa. Where'd that come from?

LUKE

Sorry.

MICHELLE

No, it's just not the usual guy thing. ...You're great, you know?

Luke puts his hand on his chest, FEELS something.

He stands, puts on his jacket.

LUKE

Will you excuse me a sec'?

NEAR THE KITCHEN

HYPER-VENTILATING, his arms CLUTCHING HIS CHEST,

BEADS OF SWEAT on his forehead,

Luke checks the Men's Room door: LOCKED.

He ducks out the service entrance.

EXT. PARKING LOT

By the dumpster, Luke reaches behind his head, WHIPS off his jacket and shirt, and looks down...

His eyes GO WIDE.

LUKE

-AAH!

On his chest: FEMALE BREASTS.

Two WAITERS come outside for a smoke.

FIRST WAITER

Table twenty-nine. Like to bring her the cannoli special.

14.

Luke peers over the dumpster, down at his breasts, with a HIGH FEVER, and PASSES OUT, slumping to the ground.

BEHIND THE DUMPSTER - LATE NIGHT

Luke's eyes open, dilated, disoriented. He's lying on the ground, shirtless among bits of garbage.

He watches bleary-eyed, as a MOUSE peers at him from inside an empty milk carton. The mouse runs over and sniffs at a canteloupe, which triggers Luke's memory:

He GRABS his chest, relieved to find it's back to normal.

He stands, dizzy, surveying the dark, locked restaurant, and

staggers across the deserted parking lot toward his truck.

EXT. WOODED HIGHWAY - LATE NIGHT

Luke's Semi THUNDERS along.

INSIDE THE CAB

Luke stares out in shock.

He hears HEAVY BREATHING, MOANS, VOICES.

FEMALE VOICE (O.S.)

Oh yes! Don't stop!

He looks around for the source of the sounds, glances over.

RIGHT SIDE VIEW MIRROR

in it's reflection a leering male, stripped to the waist.

MALE VOICE (O.S.)

Lie down for me, baby!

The HEAD LAMPS of an oncoming car FLASH at him.

As he glances out the driver-side window, MUSIC BLARES from the passing car.

INSIDE THE CAR

A glimpse of what might be an ORGY of BODIES intertwined.

The FEMALE DRIVER - GRINS MANIACALLY UP at Luke as the CAR HORN SCREAMS by.

Luke CAREENS to one side, glancing at the truck's

15.

LEFT SIDE VIEW MIRROR

The car recedes in the distance, but the Female Driver appears CLOSE in the mirror's reflection, LEERING. She LICKS THE MIRROR from the inside, and disappears.

THROUGH THE TRUCK WINDSHIELD

Luke stares out, EYES GLAZED.

INT. KEENAN AND LUKE'S GARAGE

The decrepit old garage looks as if it may collapse any second. Barbells on the floor. Luke dodges and weaves, slugging a makeshift punching bag.

Keenan appears, wiping sleep from his eyes.

KEENAN

We takin' up boxing?

LUKE

I don't know. I am.

KEENAN

What's goin' on? You competin' for Mr. Universe this week?

LUKE

Everyone should just mind their own fucking business!

Keenan recoils at the attitude.

KEENAN

Didn't go so great, huh?

Luke punches the bag, harder and faster, a near SEIZURE:

ROAD

RAGE.

He collapses in a heap.

KEENAN (CONT'D)

Dude.

LUKE

It was goin' great. She's amazing. Funny. And really smart. And the way she eats ravioli, like 'aah.'

KEENAN

Cool.

16.

LUKE

Then I started feelin' all weird again, and, ... oh, man, you'll think I'm nuts... Keen, I had breasts. I felt 'em.

KEENAN

Whoa, first date. Definitely the 'new Luke!'

LUKE

No! On me.

KEENAN

You're startin' to creep me out. Listen, I think I know what's goin' on, okay? "Acute Adolescent Anxiety." It's from the stress of college, girls, grades. It's really common.

LUKE

I'm not an adolescent. Where'd you get this crap?!

KEENAN

The Net. I found all the symptoms right off: panic attacks, "Localized Alopecia" -that's hair loss. This doctor wrote back, "Any chance your friend, Luke, just lost his virginity?"

LUKE

You told, -you gave him my name?!

KEENAN

He's a doctor, back East. He's sending this information pack. Look, I started thinkin' you're goin' bipolar on me or somethin'. Come on, man, BREASTS?!

Luke considers.

EXT. SUBURBAN HOUSE - MORNING

Luke hops down from the truck cab, fixes his shirt and hair, trying to look nonchalant as he rings the doorbell.

Hearing something behind him, he turns as Max PUNCHES him in the stomach, knocking the wind out of him.

MAX

You son-of-a-bitch, stay the hell
away from my sister!

Luke GASPS for air.

MAX (CONT'D)

You don't say a word?! You just
leave her sittin' there?!

LUKE

I came to apologize.

Max shoves him across the yard.

MAX

Get out a' here! She's not home,
anyway.

LUKE

Will you tell her I came by?

MAX

No. She's honest with you, so you
bolt? And then what, you wake up
feelin' sorry for her?

LUKE

No! Is that what she thinks? I
left 'cause a' what she said?
That's crazy! She's like the most
incredible girl I ever met!

Max sneers, skeptical.

LUKE (CONT'D)

I had this 'pasta quattro funghi' -
four mushroom. It took me a while
to even figure it out, but I think
someone put shrooms in it, or
somehow they got in there by
mistake. I was hallucinating and
everything.

MAX

Amazes even me, a guy's capacity to
be a world-class asshole.
Fortunately, I'm familiar with the

cause.

18.

LUKE

Will you please just tell her I came by? Forget it. I'll catch up with her on my own.

MAX

No. You won't.

LUKE

Look, I'm gonna' see her again, -if she'll see me. I don't care what the fuck you say about it.

MAX

Oh, really?

They face off.

LUKE

Yeah, really.

MAX

You get near her, I'll feed your nuts to the neighbor's dog!

LUKE

What kind a' dog is it?

MAX

Huh?

LUKE

I mean, is it a pitbull, or what?

Caught off guard, a smile escapes Max.

LUKE (CONT'D)

I'm crazy about her.

MAX

Shrooms, huh?

Luke nods 'yes.'

MAX (CONT'D)

I'll tell her you came by.

Luke nods, appreciative.

19.

EXT. MUDDY WATERS' MINI-MART - NIGHT

A tanker truck QUAKES past. Surrounded by fir trees, the eerily empty mini-mart glows with fluorescent junk food.

INSIDE MINI-MART

Luke stands behind the cash register, leafing through "The Outdoors Man."

The CHIME BINGS and SYDNEY enters, early thirties, elegant in thrift-store chic. She's cool and in control, ...at least on the outside.

She surveys random candy bars, stealing glances at Luke.

SYDNEY

Had a sudden intense craving for a cherry popsicle.

LUKE

You can check in that freezer.

SYDNEY

What a relief. I'm Sydney. You?

LUKE

Luke.

SYDNEY

Workin' late, huh? Luke?

LUKE

Yeah, four AM. It sucks.

SYDNEY

Sometimes you guys are just unfathomably stupid.

LUKE

Excuse me?

SYDNEY

Why in the world do guys say "it sucks" as if it were a bad thing? I mean, every guy's dying to get a blow job, right? So, you think they'd treat those words with profound respect, like holy scripture. "What an unbelievable sunset, honey: doesn't it just SUCK?,"... "You won an Olympic Gold Medal?!, that BLOWS!"

20.

LUKE

I guess you're right.

SYDNEY

It must be great at your age. That river of testosterone coursing through your veins, the damn about to burst! How about we just lock this place up and go for an Olympic Gold?

LUKE

No thanks. Jeez, lady.

Disappointed, she checks her reflection in the freezer door.

SYDNEY

I ought to dye my hair. Don't you think?

LUKE

Uh, I don't know. Looks fine.

SYDNEY

Your hair is such an incredible color.

LUKE

It's brown.

SYDNEY

I love it. Do you think I could cut just a little piece? Match the color? It really "sucks."

LUKE

Nah, c'mon. You're messin' with

me.

SYDNEY

I'm not. I love it. You really should get rid a' that thing, anyway. I have clippers in my bag.

LUKE

What thing?

SYDNEY

Cowlick. Right here. See? I can just snip it off.

She SNIPS his hair. Luke pulls away.

21.

LUKE

Hey.

SYDNEY

What's the matter? Don't you like being touched? Don't you like being a guy?

LUKE

No. I mean, ... What? Sorry, but you're just bizarre.

She CHUCKLES, lays money on the counter.

SYDNEY

May be. But I learned long ago, you can't change your true nature, even if it can change you.

As she leaves, she takes a provocative bite of the popsicle.

EXT. POLLY WOG'S POOL HALL - DUSK

Acres of yellowing corn surround a dilapidated farmhouse converted into a pool hall. The windows glow from warm lights inside.

Parked along the gravel driveway are pickup trucks, cars,

and

Luke's Semi.

INSIDE POOL HALL

Smoke, ROWDY MUSIC and the CLACK of cue balls.

Keenan and Luke snake their way through the pool tables.

LUKE

Holy shit. It's that lady from the store! Grey and black at the bar.

Keenan looks over at Sydney, finishing off a bourbon.

RENTAL COUNTER

Janine and Michelle check out a rack of billiard balls from the worldly British owner, POLLY.

She runs the place like a wild west saloon, with such ease and confidence, it suggests there may be a shotgun under the bar.

22.

POLLY

That boy, Keenan, still giving you trouble?

JANINE

Actually, I tried exactly what you said.

POLLY

And...?

JANINE

Unbelievable! Thanks.

POLLY

Works every time.

(to Michelle)

Nice to meet you, darling. I hope you'll find not too many rules here, and the drinks not too dear.

MICHELLE

Yeah, thanks. It's amazing.

Polly moves off.

JANINE

Isn't she great? Guys drive across the state just to buy a beer from her. Total loner, though. No one's ever seen her with anyone.

MICHELLE

What did she tell you to try?

Janine whispers in her ear.

Michelle's jaw drops open, scandalized.

They LAUGH.

AT THE BAR

Luke hands his keys to JEREMY, the handsome bartender, in exchange for a full pitcher of beer.

LUKE

Thanks, man.

KEENAN

Oh, God. She's eyeing you. I think she's comin' over.

23.

Sydney saunters up.

SYDNEY

Can I buy you a drink?

LUKE

Uh, no thanks. We're already here with dates and stuff.

SYDNEY

You are? Who? Where is she?

KEENAN

They're around somewhere.

SYDNEY

Luke, if you like this girl, we better talk.

LUKE

What?

Sydney glances around, talks quietly.

SYDNEY

Anything happen since we last spoke? Hot flashes? Pressure in your chest?

Luke pales.

LUKE

No.

KEENAN

Who are you?

SYDNEY

Dr. Sydney Catchadourian. Keenan, right?

LUKE

You know him?!

SYDNEY

We exchanged E-mail. I came right away.

Luke gives Keenan the evil eye.

KEENAN

From Philadelphia? Why?

24.

SYDNEY

Your friend here has an extra chromosome.

The little remaining color in Luke's face now drains away. He shakes his head 'no.'

LUKE

Someone put mushrooms in my mushroom sauce.

SYDNEY

I tested your hair.

LUKE

You're like some whack job. Get

the hell away from me.

Luke moves off, sloshing beer. Sydney sighs.

SYDNEY

Denial, denial, denial. Always the first step. Keep him away from that girl.

KEENAN

What're you talkin' about?

SYDNEY

Chromosomes. Most people have forty-six: Two X if you're a girl, an X and Y if you're a guy. He's got forty seven: An X, a Y, and a Z.

POOL TABLE

Janine and Michelle select pool cues.

JANINE

We've only been together six months. And he's such a guy's guy, everyone's buddy, but, alcoholic parents, six months in "Juvey."

MICHELLE

Wild past, huh?

25.

JANINE

I think the only reason he's even alive right now, is okay, partly 'cause he's so damn smart, but mostly 'cause there's this one person, he knows, absolutely, no matter what, won't bale on him.

MICHELLE

You.

JANINE

No. He doesn't trust me at all. Luke. He's a rock.

MICHELLE

Yeah?

JANINE

So, yes, you can trust him. I'm hoping Keenan's the same way. 'Cause believe me, I'm not used to rocks, I'm used to pebbles.

Michelle LAUGHS.

MICHELLE

Grains of sand.

Luke rejoins them with the pitcher of beer, glancing back toward the bar. Keenan comes too, with a look of concern.

JANINE

Everything okay?

KEENAN

Sure. I need a drink.

Keenan steals glances at Luke, trying to sort it all out.

KEENAN (CONT'D)

(aside to Luke)

That lady's nuts.

Luke nods.

AT THE BAR

Sydney sits at a bar stool, keeping an eye on Luke and Michelle. Jeremy lays out a cocktail napkin, speaks with a slight Texas drawl.

26.

JEREMY

Another round?

SYDNEY

Please. You see that couple over there? I don't get it. What's he see in her?

JEREMY

The brunette? You kiddin'? I'd give my left one to be with her.

SYDNEY

Yeah? So could he.

POOL TABLE - LATER

Now alone with Michelle, Luke lines up his cue stick, then catches Michelle's admiring eyes.

She smiles, glances over at Keenan and Janine, making out by the jukebox.

MICHELLE

Your friends sorta' like each other, huh?

LUKE

Super-glue. Thirty seconds together, you can't pull 'em apart.

MICHELLE

How'd they meet?

LUKE

Keenan sold her a bike. I don't think they've been apart more than six hours since.

shoot
Luke peers over the corner pocket, and watches Michelle and sink the ball.

LUKE (CONT'D)

I never thought in a million years you'd go out with me, let alone twice.

MICHELLE

You're not s'posed to say that. That's a total pathetic, loser thing to say. But I'm gonna' take it as a huge compliment.

27.

MICHELLE (CONT'D)

Okay, two word answers only. Why'd you ask me out in the first place?

LUKE

Beautiful. Unpretentious. Why'd you say 'yes?'

MICHELLE

Gentle.

Luke sneers, not his favorite compliment.

MICHELLE (CONT'D)

...Hot. Deep. Three words.

He smiles.

LUKE

Okay, two words. What're you most passionate about?

MICHELLE

Friendship. Trust. You?

LUKE

Hockey. ...Hockey.

MICHELLE

So much for "deep."

They LAUGH.

LUKE

You.

The electricity between them charges the air.

Luke maneuvers himself closer.

LUKE (CONT'D)

Okay, I'm gonna' take a wild shot. Ricochet off the back, over here, then straight into that side pocket. What are my chances?

MICHELLE

Point zero zero zero one.

Luke takes his shot,...

and KISSES HER.

The ball ricochets off the back, across the table, and sinks in the pocket at the side.

AT THE BAR

barely
Jeremy looks on, aroused. Sydney squints, dismayed,
able to watch.

JEREMY

Damn. Will you look at that tonsil
hockey?

SYDNEY

I'd prefer not. This could get
bad.

JEREMY

You've been staring at him all
night. You got a thing for him, or
what?

SYDNEY

Actually, I'm hoping he's got one
for me.

POOL TABLE

Keenan and Janine rejoin Luke and Michelle, all four elated.

KEENAN

Looks like you two are gettin' on
okay. Should we rack up another
game?

MICHELLE

Definitely! I'd like to get good
at this pool thing.

Luke racks up the balls as Michelle lines up the cue.

MICHELLE (CONT'D)

Okay, I'm gonna' break this wide
open!

LUKE

Go for it!

Before Keenan has lifted the wooden triangle rack,

Michelle HAMMERS the cue ball.

It CRACKS off the rack,

ROCKETS off the table,...

and CANNONBALLS Luke in the CROTCH.

29.

Keenan, Michelle, and Janine ALL GASP.

They CRINGE, poised, waiting for Luke to react.

MICHELLE

God. Sorry.

Luke picks the cue ball up off the floor and sets it on the table.

He sees them watching him.

LUKE

What?

KEENAN

Man, I'd be on the floor cryin' like a baby.

LUKE

No, I'm all right.

Surprised, they return to the game.

Michelle lines up the cue ball again, as Luke considers,...

just

with a slow-dawning realization that something, somehow, isn't right.

He casually touches his hand to his pants.

He pales slightly.

LUKE (CONT'D)

Would you excuse me a sec'?

He looks to Keenan for help.

AT THE BAR

Sydney watches as Keenan and Luke cross the hall toward the back.

She flags Jeremy.

SYDNEY

Jeremy! Bourbon. Fast!
(a glance at Luke)
Better give me the whole bottle.

30.

OUTSIDE MEN'S ROOM

Luke tries the men's room door, locked.

KEENAN

In here.

Keenan opens another door that leads them into a store room.
Luke follows, with a look of concern.

INSIDE STORE ROOM

KEENAN (CONT'D)

I mean, it was like a precision-
guided missile.

Luke unzips and gently digs in his trousers.

He looks down, SHUDDERS,...

LUKE

Uh- ah-

Luke's face CONTORTS, terrified.

KEENAN

I'll get some ice.

Luke shakes his head "no," points toward his crotch, GASPS,
barely able to make a sound...

LUKE

It's-! Look!

Keenan gives him a look, repelled, perplexed...

KEENAN

What?

then takes a look,...

His EYES GET HUGE.

KEENAN (CONT'D)

DUDE!!!

Sydney BURSTS in with the bottle of bourbon.

SYDNEY

I was afraid a' this!
(to Keenan)
Make sure no one gets in!

31.

SYDNEY (CONT'D)

(to Luke)
Now, will you listen to me?!

Luke, slack-jawed, keeps checking himself. Each time the horror of it grows more intense.

LUKE

Oh, GOD!

Sydney uncaps the bourbon and drops capsules in from a prescription bottle.

SYDNEY

It's gonna' come back. Drink this!

LUKE

What're you givin' me?!

SYDNEY

Valium. Flexeril. And a shitload of Darvon. You gotta' calm down.

LUKE

"Caaalm Down?!!!!!!!"

SYDNEY

Here we go...

He and Sydney have to yell to hear over Luke's escalating **MANTRA...**

LUKE

"CAAALM DOWN?!!!"

KEENAN

What's wrong with him?!

SYDNEY

He's a Zerophilic.

KEENAN

A what?! I'm gettin' a doctor!
This isn't right!

Sydney GRABS Keenan, SHOVES him against the wall.

SYDNEY

I am a doctor! You breathe one
word, anyone else sees him like
this, and he's fucked! Pictures
all over the net, tabloids,
television!

32.

LUKE

TELE-VISION?!!

SYDNEY

No! We're gonna' get it back!
(to Keenan)
You let me help him, he gets a
normal body, lives a normal life.
Now, you his friend or not?!

Keenan nods that 'yes, he is.' Sydney releases him.

SYDNEY (CONT'D)

Hang onto him. So he doesn't get
hurt when he passes out.

KEENAN

Now just wait a sec'? Is it
CONTAGIOUS?!

SYDNEY

There are no recorded incidents of
transmission from physical contact.

KEENAN

"Recorded incidents?!!"

LUKE

Oh, PLEASE God! What did I DO
WRONG?!

SYDNEY

Nothing. You're a Z.

KEENAN

"RECORDED INCIDENTS?!" Oh my God,
I used his deodorant!

SYDNEY

Oh, will you calm down?

KEENAN

"C A L M D O W N ?!!!!"

LUKE

"C A L M D O W N ?!!!!"

Luke's eyes glaze over...

He weaves, losing his balance...

SYDNEY

Finally.

33.

Sydney helps Luke FLOP DOWN on the floor. He passes out.

SYDNEY (CONT'D)

He'll be alright. He didn't go all the way. When you fall asleep or pass out, a Z almost always reverts back. It's called a Nocturnal Remission.

Keenan approaches Luke, then steps back.

SYDNEY (CONT'D)

Oh, relax, it's not contagious.

wipes
Keenan grabs the bourbon-Darvon concoction from Sydney,
the rim of the bottle just in case, then takes a big swig.

INT. SYDNEY'S BED & BREAKFAST - LATE NIGHT

On a corner table sits high-tech laboratory equipment.

Keenan and Luke gulp beers, still in shock. Luke keeps one hand down his pants for reassurance.

SYDNEY

In the world? A hundred. A thousand. There's no way to know. It doesn't show up in any normal DNA test. It's triggered when you first have sex.

LUKE

The woman in the RV!

KEENAN

(dark)
From Utah.

SYDNEY

Now, you're Morphescent whenever you're aroused.

KEENAN

You tellin' me this is gonna happen any time he gets the hots for a girl?

Keenan looks over at Luke...

KEENAN (CONT'D)

Man, this could be a problem.

34.

LUKE

Is there a cure?

SYDNEY

It's not a disease! But there are steps you can take.

LUKE

Well, what are they?

SYDNEY

Take it easy. You can't rush this. Before anything, you need to try going all the way.

KEENAN

"All the way?"

SYDNEY

You need to turn all the way into a

female.

LUKE

You out of your mind?!

SYDNEY

You have to give it a try.

KEENAN

Maybe we should get a second opinion.

LUKE

Yeah, may be! 'Cause you can
FORGET THAT!

SYDNEY

Fine, but I warn you, they've never seen this before. First, they'll try a barrage of antipsychotic medications, surgery, electroshock therapy, -god knows what.

KEENAN

If he were to try goin' all the way, then what?

Luke glares at him.

KEENAN (CONT'D)

I'm just askin'.

35.

LUKE

It ain't gonna' happen!

SYDNEY

Oh, for Chris' sake! I'm trying to help you. That Z chromosome's not latent anymore! You don't get control a' that thing, you don't know when it's going to kick in, what it's gonna' do! You want to end up with three left breasts, behemoth hips and one testicle?!

Luke and Keenan swallow, wide-eyed at the prospect.

Sydney calms herself down.

SYDNEY (CONT'D)

Now, there's no reason for that to happen. Sorry. You're not the only one who didn't get any sleep. Now, are you going to let me help, or not?

KEENAN

How would he even do that? Go all the way, I mean?

SYDNEY

He's a Z.

(to Luke)

You become Morphescent when you get turned on. You can change all the way when you have an orgasm.

LUKE

With who?

SYDNEY

I'm available.

LUKE

No way!

SYDNEY

Well, excuse me. Truth is, at this stage, you don't really need anyone else.

LUKE

Huh?

36.

Sydney wearily sips a highball. She looks to Keenan for help. Keenan flashes the international sign for jacking off.

LUKE (CONT'D)

Oh.

SYDNEY

It's a lot to absorb, I know. When you're ready, give me a call. Your first time, you shouldn't be alone.

EXT. CEMETERY - DAWN

A deserted, hilltop cemetery. Luke sits on the manicured lawn, across from a gravestone with vestigial images of brightly colored smiley-faces and fish.

LUKE

Michelle. And I really like her,
dad. But,...

He bounces a soccer ball against the headstone.

LUKE (CONT'D)

You know, I always thought your
dying was the worst thing that ever
happened to me, and that happened
more to you than it did to me... I
mean, a lot more, really.

Luke paces nervously.

LUKE (CONT'D)

Look, every day I wish you were
around, but I swear, if I tell you
this, you damn well better stay
dead!

He glances at a burial ceremony, half-mile away.

LUKE (CONT'D)

And I swear to God I'm gonna' beat
this thing. No matter what it
takes. Before I tell you, I just
want to make sure you know that,
okay?

A hushed voice...

LUKE (CONT'D)

I think I might be a Zerophilic.

37.

EXT. LUMBER MILL

Keenan and Luke spar on roller blades, hockey sticks in
hand.

Luke WHACKS the hockey puck with such intensity, it may land
on Mars.

LUKE

I'm not doin' it. I don't care what she says! I can control this thing.

KEENAN

How?

LUKE

I didn't know what was goin' on before. I do now, so, it's not gonna' be a problem. I just need to stay focused!

KEENAN

You mean, keep yourself from getting turned on? How're you gonna' do that? You get turned on by two scoops of ice cream.

Luke glares at him.

KEENAN (CONT'D)

I'm just sayin'. I mean, you think Larissa, the horse-faced girl's got her good points.

Michelle and Janine ride up on their bikes.

JANINE

I knew we'd find 'em here.

MICHELLE

We just wanted to know if you're alright. After last night.

LUKE

Yeah. I'm fine. Thanks. Perfect.

MICHELLE

Good.
(slightly suggestive)
Good.

Luke smiles, his face REDDENS.

MICHELLE (CONT'D)

I had a really good.

LUKE

Me too.

Luke smiles, nods, followed by a look of PANIC.

LUKE (CONT'D)

Will you excuse me a sec'?

He ducks away.

JANINE

What is goin' on?!

KEENAN

We just need to be alone. We got a big game tomorrow. Sometimes guys just need to hang with the guys, you know? No distractions?

Janine gives him a look of "What the hell are you talkin' about?"

Keenan stares back, PLEADING.

Janine relents, despite herself.

JANINE

C'mon, Michelle. Let the boys play with their pucks.

BEHIND STACKS OF LUMBER

Luke leans against the logs, wipes sweat from his brow, and realizes...

SOMETHING'S HAPPENING AGAIN.

Panicked, he grabs his crotch, feels it,

Everything's normal.

Or is it?

He frantically unbuttons his shirt and peers inside,...

He slumps back against the logs,

WAVES OF RELIEF.

INT. LUKE'S HOUSE - DAY

Luke storms through the house, trying to evade Janine, who enthusiastically follows. Keenan traipses after.

LUKE

You TOLD HER?!

KEENAN

I had to. You know Janine. She knew somethin' was up.

JANINE

I've read about this kinda' thing, but I didn't think it was real. It's so cool!

LUKE

It's disgusting!

JANINE

How can you say that? If I had a chance to be a guy for a day, I'd jump at it. Seriously, Keen, wouldn't you want to get inside a girl's body?

Realizing she just handed him the perfect straight line...

JANINE (CONT'D)

Don't EVEN go there!

(rolling her eyes)

Fine. You're boys. Still, isn't it every guy's dream to have a pair of boobs to play with anytime he wants?

LUKE

Not my own!

(to Keenan)

Man, how could you tell her?!

KEENAN

She should be here. It's just weird, two guys alone, one turnin' into a girl.

JANINE

Yeah, I can't wait. Not exactly

something you get to see every day.

LUKE

Forget it!

40.

JANINE

What, HE gets to, and I don't!

LUKE

No one gets to!

Luke goes in the bedroom, SLAMS the door.

Keenan and Janine take up residence outside.

Janine tries to peek through the keyhole, beneath the door.

JANINE

Should we put on some soft music?

KEENAN

You want a magazine in there?

LUKE (O.S.)

Shut up!

LATER

Janine keeps an ear held close against the door.

KEENAN

How 'bout a couple beers?

JANINE

Maybe you want to take a bath?

LUKE (O.S.)

Will you PLEASE shut up?!

JANINE

Does he sound different?

KEENAN

Think so.

LUKE (O.S.)

Oh God!

(lewd)

Oh, my God!
(rising in pitch)
Oh my GAWD!

Keenan and Janine exchange a worried look.

41.

INSIDE THE BEDROOM

Now approaching the mirror, in awe, ...gently raising a hand to touch the exquisite FEMALE FACE reflected there, stands a real female, an absolutely FEMALE LUKE.

OUTSIDE THE DOOR

Janine knocks.

JANINE

Luke? You alright?

The door opens, revealing Female Luke, wrapped in a sheet.

Keenan clutches Janine.

They STARE, AT A TOTAL LOSS, INCREDULOUS...

KEENAN

Whoa.

JANINE

Dude.

Female Luke speaks, with an unmistakably female voice.

FEMALE LUKE

Happened fast, huh?

JANINE

Can we see?

Female Luke hesitates.

KEENAN

Come on. It's not like I haven't
seen you naked a hundred times.
And she's a girl!

Female Luke shyly parts the sheet, revealing her stunning
naked torso.

KEENAN (CONT'D)

Whoa.

JANINE

Dude.

(exasperated)

Of course they're perfect. I
couldn't have tits like that?

Female Luke checks herself out in the mirror.

42.

FEMALE LUKE

Oh, God. Look at me.

Keenan and Janine sit on the edge of the bed, in shock.

FEMALE LUKE (CONT'D)

What's the matter?

Keenan, afraid to answer, looks to Janine.

They both have the same reaction...

JANINE

You're really hot. Victoria's
Secret hot.

KEENAN

Sports Illustrated Swimsuit
edition.

JANINE

Latvian Lesbians' Hidden Camera
Chronicles.

(to Keenan)

Don't look at me, -it's your tape.

Keenan keeps his distance from Luke, embarrassed, if turned
on.

KEENAN

Look, I just wanna' get one thing
straight. No way I'm gonna' sleep
with you.

FEMALE LUKE

Man, even as a joke, that's just
SICK!

JANINE

I will. I'm definitely not into
the butch hair thing, though. You
gotta' do something about that.

Keenan looks at her shocked.

JANINE (CONT'D)

I thought you're into watchin' two
girls?

Keenan's speechless.

Female Luke can't stop gazing at herself in the mirror.

43.

FEMALE LUKE

This is too weird. This is
freaking me out.

KEENAN

Should we call Dr. Catchadourian?

FEMALE LUKE

What for? I did it. Now, I can
switch back. Get outta' here.

JANINE

Already?

KEENAN

Yeah, okay, yeah.

JANINE

Will you stop starin'?!

Janine rolls her eyes, as she and Keenan back out of the
room, their eyes locked on her amazing body.

OUTSIDE BEDROOM - LATER

Janine and Keenan are sprawled on the nearby couch.

Luca opens the door.

FEMALE LUKE

Janine? It's like I can't get in the right mood or something.

JANINE

Welcome to my world. Oh, honey, no one could in this situation.

FEMALE LUKE

You gotta' help. I need to do this right now!

JANINE

You can't force these things.

KEENAN

Some girls go half their lives before they even have one.

JANINE

Okay, Studly, what do you suggest?

44.

KEENAN

She likes it when I tell her stuff.

JANINE

Like what?

KEENAN

"You're so beautiful,"

"I love your smile,"

"The English Patient was my favorite movie too."

Janine and Female Luke both roll their eyes. Female
Luke swings the door shut.

The DOORBELL CHIMES.

FEMALE LUKE (O.S.)

Who's that?!

KEENAN

Pizza! Figured you'll want some after.

FRONT DOOR

Janine throws it open, Max stands outside.

MAX

Hey.

JANINE

Can I help you?

MAX

I was lookin' for Luke.

KEENAN

Hey, man. He's not around right now. What's up?

Female Luke comes out of the bedroom, wrapped in a sheet.

FEMALE LUKE

Thank God. I'm starving!

She stops in her tracks, stares at Max.

Max stares back, intrigued.

MAX

How ya' doin'?

45.

Female Luke nods 'okay.'

MAX (CONT'D)

I'm Max. You live here too?

Janine, Keenan, and Female Luke are momentarily speechless.

JANINE

No. She's just visiting.

KEENAN

She's Luke's cousin.

JANINE

Luca.

Keenan and Luca GLARE at Janine.

Max gazes at Luca, spellbound.

MAX

I always thought "Luca" was a guy's name? Italian or something.

Luca wraps herself more tightly in the sheet.

LUCA

I'm part Italian.

MAX

Cool. I'm part Italian too. The important part.

(perfect Italian)

Lei sono una bella donna. Amerei per mostrarlo il che inclinando torre di pisa.

LUCA

What's that mean?

His eyes fixed on Luca, he smiles.

MAX

You in town for a while?

JANINE

No, just a few weeks.

LUCA

'Weeks?!'

KEENAN

Days.

46.

LUCA

I'm leaving today! Now!

KEENAN

Is there anything you want me to tell Luke?

Max gets fluid, scanning the room for a toehold, infatuated by Luca. He seizes on a hockey stick.

MAX

I'm way into hockey. I was hopin'

Luke could show me the ropes. Is he as awesome as I've heard?

LUCA

Yeah. He's alright.

MAX

Do you play?

LUCA

Uh, I don't know.

JANINE

She's gotta' pack. You need to go.

MAX

Really nice meeting you.

Janine ushers Max out the door and shuts it on him.

Luca ducks into the bedroom, shuts the door.

INSIDE BEDROOM

Luca at the window, peers out between the curtains,
watching,
as Max walks away.

OUTSIDE THE HOUSE

As Max gets to the end of the driveway, he stops and turns back, sporting a charming smile.

INSIDE THE BEDROOM

Luca jumps away from the window, smacking into Janine.

JANINE

Are you okay?

Luca just stares back at her, nonplussed.

47.

JANINE (CONT'D)

What is it? What's
the matter?

(beginning to get it)

Oh...

LUCA

"Oh" what? What do you mean, "oh?"

JANINE

(shrugs)
He's a hunk.

LUCA

I got to switch back. Right now!

JANINE

What's the big deal?

LUCA

Get out of here! Just GET OUT!

JANINE

Okay, okay.

OUTSIDE BEDROOM

up
Janine emerges from the bedroom to join Keenan. He looks
at her, questioning.

KEENAN

What's goin' on?

JANINE

It's a girl thing.

KEENAN

Does he need any help in there?

JANINE

Not from you.

OUTSIDE BEDROOM DOOR - LATER

Keenan and Janine sprawled out, leaning against the door,
half-eaten pizza between them on the floor, WEARY.

BUZZING emanates from inside the bedroom.

LUCA (O.S.)

This is good!

Keenan and Janine PERK UP.

KEENAN

Finally.

JANINE

Alright, okay, now open those little levers on the sides,... and flip that center thingy back...

Keenan finds this particularly unsettling.

LUCA (O.S.)

(enthused)

Did you get this thing at the mall?

JANINE

No.

KEENAN

Janine wouldn't have one a' those.

JANINE

Please. And mine's got way more features than that one.

(Keenan's crotch)

Or that one.

Keenan gives her the evil eye.

LUCA (O.S.)

So, where'd you get it?

JANINE

It was Larissa's. My roommate.

Inside the bedroom, the BUZZING STOPS.

LUCA (O.S.)

GROSSS!!!

OUTSIDE DOOR

Keenan grabs the last bottle from his six-pack.

KEENAN

I'm just sayin', he's not that experienced with girls.

JANINE

Oh, and you are?

KEENAN

I'm startin' to wonder if you are?

JANINE

I'm not gonna' feed your fantasies.

Keenan flips the TV remote, disturbed.

INSIDE THE BEDROOM

Luca sits on the edge of the bed, frustrated.

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

Luca?

LUCA

Don't call me that!

JANINE (O.S.)

You gotta' just think about
whatever turns you on. No matter
what it is.

Luca considers, she goes over to the window, peers out momentarily, then draws back.

OUTSIDE THE BEDROOM

Janine lies down on the floor.

JANINE (CONT'D)

(last ditch)

Okay, pretend you're thrown on your
back, pinned against the bed...

Spread eagle, eyes closed, she fantasizes, as she directs...

JANINE (CONT'D)

You can't move an arm, a leg,
nothing, even an inch!

Keenan glances over, taken aback at her tone...

JANINE (CONT'D)

And two strong hands feel your
thighs,...

Keenan watches, getting turned on...

JANINE (CONT'D)

creeping firmly, slowly toward your
breasts...

50.

Keenan lunges for Janine.

JANINE (CONT'D)

Keen!

KEENAN

Babe, every time I look at you, I
get the shivers! I just want to
rip your clothes off, and throw you
down...

JANINE

Oh, Keen!

They're kissing, ROLLING AROUND TOGETHER now,...

KEENAN

I want to envelop every inch of
you, that incredible curve along
your side,...

They roll on the floor, clothes torn...

KEENAN (CONT'D)

I want to pin your arms over your
head, and make mad, passionate...

LUCA (O.S.)

AAAHHH!

Keenan and Janine RECOIL.

Whether agony or ecstasy, it's a frightening sound.

The door opens.

Luke stands in his shorts, ALL MALE.

JANINE

You're a screamer.

EXT. LANGFORD STATUARY SUPPLY - NIGHT

Sydney makes her way through a barbed-wire fence, past a "No Trespassing" sign. A lone DOG HOWLS in the distance.

Life-size replicas of Greek Gods, Venus and David, all face one way in the mist. Their cold stone bodies press up against each other; nude, indifferent.

A figure peers out between the statues in a long black coat, a baseball cap over his eyes: Luke.

51.

SYDNEY

What are we doing here?

LUKE

Didn't want anyone around. So, I did what you said.

SYDNEY

Amazing, huh?

LUKE

Weird. Awful.

SYDNEY

Hmm. Was it difficult making the switch?

LUKE

No. It was hard gettin' back. I need an owner's manual.

Sydney smiles, nods in agreement.

SYDNEY

A lot of guys could use one of those.

LUKE

So, what now? Do I take pills or something?

SYDNEY

No, it doesn't work like that. This may sound odd, but I need to know if you're attracted to me.

LUKE

What? No.

SYDNEY

Hmm. You're not gay, are you?

LUKE

NO! Jeez! I'm just not attracted to you like that.

SYDNEY

Okay, calm down. This could be a problem. Right now, you can go either way anytime you want. It's a very special and critical time for a Z, something you'll experience only once in life.

52.

LUKE

Good.

SYDNEY

You need to use this incredible opportunity you've been given, to figure out which you're supposed to be: male or female.

LUKE

What?

SYDNEY

Don't you see? You get to choose.

LUKE

I don't want to choose. I want to be a guy.

SYDNEY

Yes, well, the thing is, sometimes your desires can conflict with your desires. It's important to know for sure.

LUKE

Believe me, I know.

SYDNEY

I think you need to try again.

LUKE

No way!

SYDNEY

Why're you so resistant? If the truth is, you want to be a guy, great, but if not...

LUKE

Don't even say that!

SYDNEY

Well, clearly some part of you feels differently. You couldn't change if you didn't want to.

LUKE

What?! That's crap!

53.

SYDNEY

That's the thing about the truth. It'll set you free, but first it can really piss you off.

Sydney moves to leave.

LUKE

This is nuts! I'm supposed to be a guy!

SYDNEY

Then what's the problem? You are one.

Sydney turns to leave.

LUKE

You're not gonna' help?!

SYDNEY

I will, the moment you're ready to try again. You can come back to my place right now if you want.

LUKE

Forget it!

EXT. LUMBER MILL - DAY

timber Bikes and SUV's outside the shut down mill. Abandoned
surrounds an asphalt clearing.

Luke, Keenan, Chad, Jeremy, and OTHER GUYS in the midst of a friendly, if brutal roller hockey game.

Luke glances over and spots Max high up on a pile of logs, cheering them on.

Jeremy passes the puck off to Luke who drives it MANIACALLY to score the winning GOAL.

The Guys CHEER.

CHAD

Well, ain't we a basket a'
biscuits?

JEREMY

Yeah, Luke, what got into you
today?

54.

LUKE

The Force.

AFTER THE GAME

The guys gather up their belongings near the cars.

Luke sits on the running board of his truck, unlacing his skates.

Max comes over.

MAX

Hey. Good game.

LUKE

Yeah.

MAX

I dropped by your place. Any chance
you could give me a few pointers.

LUKE

Me?

MAX

You're awesome out there. And according to my sister, you walk on water.

Luke grunts, a smile.

MAX (CONT'D)

Truth is, I uh, met your cousin. Luca.

LUKE

Oh. Yeah?

MAX

You both have practically the same name?

LUKE

We were both named after our Uncle. Locasto.

MAX

Well, she's cool. Actually, she's hot. I was hopin' maybe you could hook me up.

55.

LUKE

Huh? No. Not a chance.

MAX

Boyfriend?

LUKE

No! She just wouldn't be interested!

MAX

She a Lesbian?

LUKE

No! Of course not. Jesus! She's, -my cousin!

MAX

Yeah, okay. So? Michelle's my sister. You gonna' tell me you wouldn't like to do her?!

LUKE

FUCK YOU, man!

Luke **SHOVES** Max, who **SHOVES** him right back.

MAX

What is your deal?!

LUKE

You ASSHOLE!

Luke lunges for him.

They go at it, wrestling **FIERCELY**.

Max gets the upper hand, and pins Luke down to the ground.

Luke surges with **RAGE**, breaks free. Grit teeth, ripped clothes, they roll on top of each other, two rabid pitbulls.

Keenan and the Other Guys rush in, pulling them apart.

MAX

Keep the fuck away from me! And
Michelle too!

LUKE

You can fuck off!

CHAD

What the hell's goin' on?!

56.

KEENAN

(to the guys)
Luke's datin' his sister.

VARIOUS GUYS

(recognition)
Aaaah!

LUKE

Oh, you can all fuck off!

Luke breaks free of the guys, and moves off.

INT. POLLY WOG'S POOL HALL - DAWN

Sydney stands at the bar with a cup of coffee, chatting with Jeremy.

JEREMY

This shirt? I've had it for years.

SYDNEY

Well, it's very sexy. I love men's clothes. What else have you got in your closet?

Jeremy smiles, unsure what she means. When Polly approaches, her eyes a little red, Jeremy pulls her aside.

JEREMY

Polly, are you alright? Didn't mean to walk in on you.

POLLY

Oh, hon. I'm fine, thanks. Love, tears. That's the trade-off.

She puts a hand to his cheek, reassuring. Jeremy ducks behind the bar.

SYDNEY

My God, he's gorgeous.

POLLY

Yes, he's a Michelangelo. And the sweetest boy in the world. Sorry, darling, I'm afraid you'll find he's not your type.

SYDNEY

Oh, we'll see about that.

57.

POLLY

I think he may prefer men.

SYDNEY

I certainly hope so.

Keenan and Janine enter.

SYDNEY (CONT'D)

You two better have a seat.

JANINE

Is Luke alright?

SYDNEY

He should have full control over this now. Something must be really confusing him. The only thing I can think of...

KEENAN

What?

SYDNEY

When he became Luca, was he attracted to one of you? You can get really thrown by that. Janine?

JANINE

No. Not me.

KEENAN

Well, he sure as hell wasn't attracted to me.

JANINE

No. Definitely not.

SYDNEY

Wasn't it just the two of you?

JANINE

Not exactly.

Janine glances to Keenan, as his eyes GO WIDE, grossed out.

KEENAN

Oh, give me a break! No way! Max?! They just had a huge fight. He tried to beat the crap out of him!

Janine and Sydney exchange a knowing look.

KEENAN (CONT'D)

Oh, Christ, Luke's not queer! He
was just turnin' into a girl!

JANINE

Exactly. He was a girl.

KEENAN

Oh! This is just wrong.

JANINE

Would you rather she was attracted
to me?

KEENAN

Would you?!

JANINE

Maybe I would!

SYDNEY

Whoa! HANG ON! Right now, Luke
needs your help. He needs to know
you're behind him, no matter what
he wants.

Janine nods.

JANINE

So, what's all this mean?

SYDNEY

Bottom line? Maybe Luca really
likes this boy, -enough to want to
be female.

JANINE

(to Keenan)
Don't sneer!

KEENAN

Oh, come on! I know the guy.
We've done all kinds a' shit
together: Hoops, hockey!

JANINE

Oh, and girls can't play sports?!

KEENAN

Oh, -whatever! Christ, Janine!
Why the hell would he want to be a

girl?!

59.

JANINE

That's so hard to imagine?!

KEENAN

Uh, -YEAH!

SYDNEY

HEY! LISTEN UP! I know what I'm talking about. You see this?

Sydney pulls out a SNAPSHOT, shows it to Janine.

JANINE

Who's he? An Ex? ...Oh, my God.

SYDNEY

Ex me.

KEENAN

You're one too?
You're a Z?
You're a guy?!

SYDNEY

Was. I made a terrible mistake.

She and Keenan keep staring at the photo...

SYDNEY (CONT'D)

And once you finally figure out who you are, it's a horrible thing not being yourself. That's why it's crucial we help Luke.

Janine nods, grasping the significance.

Keenan keeps looking from the photo to Sydney and back again.

KEENAN

You musta' worked out.

EXT. CAMPUS - OUTSIDE DORM

Luke sits, waiting on the steps of a campus dormitory.

Janine approaches, grinning, carrying a box tied with a bow.
Keenan trails behind, straddling his bike.

LUKE

What's this all about?

Janine hands him the box.

60.

Keenan sneers, cringes.

JANINE

It's just a little something we
thought you might want.

Luke opens it, pulls out a BLUE DRESS.

LUKE

What the hell is this for?

KEENAN

(elated)
I told her.
(to Janine)
I told ya'. What a stupid ass
idea!

JANINE

Keen! Don't! We just want you to
know, whatever you decide, it's all
right with us.

LUKE

Decide?! WHAT?! No, it's not!
Get this thing away from me! JUDAS
PRIEST!

Luke HURLS the box out to the curb. Keenan gives him a
thumbs up!

KEENAN

Sorry, man. Think she wishes
everyone was female.

JANINE

What's that s'posed to mean?

KEENAN

Oh, Christ, Janine! It means he doesn't want to be girl! Like he'd have to think about THAT!

JANINE

There happen to be millions of us out there that like being female!

LUKE

Well, bully for YOU!

Janine walks over to pick up the box.

61.

JANINE

NO! I want to know! Just exactly what's wrong with being a girl?!

LUKE

Nothin'! It's great! It's fuckin' PHENOMENAL, if you happen to BE one!

JANINE

Maybe we should've had this conversation the other afternoon?!

LUKE

That wasn't my choice!

JANINE

I sure as hell didn't make you do it!

KEENAN

Janine, will you just let me talk to him for a sec'?

JANINE

Oh, what?! It's a 'GUY THING?!' Give me a fuckin' break!

Janine storms off with the box.

KEENAN

Sorry, man. She talked me into it. You know Janine.

Keenan picks up his bike, gets on.

KEENAN (CONT'D)

Look, uh, ... you do like bein' a
dude, right?

LUKE

Asshole!

Keenan GRINS, rides off.

KEENAN

(calling back)
You should thank me. The one she
picked out was PINK!

62.

UP THE WALKWAY

Luke passes a sidewalk trash can and notices the gift box
mangled inside.

Glancing around to make sure no one's watching, he pulls the
dress out, brushes off some dirt.

He shoves it back in the trash, stares at it.

INT. MINI-MART - NIGHT

Luke kneels on the floor, stocking candy shelves.

The CHIME BINGS.

He peers over the aisle, looks around, no one in sight.

Michelle appears by the soda dispenser, wary of him.

MICHELLE

Hi.

LUKE

Hey. How are you?

MICHELLE

I'm okay. You?

As they talk, Michelle maneuvers to get closer.

Luke maneuvers to keep his distance.

LUKE

Okay. You look really nice.

MICHELLE

Thanks. I was hopin' you might call.

LUKE

I was going to.

MICHELLE

There's something I need to talk to you about. -But did I do something wrong?

LUKE

No. Nothin' like that. There's just some stuff I've got to sort out.

63.

MICHELLE

Like what?

They gaze at each other across the magazine rack, a mountain range of silence between them,...

MICHELLE (CONT'D)

There's nothing you can't tell me.

LUKE

Me too. What did you want to talk to me about?

They stand silent, beneath the hum of fluorescent lights.

MICHELLE

Nothing really. So, heard you and Max really got into it?

LUKE

Yeah. I kind a' lost it.

MICHELLE

He knows how to push buttons, huh?

What exactly did he say that got you so pissed off?

LUKE

I don't know. We'd just finished a game. I was all revved up.

MICHELLE

He's actually a really nice guy.

LUKE

Not sure he's too crazy about me seein' his sister.

MICHELLE

Did he scare you off?

LUKE

No, he doesn't "scare" me. What, his struttin' around, thinkin' he's such a bad ass, with his shirt hangin' open half the time?

Luke's surprised and embarrassed by his own words.

Michelle steps away, confused.

64.

MICHELLE

It's just an act. He likes pretending he's Joe Cool. Always says you gotta' just be whatever you want, and fuck 'em if they can't take a joke.

LUKE

Well, he's a joke alright.

MICHELLE

Look, I'm not sure this is gonna' work out.

LUKE

I'm sorry, I didn't mean-

MICHELLE

No. I can't do this. I'm not sure you even know who you are. Much

less who I am. Have you ever even had a girlfriend?

LUKE

What's that supposed to mean?!

MICHELLE

Well, if you think my brother's such a "joke," how much better could you think of me? We're not that different, you know?

LUKE

You're totally different. He's a guy, for one.

MICHELLE

And he's my best friend. If you don't like him, you can't like me.

She exits.

MINI-MART - LATER

Luke kneels in the aisle, stocking shelves, distracted, fidgety, distressed.

He glances up at the magazine rack. A Female Fitness magazine catches his attention. The BEAUTIFUL COVER model seems to MOVE.

He stares at it: no movement.

65.

Luke approaches the rack, and flips over the magazine cover.

As he steps away, he glances back at the rack,

CELEBRITY MAGAZINE COVER

The ADONIS on the cover comes to life. He rips off his shirt as he moves off one magazine cover and into another, where

he

passionately kisses the BIKINI-CLAD COVER MODEL.

MAGAZINE RACK

THE MODELS AND OTHERS on half a dozen covers begin stripping down, moving to other magazines and making out with each

other all across the rack.

OUTSIDE THE MINI-MART

The windows glow among the dark trees.

Inside, Luke rips up covers, HURLING magazine after magazine across the floor.

INTERCUT WITH:

INSIDE BATHROOM - LATE NIGHT

Michelle leans against the shower wall, staring at the spray of water, upset.

Steam rises, filling the bathroom.

She begins SINGING, longingly,...

MICHELLE

"I wanna know how to go
To the inside of love.
I can't find my way through."

Washing herself,

behind the shower curtain,

the timbre of her singing voice mysteriously shifts.

As her hand turns the shower faucet, it changes...

MICHELLE (CONT'D)

"I'm outside of love,
To the side or above,
I can't find my way with you"

66.

A glimpse of her shoulder behind the shower curtain, grows more muscular,

and her voice begins LOWERING IN PITCH,...

as MICHELLE BECOMES MAX.

MAX

"Must be a special view,

Finding a me with a you,
On the inside of love."

Max steps out of the shower, and towels off in the mirror.

INT. ORLANDO'S BED & BREAKFAST - NIGHT

A persistent KNOCK on the door. Sydney pulls on a robe over a pair of men's boxers, wiping sleep from her eyes. She swings the door open.

Luke stands outside in POURING RAIN.

SYDNEY

Oh, honey. Come in.

BY THE FIREPLACE

Sydney pours hot tea.

LUKE

You're one too. Why didn't you tell me?

SYDNEY

I didn't want to confuse the issue.

LUKE

So, it's true what you said? You really know. I wouldn't change unless I wanted to?

SYDNEY

Maybe some part of you.

LUKE

What part? How much of me? I mean, for it to work? Half? More than half? What if it was only a tiny bit, -a thought?

67.

SYDNEY

I don't know. But I believe there may be thousands of Z's out there, millions for all we know, go their whole lives without even knowing they are one. Nothing ever

happens. You couldn't keep it from happening.

LUKE

I love being with Michelle. How come I can't control it when she's around?

SYDNEY

I think whatever part of yourself you deny, just gets bigger and bigger until it takes you over.

Luke nods sadly.

LUKE

You think I don't really want to be a man.

SYDNEY

I think for some, making it stop is more important than knowing who you are. It was for me.

LUKE

Maybe for me too.

SYDNEY

Right now, you're Morphescent. The key is to have sex with another Z. You become Adulmorphic. Your gender locks. You can't just change anytime you want.

LUKE

Another Z?

SYDNEY

That's why I came all the way out here.

LUKE

And why you keep tryin' to get me in the sack?

68.

SYDNEY

Thought maybe I could save you some distress. But you say you're not

attracted to me. For it to work,
both of us have to be into it.

LUKE

That won't be a problem.

SYDNEY

Okay then.

LUKE

Tonight.

SYDNEY

Not right now? Okay. Tonight.

EXT CEMETERY - MORNING

Morning dew. Acres of empty grass. Luke sits at the top of
a hill by his dad's grave.

LUKE

Remember that Christmas when Keen
and me accidentally set the
Scofield's house on fire?

He stares up at the sky.

LUKE (CONT'D)

And that burning shingle drifted
over and lit up the Robertson's
place? The whole town was ready to
lynch us, and we snuck back home...
Two AM, you were up drinkin'
coffee,...

He tugs out hunks of grass.

LUKE (CONT'D)

I thought you were gonna' kill us.
But you just looked me right in the
eye, and said, "Son, there's
leftover pizza in the fridge."

A tear rims his eye.

LUKE (CONT'D)

That was the coolest thing anyone
ever said. Dad, I'm in such
trouble.

69.

LUKE (CONT'D)

I feel like if I let this thing in,
it's all over. But I don't know
what else to do. Guess you can't
figure out who you are, until you
accept who you might be.

INT. ORLANDO'S BED & BREAKFAST - DAY

Department store shopping bags and boxes are strewn across
the bed.

man's
Sydney checks herself out in the full-length mirror. A
gray tuxedo jacket over lingerie.

INT. LUMBER MILL - DAY

The giant work floor of the abandoned mill. Sunlight beams
through holes in the roof.

Max, on roller blades, practices guiding the hockey puck
along the floor.

outside
He stops when he notices the figure watching him from
the giant metal doors:

Luca in the blue dress, on roller blades, hockey stick in
hand.

MAX

You're about the last person I
expected to see.

LUCA

I can show you a few moves if you
want?

MAX

Yeah? What the hell.

LATER

hockey
Luca demonstrates hockey technique, expertly guiding a
puck through an obstacle course of broken equipment, timber,
and sawdust piles.

All the while, she dodges Max's attempts to steal the puck.

Max finally gets it, which riles Luca. She hip checks Max. They swerve to avoid a pipe, crash-landing on top of each other on a sawdust pile.

They bust out LAUGHING.

70.

LUCA

Not bad.

MAX

You're better than Luke.

LUCA

I taught him everything he knows.

Luca pulls away from Max, suddenly self-conscious that Max's leg is on top of hers.

Awkward from the broken connection, they gaze up at the blue sky through a hole in the roof.

MAX

I thought you left town?

LUCA

Had to come back.

MAX

Good.

LUCA

Where'd you learn to speak Italian?

MAX

Just tourist stuff. "I'll have the spaghetti bolognese." "How much for a room?"

LUCA

Have you been?

MAX

Little Italy. In New York. Someday, though. Want to go with

me?

at Max leans over and KISSES Luca. She responds, tentatively
first,
then as she grows more confident,...
her face REDDENS, she GASPS.

Luca pulls back, self-conscious, confused. She brushes
sawdust off her dress, stands.

LUCA

Look, this was a mistake.

71.

MAX

Yeah. Of course. I know.

the Looking up, Luca sees Keenan, staring at them from across
floor, incredulous.

Keenan exits out through the giant doors.

LUCA

Oh, Jesus...

MAX

Are you and he...?

LUCA

Huh?

MAX

It's really none of my business.

LUCA

No! I'm sorry. I shouldn't've
come here.

Max stands, brushes off the sawdust.

MAX

Please don't say you're "just
visiting." That you "need to
leave." I'm the one who needs to
leave.

Max skates off across the giant shop floor.

EXT. LUMBER MILL - DUSK

The Semi Truck is parked alone in the middle of the asphalt. From inside the cab, the blue dress flips over the rolled down window.

ACROSS THE PARKING LOT

Keenan leans against a tractor, rolls his eyes, and twists open another beer, which he gulps.

AT THE TRUCK

Luke hops down from the truck cab wearing Langford U. sweats and a T-shirt.

Keenan sits on the running board.

72.

KEENAN

I mean, what the FUCK is goin' on?!
You do wanna' be a girl? You're
into guys now?

LUKE

No! I don't know exactly. I don't
know.

Keenan downs his beer, pensive. He crushes the can and
hurls it, SMACKING a garbage can.

KEENAN

What about Michelle?

LUKE

I had to be sure. I am now. Come
on, it's sort of a Catch-22. I
make out with a girl, I start
turning into one. You gotta'
admit, it's a little weird, isn't
it?

Suddenly uncomfortable sitting so close to Luke, Keenan
stands.

LUKE (CONT'D)

Let's get outta' here. You want a ride somewhere? Janine's?

KEENAN

Why don't you go see her? Think you're more her type.

Keenan picks up his bike.

KEENAN (CONT'D)

I'll see ya' round, okay?

LUKE

"See me around?"

Keenan shrugs.

KEENAN

Look, I'm gonna' find my own place, okay? This is gettin' too fuckin' weird for me.

LUKE

I'm goin' to Dr. Catchadourian's tonight. To make this stop.

73.

KEENAN

I don't care. I've had it with all this crap. I mean, you gonna' start hittin' on me next?

LUKE

Yeah, that's right Keenan, you and me: let's do it.

Keenan rides off, leaving Luke shell-shocked.

INT. SYDNEY'S BED & BREAKFAST - NIGHT

Sydney wears a stunning black silk evening gown.

Small Greek statues now adorn the room.

LUKE

I guess I really did need to face
it head on in order to see.

SYDNEY

It was courageous.

LUKE

Girls, are just, I don't know.
It's a different energy. They're
soft and warm, they can make a guy
feel complete.

SYDNEY

And multiple o's. Actually, male
Z's have multiple o's too. Been so
long I nearly forgot.

LUKE

Cool.

SYDNEY

Okay, to be honest, I'm relieved
you sorted this out. My conscience
would have bothered me for decades
if we'd just gone ahead without you
being certain.

Sydney pops a cork and pours herself and Luke glasses of
champagne. A toast.

SYDNEY (CONT'D)

To womanhood!

74.

LUKE

To manhood!

They drink.

LUKE (CONT'D)

So, how does this work?

SYDNEY

We just do it. And, ...it just
happens.

AT THE BED

Luke and Sydney begin undressing.

SYDNEY

Do you like this dress?

LUKE

Sure. Looks great on you. Man, dresses! Even without everything else, dresses are reason enough right there to stay a guy.

Sydney takes this in, considers,...

SYDNEY

"Stay a guy?" Let me get this straight. You didn't decide to be a woman?

LUKE

No. Of course not. What?

Sydney, realizing her mistake, regroup: Plan B.

SYDNEY

Just testing you. Hold on a moment. There's something I forgot...

She retrieves some ROPE.

LUKE

What's that for?

SYDNEY

You've never done it with another Z. Trust me, you need to be tied down.

75.

LUKE

Does it hurt?

SYDNEY

On the contrary.

BEDSIDE TABLE - LATER

The alabaster eyes of a small Greek Statue stares blankly in the direction of the CARNAL SOUNDS coming from the bed, OFF

SCREEN...

SYDNEY (O.S.)

Just let yourself go completely.

LUKE (O.S.)

Wow, this is intense.

SYDNEY (O.S.)

When two Z's do it, the lateral hypothalamus gets completely overwhelmed,...

LUKE (O.S.)

OH, MAN!!

SYDNEY (O.S.)

Cellular fission kicks in, and, well,... you can go Zytusional!

LUKE (O.S.)

Unbelievable!

The chiseled eyes of a two-foot Statue of David, blankly stare.

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

Oh no. What's happening?

Luke's voice begins RISING IN PITCH...

HALF-LUCA (O.S.)

What have you done?!

(Luca)

NOOOOO!!!!

The SOUNDS ESCALATE, growing increasingly more INTENSE, culminating in the extraordinary, never before heard, **SOUND OF ZYTUSIONAL CLIMAX...**

76.

LUCA/LUKE AND SYDNEY (O.S.)

!!!!!!!!!!!!!!!!!!!!

Silence.

MIRROR - LATER

A great-looking, bare-chested guy with Sydney's hair appears in reflection: MALE SYDNEY.

Behind him, still strapped to the bed, is now Luca, a GAG in her mouth.

Male Sydney carries a phone while fussing with his hair in the mirror.

MALE SYDNEY

(into phone)

I hear you're the best. Yes, it's an emergency! Please. Or I'll have to cut it myself.

(to Luca)

Now, you look me in the eye, and tell me that wasn't the best sex you ever had.

Luca MOANS, STRUGGLES VIOLENTLY!

MALE SYDNEY (CONT'D)

(into phone)

Half an hour! YES! THANK you!

Male Sydney clicks the phone off.

MALE SYDNEY (CONT'D)

You can have all my clothes. Oh, and I just bought these incredible Anna Felucci pumps.

(reconsiders)

Maybe I should keep those.

Male Sydney returns to dressing, a ribbed tank beneath a gray Italian tux.

MALE SYDNEY (CONT'D)

Okay, I wasn't completely honest with you, but I never lied either. It stopped. That is what you wanted. You're Adulmorphic now. The only way to switch is to do it with another Z.

He gazes at Luca, a pang of guilt. He sits on the bed, speaks softly.

MALE SYDNEY (CONT'D)

I know you don't believe me, but this is the right thing for you. Eventually, you'll figure that on your own. But I could tell it was just gonna' take way too long!

Luca stares, distraught.

MALE SYDNEY (CONT'D)

Oh, for Chris' sake. Being a woman doesn't make you any less of a man!

The entire bed LURCHES back and forth as Luca struggles.

Male Sydney winces, pangs of guilt, which turn to anger...

MALE SYDNEY (CONT'D)

Damnit! I can't live my whole LIFE wrong 'cause of one stupid mistake! I'm a man! I love havin' this chest, these arms! But most of all,...

(grabs his pant crotch)

Welcome home, boys! Hang in there, I'm takin' you out for a SPIN!

LATER

Luca lies alone in the room, bound and gagged on the bed.

A KNOCK at the door.

Luca MOANS and tries to YELL through her gagged mouth.

The KNOCK PERSISTS.

SIDE WINDOW

The ivy parts and Keenan peers in.

His eyes GO WIDE.

He pushes the window open a little, whispers...

KEENAN

What's goin' on? Where is she?

Luca MOANS and struggles against the ropes.

KEENAN (CONT'D)

Whoa. I guess I really didn't think you were gonna' go this way. Okay. Whatever.

Keenan sits on the edge of the bed.

Luca MOANS trying to get Keenan to remove the gag.

KEENAN (CONT'D)

Hang on a sec'. Look, I'm sorry about earlier, -what I said. But all this stuff. Janine and I split up.

Luca stops struggling, shocked.

KEENAN (CONT'D)

All I ever did was piss her off. I'm not sure she even wants a guy. And you think I'm so much better with girls than you, and sure I can get laid anytime I want, but truth is, I never even woulda' hit on her if it weren't for watchin' you.

Keenan climbs on top of Luca, starts untying her hands, straddling her.

KEENAN (CONT'D)

The way you just talk to 'em about anything, like it was okay. I gotta' get her back, man.

With Herculean effort, Keenan struggles to hold back tears...

KEENAN (CONT'D)

It's like the whole world's blown apart. Ah, shit. Man, you havin' tits now is just weird.

EXT. WOODED HIGHWAY

The truck THUNDERS along through the trees, head lamps

BLAZING, dashboard lights bright.

Keenan's at the wheel.

LUCA

Janine said he's definitely there.

79.

KEENAN

Did she mention me?

Luca indicates 'no.'

KEENAN (CONT'D)

Women. God, I'm glad you want to be a guy. You are absolutely sure, right?

LUCA

Yes!

KEENAN

'Cause it really is totally cool either way.

LUCA

I'm SURE.

KEENAN

Okay, I just don't want you to think I'm zerophobic, or somethin'.

EXT. POLLY WOG'S POOL HALL - NIGHT

Students gather outside the farmhouse pool hall.

Male Sydney spots his prey, and approaches Jeremy, who hangs out alone on the grass near a small bonfire.

The firelight licks their faces.

MALE SYDNEY

You're on the wrestling team.

JEREMY

Yeah. You catch the meets?

MALE SYDNEY

Just an educated guess. Wanna'
wrestle?

Jeremy LAUGHS, glances around, unsure what to make of him.

INSIDE THE SEMI

The truck CAREENS around a CURVE.

LUCA

Can't this thing go any faster?!

80.

Luca considers...

LUCA (CONT'D)

You know me better than anyone.
What do you think?

KEENAN

Huh?

LUCA

I mean, if I weren't a hundred
percent sure which I'm s'posed to
be. If you had to say.

KEENAN

All I know is, every time you look
at Michelle, or think about her,
you smile. What the hell else do
you need to know?

LUCA

It's not right. She deserves to be
with a normal guy.

KEENAN

So, you don't get to be with
anyone?

They drive in silence.

KEENAN (CONT'D)

That why they call it "zero-
philia?"

LUCA

She's not gonna' want some guy who

thinks maybe he's supposed to be a girl sometimes.

KEENAN

How do you know? Did you ask?

LUCA

No way I'm gonna' ask her that.

KEENAN

Well, you have to. Where are your nads, man?!

Luca glares at him. Keenan realizes his mistake...

KEENAN (CONT'D)

We'll get 'em back.

81.

The truck ROARS on.

EXT. POLLY WOG'S

As Janine looks on, Male Sydney moves in for the kill.

MALE SYDNEY

Come on, let's grab a couple beers.

Sydney tugs at his T-shirt.

MALE SYDNEY (CONT'D)

Of course, I see you brought your own six-pack.

GRAVEL PARKING LOT

Keenan and Luca hop down from Luke's truck, scanning the crowd.

Janine waves to Luca and points across the way.

Luca nods.

LUCA

Let's go!

KEENAN

Jeez. She won't even look at me.

They stride across the field.

BEHIND THE BARN

Male Sydney shoves Jeremy passionately against the wall.

MALE SYDNEY

I do love to mess with Texas.

Keenan and Luca appear around the corner.

LUCA

There!

MALE SYDNEY

We better get outta' here.

Keenan reaches them first. He wrenches Male Sydney and Jeremy apart.

82.

JEREMY

Keenan?! It's not the way it looks.

KEENAN

Oh, Jeremy, I so profoundly don't care if you're queer. Trust me, around here, that's nothin'!

Luca catches up and TACKLES Male Sydney, throttling him on the ground.

LUCA

You son-of-a-bitch! We're doin' it again, right now!

JEREMY

Jeez. She your wife?!

MALE SYDNEY

No! She just said, she wants sex!
(to Luca)
I can't. I'm sorry.

LUCA

"Sorry?!" Fuck you! FUCK ME!
NOW!

MALE SYDNEY

It won't work.

LUCA

We're goin' inside right here!

MALE SYDNEY

I'll scream rape.

LUCA

So will I.

They pull Male Sydney toward the barn door.

MALE SYDNEY

But I'm gay!

LUCA

So what?

MALE SYDNEY

We both need to be into it, or
nothing happens.

83.

KEENAN

Such bullshit.

Jeremy moves off, wide-eyed and disturbed.

MALE SYDNEY

That's why I became a woman in the
first place. I couldn't handle it.
Figured if I was female, it was
okay to like guys.

KEENAN

She's lyin'.

Male Sydney shakes his head 'no.'

LUCA

You're tellin' me, 'cause you're
straight as a girl and I'm straight
as a guy, we can screw and switch,
but...

MALE SYDNEY

'cause you're straight as a girl,
and I'm gay as a guy, even if we do
it...

LUCA

I'm just screwed.

Keenan's confused...

KEENAN

Jeez. You need trigonometry to
figure this thing out. Maybe
you're 'bi.'

MALE SYDNEY

In my world the Kinsey scale's
three-dimensional, but trust me,
girls do nothing for me. Zilch!
(to Keenan)
You, on the other hand...

Keenan RECOILS.

LUCA

What am I gonna' do?

KEENAN

What if he's lying? I say, do him
again anyway!

84.

LUCA

Fine!

MALE SYDNEY

Fine. Waste of time.

Luca notices Michelle standing nearby.

LUCA

Michelle.

KEENAN

Oh, man.

LUCA

It's not what you think.

Keenan and Luca realize that she's Luca right now, not Luke.

KEENAN

What does she think?

LUCA

I'm not sure.

MICHELLE

You asshole!

Michelle moves off.

ALONGSIDE THE BARN

Luca runs up.

MICHELLE

I don't believe this. You slept
with that guy?!

LUCA

It's not what you think.

MICHELLE

Oh, please! What about Max?

LUCA

What about him?

MICHELLE

Don't you care about him at all?!

LUCA

Not like that: I'm straight! I'm
attracted to you!

85.

MICHELLE

Oh, who cares, you idiot! And
sorry to break it to you, but I'm
straight too.

LUCA

No. This'll sound crazy, but I'm
not who you think I am-

MICHELLE

Oh, Christ, Luke, -Luca: I know who you are!

Luca stares, stunned.

LUCA

You know I'm a Zerophiliac?!

MICHELLE

Yes! So you can just go fuck yourself. -Literally!

LUCA

Does Max know who I am?

MICHELLE

What if he does? Do you?

LUCA

He's a guy!

MICHELLE

And you're a girl!

LUCA

I'm not!

Michelle gestures "Oh really?!"

LUCA (CONT'D)

I'm not supposed to be!

MICHELLE

There's no supposed to be anything, you just ARE!

LUCA

Is that what you think?! NO!

86.

MICHELLE

Well, then congratulations! You're a guy, just like every other guy I ever met! I can't believe you slept with him!

LUCA

He was a woman! I was tricked. I didn't know I'd switch.

Michelle stares, incredulous.

MICHELLE

You're gonna' tell me he's a Z
too?! Both of you?!

LUCA

Yes!

MICHELLE

Well, that's just perfect. What,
is there something in the water
around here?!

LUCA

She told me it would make it stop.
That it would keep me from turning
into a girl.

MICHELLE

So what?! Why's that so important
to you?! There's no way this was
gonna' work.

LUCA

Because I'm a Zerophilic.

MICHELLE

Because you can't stand being one!
Bye, Luca.

LUCA

(correcting her)
Luke.

She glances back, sad and angry.

Luca watches her go, distraught, and then RUNS...

ATOP A GRASSY HILLSIDE

Luca collapses on the ground, overlooking Polly Wog's.

87.

Janine and Keenan run up, a few yards behind. They sit
nearby, catching their breath, unsure what to say.

Luca gazes up at the moon.

LUCA (CONT'D)

What's it like? To really make
love?

They all three gaze up at the moon.

Keenan steals a glance at Janine.

KEENAN

The best part's just lyin' there
after. Really close, really far
away.

JANINE

Like goin' to the moon, maybe.

KEENAN

Yeah. ...They should open a pizza
joint up there.

Janine glares at him, and Keenan winces.

LUCA

What am I gonna' do?

KEENAN

Maybe being a woman'll turn out
okay. Like being an elevated
member of the male species.

JANINE

Elevated "member?"

KEENAN

I just mean, maybe he'll learn to
like it.

JANINE

(sarcastic, to Keenan)
As hard as that is to conceive!

LUCA

Shut up! Both of you! What, you
want a written guarantee? You're
so damn lucky! You're into him,
he's into you. Super-glue! What
the hell else do you need to know?

Janine looks to Keenan with a look of remorse, hopeful...

KEENAN

I think you're the female half of me.

JANINE

I think you're the macho half of me.

They kiss.

LUCA

And I don't know what half of who the hell I am.

They look to Luca surprised,...

then all three bust out LAUGHING.

JANINE

What are you gonna' do?

LUCA

I don't know. I prefer being a guy, but I'm a girl? I'm attracted to Max, but I'm in love with Michelle? It's like I'm s'posed to be both.

Her own admission surprises her.

LUCA (CONT'D)

Not too practical. But at least now I know.

She almost laughs, sad, but relieved.

INT. POLLY WOG'S POOL HALL - LATE NIGHT

The place is cleared out, save for Polly cleaning up behind the bar and Max, alone, shooting pool.

POLLY

Girl trouble? Boy trouble?

Max shrugs.

POLLY (CONT'D)

How about we get a game in before

dawn?

89.

Max nods, sets up a new rack.

MAX

What's the point? It never works out. Or they just cheat on you anyway.

POLLY

Liverpool was a veritable shagfest when I was your age. A boulevard of broken hearts. But eventually, I found him.

She sinks the cue ball in a corner pocket.

POLLY (CONT'D)

Scratch. Then he died.

MAX

Sorry.

POLLY

Everything reminded me of him. So, I came here, half way round the world to forget. Then created this place, just like the one where we met.

MAX

He can't handle this. Us. He can't handle who he is.

POLLY

You being a guy too?

MAX

Or him being a girl.

Polly's confused, but presses on.

POLLY

Everyone's terrified. But once you really know someone, and they know you, it makes you whole.

MAX

No one wants to know who I really am.

POLLY

You're so sure?

90.

MAX

It's impossible. He was the one person I thought could understand. But no, it's impossible.

Max puts the cue stick down, and moves off. Polly calls after,...

POLLY

It's worth finding out.

EXT. ROAD RAGE GARAGE - LATE AFTERNOON

Max slides out from under an old car. Seeing Luca, he hardens, wiping his greasy hands on a rag.

LUCA

Hey.

MAX

Hey.

LUCA

I know she doesn't want to talk to me. But do you know where I can find her?

MAX

New York. Left two days ago.

LUCA

Oh, man. ...You're staying?

MAX

Just 'til Friday.

Max returns to his work.

LUCA

I wanted to apologize to her.

Forget it, I don't know, ...
Obviously, nothing's gonna' ever be
with me and her, but I just wish
she knew how much I, -and that I
wasn't cheating, I was just trying
to be a man for her.

(laughs)

She'd have a field day with that
one, huh?

MAX

True.

91.

LUCA

If you talk to her, please just
tell her, I'm sorry, and I wish her
the best, ... everything.

MAX

Thanks.

Luca 'nods', not fully understanding Max's response.

LUCA

I'm sorry. To you too.

MAX

For what?

LUCA

Mixed signals, I guess.

Max walks toward the back, then YELPS, wincing.

MAX

Ow! Son-of-a-bitch!

LUCA

You all right?

MAX

Stepped on a nail. Damn it!

Max sits on a crate, starts untying his boot.

MAX (CONT'D)

So, you gettin' used to this at
all?

LUCA

I wish.

MAX

You definitely had me confused.

LUCA

For whatever it's worth. I think
you're a pretty hot guy.

MAX

Thanks. But you're not interested?

LUCA

Truth is, I am. And I guess it
sounds crazy, but I couldn't do
that to Michelle.

92.

Luca moves off, as Max removes his boot, and his sock.

MAX

For whatever it's worth, I think
you're pretty hot too.

LUCA

Thanks.

MAX

Too bad you're a moron.

LUCA

Excuse me?

MAX

I have incontrovertible proof.

TATTOO

Luca stares at Max, and then down at his ankle, at the

OF A GREEN BIRD.

Max meets her eyes,

and it finally dawns on Luca,

standing, in shock, and now putting it all together,

she LUNGES for him, nailing him to the ground, kissing him.

She RIPS Max's T-shirt as they fall to the asphalt, knocking over oil cans.

Passion. Unbridled.

IN THE PARTS YARD

Luca manhandles Max, shoving him against a pile of huge tires, as Max's face transforms...

BY OLD RADIATORS

Michelle slams back onto the crabgrass. She pulls Luca toward her as Luca's face transforms into Luke.

BY DISCARDED TRUCK CHASSIS

Luke and Michelle roll on the crabgrass, kissing,

TRANSFORMING as they roll, into Luca and Max and Michelle

and

Luke and Luca -or was that Max?

93.

INT. MICHELLE'S BEDROOM - DAWN

White gauze curtains billow in the morning breeze. The sun's first rays light up the down comforter and white pillows.

Michelle stirs slowly, then BOLTS AWAKE. She grabs
Luke, a vise grip around his torso.

He awakens, groggy.

LUKE

Hey you. ...Good morning. What's up?

Michelle bites her lip, embarrassed, releases him.

LUKE (CONT'D)

You still think I'm going to bolt, don't you?

MICHELLE

And leave me stuck.

He smiles.

LUKE

What do you want, a gender pre-nup?

MICHELLE

Maybe. I have to go to work.

MOANS.
She nuzzles him playfully. Luke glances at the clock,

LUKE

Only place I'm going is back to
sleep.

MICHELLE

No. I can't show up at work like
this.

LUKE

Oh, yeah.

He smiles, folds into her.

FADE OUT