

All The Way  
by  
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FADE IN:

INT. BANQUET HALL - EVENING

With a 30th wedding anniversary celebration in full swing for HOWARD and FRANCES CAMERON, seated at a table with sons, DANIEL, 25, BILLY, 23, Daniel's pregnant wife, BECKY, and Billy's girlfriend, SUSAN RICHARDS, Billy tops up his wine glass from a bottle on the table, then stumbles to his feet to make a toast.

BILLY

Excuse me, but if I could have everyone's attention. It isn't every day you get to celebrate your parents' 30th wedding anniversary.

MAN #1

I guess you were right about not needing college, Billy.

BILLY

You don't need a degree to know it isn't easy staying married these days, especially when you've only had sex twice. I think you all know my brother, Daniel, aka the first time.

MAN #2

Maybe you should sit down, Billy. Let someone else stand for a change.

WOMAN #1

Yeah! Someone who can.

Billy sits down as Daniel stands.

DANIEL

As the eldest, I always thought I'd be the hard act to follow....No, it's fine. Years of therapy have helped me work through it....But enough about Billy and me. The real stars of this evening are our parents, Frances and Howard Cameron.

Daniel sits down now as Howard stands to speak.

HOWARD

Thank you all for coming this evening. Thirty years ago I married the most beautiful woman in the world with the promise I'd give her the world. As a doctor's wife, she spent most of those years raising Daniel and Billy almost single-handedly without once reminding me of that promise.

(more)

HOWARD (cont'd)

Well, Frances, tonight I'm going to make good on it. I'm going to take an early retirement, we're going to sell the house, and we're going to travel. Oh, and we're going to have lots of sex.

Howard kisses Frances to CHEERING from everyone, but Daniel.

LATER

Billy goes to the bar as guests mingle and dance to a JAZZ COMBO. He turns and makes a drinking motion to Susan across the room who shakes her head 'no.'

BILLY

(to bartender)

Beer, please.

Daniel appears at Billy's side.

DANIEL

You don't think he's serious, do you?

BILLY

You mean about retiring? Selling the house? Squandering your inheritance travelling the world? I think so. You don't think he's serious about the sex part, do you?

DANIEL

You promised you wouldn't get drunk, Billy.

Billy flashes his trademark smile, then exits as Daniel approaches Howard and Frances on their way to the dance floor.

DANIEL (cont'd)

Can we talk?

HOWARD

Not if you want to talk about what I think you want to talk about. Come along, Frances, they're playing our song.

AT SUSAN'S TABLE

Susan watches with amusement as Billy chats up a couple of women across the room as Becky waddles up to her.

BECKY

I don't think I've ever seen Billy be serious.

SUSAN

Yeah, well....How are you and the baby doing?

BECKY

He/she's been dancing all night long.

Billy appears suddenly and pulls Becky toward the dance floor.

BILLY

He/she hasn't danced with me yet and neither have you.

BECKY

No, Billy.

BILLY

I'm sorry, but we'll have to go to the judges on this one.

Billy cups his hand to his ear.

BILLY (cont'd)

It seems yes is the only appropriate response. Tell her, Susan.

SUSAN

He'll just bug you till you give in.

BECKY

But I'm a boat!

BILLY

Don't worry. The way I dance, no one will even notice you.

As Becky sways awkwardly on the dance floor and Billy dances with exuberance, Daniel appears between them.

DANIEL

We need to talk, Billy.

BILLY

Can't you see I'm dancing with your wife and future child? Come to think of it, you should dance with us too.

Billy cajoles Daniel into dancing with them as Becky's water breaks.

BECKY

Daniel!

DANIEL

In a minute, honey. We need to present a united front here, Billy.

BILLY

Why? I think it's great they want to have some fun before...well, before they can't have fun anymore.

DANIEL

I should've known you'd take their side. There's more to life than --

BECKY

Billy, would you take me to the hospital? I'd rather not have my baby here. Oh, and you might wanna watch where you step. It's a little wet.

BILLY

Oh, my God! You're having it now?

INT. HOSPITAL. EMERGENCY ROOM - EVENING

Daniel coaches Becky in her Lamaze breathing as they enter a hospital Emergency Department, followed by Billy and Susan.

DANIEL

Hold on, honey, we're almost there.

BECKY

It's not entirely up to me.

BILLY

Hello? We're having a baby here!

BECKY

We?

A NURSE approaches Becky and calmly takes her pulse.

NURSE

How far apart are the contractions?

BECKY

About thirty seconds, I think.

NURSE

Then he's right. We're having a baby.

BILLY

Hear that, Susan? I'm right.

INT. HOSPITAL. MATERNITY WARD. NURSERY - EVENING

Nurse #2 holds the baby up to the viewing window.

DANIEL

Look at him. I can't believe I had a part in bringing him into the world.

BILLY

I guess there are good accidents.

DANIEL

We planned this, Billy. Some people do plan their lives, you know.

BILLY

Yeah, well...are you sure he's a boy? He doesn't look like much of anything.

The nurse discreetly opens the baby's blanket.

BILLY (cont'd)

He's a boy alright. And he's got your cock.

INT. HOSPITAL. BECKY'S ROOM - EVENING

Susan adjusts her pillows for her as Becky nurses the baby.

SUSAN

How's that? Better?

BECKY

Much. Thank you.

Daniel and Billy enter with unlit cigars in their mouths.

DANIEL

The parents said they'd be by tomorrow to see the baby. And you, of course.

Daniel kisses Becky and the baby, in turn, as Billy makes the sign of the cross when he sees that Becky's nursing.

BILLY

Whoa!

BECKY

Believe it or not, this is what they're for, Billy.

BILLY

(to Daniel)

I suppose he gets this from you.

Susan kisses Becky's cheek.

SUSAN

We're going to go and let you rest.

BILLY

And doesn't nine months seem like a long time to wait, even for this?

BECKY

It takes that long for you men to get used to the idea, not to mention the time it takes for the fertilized egg to reach the womb, the placenta to --

BILLY

Thanks, but that's a little more information than I need.

SUSAN

Like I said, we're going to go.

DANIEL

I don't care how long it takes, it's worth it. I didn't realize how much until I saw that sweet little face staring back at me for the first time.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Billy is wide awake and happily smoking his cigar when Susan enters from the ensuite bathroom. She indicates the cigar.

SUSAN

Must you?

BILLY

How many times in my life am I going to become an uncle, Susan?

SUSAN

I guess that depends on Becky and Daniel.

She climbs wearily into bed and turns out the light.

BILLY

Do you think I'd make a good father, Susan?

SUSAN

Uh-huh.

BILLY

You do?

SUSAN

Who better to understand a child than another child!

BILLY

I'm serious, Susan.

SUSAN

So am I.

BILLY

What would you say if I said I was thinking of having one? A baby.

SUSAN

I'd say with who....Whom.

BILLY

You, of course.

SUSAN

Good-night, Billy.

Billy cuddles up to Susan and begins kissing her.

BILLY

Are you really tired? Are you too tired to....

He stops kissing her suddenly.

BILLY (cont'd)

I think I had too much to drink, Susan.

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - MORNING

A TV is tuned to the news as Susan dishes up a plate of bacon and eggs for Billy as he enters and takes a seat at the table.

NEWSCASTER (ON TV)

And this just in from the 'you think you're having a bad day' department. It seems a Minneapolis man who won the state lottery on the weekend suffered a fatal heart attack on his way to collect his big prize --

BILLY

Poor schmuck. Thank you.

SUSAN

He must have done something to deserve it. You're welcome.

BILLY

You think he deserved to die?

SUSAN

I didn't say he deserved it. I said he must have done something to deserve it. There's a difference.

BILLY

What did I ever do to deserve you?



Billy pulls Susan onto his lap and nuzzles her neck.

SUSAN

No, Billy. I'm already late.

(off his look)

For work. You do remember work, don't you? And I'll probably be late so we'll just order a pizza when I get home.

Susan kisses Billy good-bye, then exits.

BILLY

You still love me, don't you, Susan?

Billy waits for a reply that doesn't come. When he HEARS the apartment door CLOSE, he just shrugs.

INT. REILLY'S BAR - DAY

Billy and Daniel are drinking mugs of beer at the bar.

DANIEL

A baby's permanent, Billy. At least for eighteen years. Of course, she wouldn't want to discuss it with you.

BILLY

What do you mean 'of course?'

DANIEL

I mean you've had more women than most men have had haircuts. If you consider the average man gets a haircut every three or four weeks --

BILLY

I'm not that bad. Or good. You know, depending. And maybe I'm ready to settle down now. Susan's the best thing that's ever happened to me.

Daniel checks his watch, then chugs the last of his beer.

DANIEL

I agree, but maybe you just haven't had a chance to get a little off the top lately.

EXT. REILLY'S BAR/STREET - DAY

Billy and Daniel exit and walk along the street.

BILLY

So have you picked a name yet?

DANIEL

No and we're not naming him after you.

BILLY

You're not gonna name him after Pop?  
You're not gonna call him Howard!

DANIEL

It was good enough for Howard Hughes,  
Howard Johnson....

BILLY

Howard Cosell, Howard Zucker.  
(off his look)  
Tenth grade English. The guy was a  
sadist.

DANIEL

Don't worry, we're not naming him  
Howard.

BILLY

Good. So how does this godfather  
business work?

DANIEL

Why?

BILLY

You just had a baby? I'm your brother?

DANIEL

Billy!

BILLY

I'm your brother, Daniel. Your flesh  
and blood.

DANIEL

I assumed you wouldn't want to be.

BILLY

Well, I do.

DANIEL

Well, I'm sorry. Since I'm the god-  
father of his first child, I asked  
Peter Maxwell. Besides, there's a  
certain responsibility to being a  
godfather.

BILLY

Did I mention I'm your only brother?

DANIEL

I'm sorry, Billy. I've gotta go.

INT. BILLY AND SUSAN'S APARTMENT. HALLWAY - DAY

Billy enters and double-takes on Susan's laundry and dry-cleaning sitting on the floor by the door.

INT. APARTMENT BUILDING. LAUNDRY ROOM - DAY

Billy sorts Susan's clothes into piles, then realizes he only has enough money for one load. He throws everything in together, adds detergent, and starts the machine.

LATER

Billy removes the clothes from the dryer to find some of the items have shrunk and are discolored.

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - DAY

Billy takes a deep breath and starts to make dinner.

LATER

With the kitchen in disaster mode and the dinner ruined, Billy grabs a beer and slumps disconsolately into a chair. When he HEARS the door, he waits with bated breath as Susan enters and reacts to the mess, then to the laundry.

BILLY

I'll clean everything up, Susan.  
Want me to order the pizza?

SUSAN

Why don't we hold off on that?  
(indicating beer)  
Unless you've had too many of those?

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Billy and Susan cuddle after sex.

BILLY

So what was this? Mercy sex?

SUSAN

I may have dropped by the hospital --

BILLY

So you heard about Peter Maxwell?  
...Were you wearing your diaphragm  
just now, Susan?

SUSAN

Don't start, Billy. Just because you  
have some weird competition thing  
going with your brother, that's no  
reason to have a baby.

INT. SUPERMARKET - EVENING

As Susan pushes a cart up an aisle, Billy fills it with groceries which she automatically replaces with different brands, sizes, etc., all of which he takes in stride.

BILLY

It wouldn't have to be a big baby, Susan. Just a little one. Maybe a preemie so you wouldn't have to carry it the full nine months.

SUSAN

That isn't funny, Billy.

BILLY

I know, Susan. It's a big responsibility, not one to be taken lightly.

SUSAN

That's right.

Billy picks up two kinds of ice cream, unable to choose between them. Susan takes one finally, puts it in the cart, returns the other to the freezer, then continues up the aisle. Again, he takes it in stride.

BILLY

And if he turns out to be one of those spoiled brats, we can always ship him off to military school.

SUSAN

He?

BILLY

So you have thought about this?

EXT. SUPERMARKET/PARKING LOT - EVENING

Billy follows Susan to his sports car with the grocery bags.

SUSAN

Women always think about these things, Billy. It doesn't mean anything.

BILLY

Maybe it does, Susan. Maybe the fact you've thought about having a baby is a sign....Was I the father?

CINDI (O.S.)

Billy?

Billy turns to see a perky BLONDE jogging towards them.

CINDI  
I thought it was you. How are you?

BILLY  
I'm fine. Good, actually....Oh, this  
is Susan.

A beat, as Susan waits for Billy to introduce her.

SUSAN  
And you're....

CINDI  
Cindi...with an 'i.' You should call  
me sometime, Billy. We can do lunch.

Cindi turns and jogs away as Susan looks at Billy.

SUSAN  
You have no idea who she is, do you?

BILLY  
She's Cindi! With an 'i.' But you  
don't have to worry, Susan, I don't  
do lunch anymore.

SUSAN  
I'm not worried, Billy. I trust you.

BILLY  
You do? You should. You can, Susan.

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - EVENING

As Billy helps puts the groceries away, Susan immediately  
moves them to the right place.

BILLY  
Are you saying you never want to have  
a baby, Susan? You don't want to have  
a baby right now? Or you don't want  
to have a baby with me?

SUSAN  
Give it a rest, Billy. We've only  
been together two months.

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

Susan rifles through the bathroom drawers as Billy channel-  
surfs with the TV remote on the bed in the bedroom.

BILLY  
I know it's not thirty years like my  
parents, Susan, but it's been the  
best two months of my life --

When Susan appears in the doorway, Billy stops on a kids show. She goes to the TV and switches it to a wrestling match, then starts rifling through the dresser drawers.

SUSAN

Two months is still two months and we could never afford the therapy bills. Okay, what'd you do with it, Billy? What'd you do with my diaphragm?  
(off his look)  
That's it! You're cut off.

Susan hands Billy a pillow and points to the door which he begrudgingly edges toward.

BILLY

But the springs dig into my back --

SUSAN

You should have thought of that before you --

BILLY

Maybe you just misplaced it, Susan? Maybe....

He indicates she may be wearing it still, prompting her to SLAM the door in his face.

BILLY (O.S.)

You still love me, don't you, Susan?

INT. BILLY'S CAR - DAY

Holding a dress box, Susan looks sullen as Billy drives. To cheer her up, he turns on the RADIO to an upbeat SONG. When her mood doesn't change, he switches stations to a sad SONG. When her mood still doesn't change, he turns the radio off.

EXT. HOWARD AND FRANCES' HOUSE - DAY

Billy parks the car and rushes to open the door for Susan. As she goes to the house, he rushes to open that door too.

EXT. HOWARD AND FRANCES' HOUSE. BACKYARD - DAY

Becky holds the baby up to Billy to kiss as Howard fires up a barbecue in the background that has a picture of a pig on it. The caption underneath reads: Eat beef.

BECKY

Say hello to your Uncle Billy.

BILLY

But not to your godfather Billy. Does he have a name yet?

BECKY

I suggested we name him anal-  
retentive after his father but Daniel  
seems to think we can do better....  
You don't hide a woman's contra-  
ceptive device, Billy. That's  
tantamount to war.

BILLY

I thought this was a barbecue so I  
left my dictionary at home.

BECKY

But you understand war, don't you?  
And it so doesn't have to be one.

BILLY

Did she happen to mention if she's  
ever going to talk to me again?

BECKY

Oh, Billy.

Becky brushes her hand along Billy's cheek, then walks away.

BILLY

What?

INT. HOWARD AND FRANCES' HOUSE. KITCHEN - DAY

Frances is putting the meat to be cooked on a platter while  
Susan pins the hem of a denim jumper Becky is wearing. The  
box Susan had been carrying earlier sits empty on the table.

FRANCES

I don't remember a Cindi. I remember  
a Bridget, a Marianne, a Jennifer.  
...no, two Jennifers. But you're our  
first Susan.

Billy enters as Susan finishes pinning the jumper.

BECKY

What d'ya think, Billy?

BILLY

It's a dress.

She undoes a flap over one of her breasts and flashes him.

BECKY

It's for nursing. Susan designed it,  
but I guess you know that already.

BILLY

Pop's ready for the meat.

Frances brushes Billy's cheek the way Becky had earlier, then hands him the platter. He exits with it, confused again.

BECKY  
He's really hurting.

SUSAN  
I know. If you take the jumper off,  
I'll hem it for you.

INT. HOWARD AND FRANCES' HOUSE. LIVING ROOM - DAY

Surrounded by several partially-packed boxes, Daniel is rocking the sleeping baby when Billy enters.

DANIEL  
Can you believe our lives are going  
into these boxes?

BILLY  
You have a new life now, Daniel. One  
that sleeps a lot.

DANIEL  
You wouldn't say that if you were the  
one up with him every night....Oh,  
he's waking up, he probably needs  
changing.

BILLY  
Want me to get Becky?

DANIEL  
Just hand me that bag over there.

BILLY  
You mean you --

DANIEL  
Becky's going back to work part-time,  
Billy, which means I'll be home part-  
time. Changing diapers. Unless, of  
course, you'd like to....

BILLY  
Maybe you should ask his godfather.

EXT. HOWARD AND FRANCES' HOUSE. BACKYARD - DAY

With everyone grouped around a picnic table after lunch,  
Becky is nursing the baby while wearing the jumper Susan made.

HOWARD  
Believe it or not, Billy was a quiet  
child. That is, as long as Daniel  
wasn't around for him to torment.



FRANCES

Which wasn't very often. As much as he hated being tormented, he hated being separated from Billy even more.

BILLY

Mom, nobody wants to hear this stuff.

BECKY

I do.

SUSAN

I do.

FRANCES

It's funny how moving stirs up old memories.

DANIEL

Then don't move.

HOWARD

Our minds are made up, Daniel. We're leaving as soon as the house sells.

DANIEL

Well, maybe no one will buy it!

HOWARD

You don't talk to your wife much. She thinks it'll sell in no time.

DANIEL

You're selling the house?

BECKY

We agreed I would go back to work.

DANIEL

We didn't agree you'd help sell my life out from under me.

BILLY

That's just a bonus.

Frances stands and begins clearing the dishes.

FRANCES

You can start getting used to the idea by going through all the stuff you left behind when you moved out. Anything you don't take will either be pitched or sold.

INT. HOWARD AND FRANCES' HOUSE. DANIEL'S BEDROOM - DAY

Becky is putting the baby down for a nap in Daniel's old room -- exactly the same as he left it -- when he enters.

DANIEL

I'm sorry. I may have over-reacted.  
(off her look)  
Okay, I over-reacted. I guess I can  
handle only so much change at once.

BECKY

I didn't tell them to sell, Daniel.

DANIEL

I know, I'm sorry....Am I forgiven?

BECKY

It's either that or we split the baby  
down the middle and each take half.  
Can we please give him a name?

DANIEL

It isn't that easy, Beck. A name is  
something he'll have to live with for  
the rest of his life, something that  
could very well determine whether or  
not he's a success or a failure in  
life. But there's something that  
might help me think.

BECKY

I miss it too, Daniel, but the doctor  
said to wait till the bleeding stops.  
Besides, I just put him down.

Daniel indicates his crotch with a nod of his head.

DANIEL

You could always....

INT. HOWARD AND FRANCES' HOUSE. BILLY'S BEDROOM - DAY

Billy looks around his old room -- also the way he left it --  
when Daniel enters with the sleeping baby in his bassinet.

DANIEL

I need you to watch the baby, Billy.  
It won't take long.

BILLY

Why don't you ask Mom?

DANIEL

I can't. Not for this.

It slowly dawns on Billy what Daniel means.

BILLY

In your old room, Daniel? I didn't  
think you had it in you.

INT. HOWARD AND FRANCES' HOUSE. BEDROOM(S) - DAY

INTERCUT Becky undoing Daniel's belt WITH Billy looking at the baby with curiosity, then panic when he starts to CRY.

BILLY

Don't wake up, baby, please, don't...  
...you woke up. Okay, I know I'm  
supposed to support your head.

Billy gently picks the baby up and he stops crying.

BILLY (cont'd)

I think you like your Uncle Billy.  
You even look like a Billy...in as  
much as you look like anything.

SUSAN (O.S.)

Can anyone join this party?

Billy turns to see Susan standing in the doorway.

BILLY

Look, baby, it's your Aunt Susan.  
Maybe you should take him?

SUSAN

Why? You're doing --

She takes the baby and realizes he needs to be changed as Daniel's MOANS of pleasure filter through the wall. She reaches into the bassinet and removes a fresh diaper.

BILLY

Want me to get Becky?

SUSAN

I don't think so.

BILLY

You're going to change him, Susan? I  
didn't know you could do this. It's  
another sign.

SUSAN

It's not a sign, Billy. It means I  
had three younger brothers and  
sisters and that's all it means.

EXT. HOWARD AND FRANCES' HOUSE - EVENING

Billy helps Daniel stuff the contents of his room -- sports equipment, trophies, clothes, etc. -- into his car.

DANIEL

I owe you one, Billy.

BILLY  
If you really mean that --

DANIEL  
No, Billy --

Susan and Becky exit the house, followed by Frances with several containers of leftover food.

FRANCES  
I hope you have room for these.

DANIEL  
We have lots of food at home, Mom.

BECKY  
Just say thank you.

DANIEL/BILLY  
Thank you.

As Daniel continues packing the car, Frances pulls Billy aside and slips some money into his hand.

FRANCES  
I like her, Billy. She's --

BILLY  
Different from the women I usually date. I'll try not to screw it up.

FRANCES  
You do know there's more to life than just being a good time, don't you?

BILLY  
Was Pop a good time?

FRANCES  
He still is, dear.

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - EVENING

Billy GROANS as he tries to get comfortable on the couch.

SUSAN (O.S.)  
The door's open.

Billy opens his mouth to speak.

SUSAN (cont'd; O.S.)  
As long as you promise not to talk.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

As Billy enters with his pillow, he opens his mouth to speak.

SUSAN  
I said no talking, Billy, and you're  
still cut off.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - MORNING

Billy enters with a breakfast tray and sets it on the bed-  
side table, then flings open the drapes to let the light in.

BILLY  
Morning, Susan.

Susan opens one eye, sees the tray, then closes it again.

SUSAN  
You made breakfast?

BILLY  
No. We made breakfast, Susan.

She opens both eyes now and sees JOEY, 5, staring at her.

BILLY (cont'd)  
This is Joey, Susan.

JOEY  
Your husband played Nintendo with me  
and, after breakfast, we're going to  
shoot some hoops. I think he'd make  
somebody a really good Dad.

SUSAN  
You mean him? First of all, he's not  
my husband. Second of all, he's  
paying you, isn't he?

INT. BILLY AND SUSAN'S APARTMENT. FRONT DOOR - MORNING

Joey looks troubled as Billy walks him to the door.

BILLY  
What's wrong?

JOEY  
If you have a kid of your own, you  
won't want to play with me no more.

BILLY  
Not true, and it's anymore. There'll  
just be two of us to play with you.  
Now go get your ball.

They high-five one another and Joey runs out of the apartment.

SUSAN (O.S.)  
Billy, could you come in here please?

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - MORNING

With the TV muted, Billy is sullenly channel-surfing as Susan gathers her dress designs, briefcase, jacket, etc., for work.

SUSAN

Okay, I'm leaving now. Are you okay?

Billy continues staring at the TV without replying.

SUSAN (cont'd)

I'll see you later then.

As she exits, he stops on a talkshow and turns up the SOUND.

ANGRY WOMAN (ON TV)

You bring me on national television to tell me you cheated on me? Is that what you think of me?

The man pulls out a ring and kneels down on one knee.

MAN (ON TV)

No. This is.

Billy turns off the TV and jumps excitedly to his feet.

INT. SUSAN'S STUDIO - DAY

Susan is picking out outfits from a rack for three MODELS -- two male, one female -- standing around in their underwear while CONNIE, her assistant, WHISPERS into a phone.

CONNIE

I'll do what I can, but you know what she's like when she's working.

(to Susan, hanging up)

Those long distance phone companies just won't take no for an answer.

Susan hands the outfits to Connie.

SUSAN

I think we'll start with these.

EXT/INT. SUSAN'S STUDIO - DAY

Billy hangs up his cell phone and enters Susan's studio. He nods to Connie, then gives the male models a jealous look.

SUSAN

Billy! What are you doing here?

BILLY

I came to take you to lunch, Susan. They're gay, right?

SUSAN  
Would it make a difference?

BILLY  
Very much.

SUSAN  
Not that it's any of his business,  
but would either of you care to  
answer?

One of the models smiles and proudly raises his hand.

SUSAN (cont'd)  
Billy, Jacob. Jacob, Billy. I wish  
you'd called first, Billy. We have  
fittings to do for a photo shoot.

BILLY  
You have to eat, Susan! Help me out,  
guys. Doesn't she have to eat?

SUSAN  
If they get colds, it'll be my fault.

BILLY  
So we'll bring them back some soup --

CONNIE  
Go ahead. I can handle things here.

BILLY  
See, Susan, Connie can handle things.

EXT. CEMETERY - DAY

Billy drives into a cemetery and parks his car. He gets out  
with a blanket and picnic lunch as Susan gets out too.

SUSAN  
What are we doing here, Billy?

BILLY  
We're having a picnic, Susan. I got  
all your favorites.

She follows him to an empty plot where he proceeds to spread  
out the blanket and unpack the contents of the basket.

SUSAN  
I'm sure there's a law against this,  
Billy. And if there isn't, there  
should be.

BILLY  
Do you think I'm a good time, Susan?

SUSAN

We're about to have a picnic in a cemetery. What do you think?

BILLY

But am I just a good time? Is this plot okay? I know they all look the same, but they're not, Susan. For example, this one sleeps eight, but you don't have to worry, they don't sneak people in after you're gone.

SUSAN

You seem to know a lot about....No, Billy. You bought a cemetery plot?

He pulls a ring from his pocket and gets down on one knee.

BILLY

For us, Susan. You don't think I know what I want, but I do. I want to spend my life with you, whatever that means. Will you marry me, Susan? I realize I've been going about this all wrong. I've been trying to convince you to have a baby when you would probably like to get married first. You say you love me?

SUSAN

I do love you, Billy.

BILLY

Maybe you should call me Bill? Or William? What do you think of William?

SUSAN

I think it's fine if that's who you are, but you're Billy, Billy.

BILLY

But is Billy who you want me to be? Is Billy who you want to be your husband, the father of your children?

SUSAN

Marriage is a big step, Bill...y. I just don't think we're ready --

BILLY

You mean me, Susan. But I am ready. Tell me how I can prove it to you.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Susan is curled up in a fetal position with Billy next to her.



BILLY

I've never asked anyone to marry me, Susan. Is this how women usually react?...If it's because I'm a good time, Susan, I'm sorry it took me so long to meet you and I'd gladly change the past if I could....It might take awhile, but I'd do it, Susan, to prove to you that I'm ready.

Susan slowly turns and looks at Billy.

SUSAN

You would?

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - EVENING

Billy struggles to write a list of names at the table while Susan washes the dinner dishes.

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

INTERCUT Susan sleeping soundly in the bedroom WITH Billy working on the list in the living room.

LATER

Billy is playing a video game, the list crumpled beside him.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - NIGHT

Billy climbs into bed next to Susan and shakes her awake.

BILLY

I can't do it, Susan, I can't remember everyone I went out with before I met you and all the reasons we broke up....I guess you'll never marry me now.

SUSAN

It's okay, Billy. You can try again in the morning.

BILLY

What if you choose a few, Susan? You know, representative samples?

SUSAN

Okay.

BILLY

Really, Susan?

SUSAN

If you promise to go to sleep.

BILLY

How can I sleep, Susan? We're going to have a baby. I mean, we're going to get married, then we're going to have a baby....Are you going back to sleep, Susan?

SUSAN

I guess not.

INT. DANIEL AND BECKY'S HOUSE. KITCHEN - EVENING

Pens, slips of paper, and a hat are on the table as Daniel pours wine for everyone, then raises his glass in a toast.

DANIEL

To Becky, for selling Mom and Pop's house. I know I wasn't crazy about the idea at first, but I'm proud of you, honey.

Daniel kisses Becky.

BILLY

I don't suppose the commission from the sale has anything to do with your sudden change of heart.

Becky raises her glass in a toast.

BECKY

And to Daniel for giving me the most beautiful baby in the world. And for sharing the responsibility. A lot of husbands wouldn't.

They kiss again, then Daniel raises his glass again.

DANIEL

I can't think of anything.

BECKY

That's okay. I still love you.

BILLY

Are you finished?

DANIEL

I think so. Okay, tell us how this works.

BILLY

You each write three suggestions and put them in the hat. Susan will pick the three she likes best and they're the people I'll try to make amends to.

DANIEL  
This sounds a little strange, Billy.  
Even for you.

BECKY  
I think it's sweet.

Billy nervously waits as Susan, Daniel and Becky write down their suggestions and put them in the hat. Susan picks one of the slips finally and reads the suggestions aloud.

SUSAN  
The one with the most facial hair.  
The one with the biggest ta-ta's --

Becky punches Daniel on the shoulder.

BECKY  
You're not helping, Daniel.

DANIEL  
Yes, I am. I'm trying to make it  
easy for him.

BILLY  
Don't, don't make it easy. Read  
Becky's suggestions, Susan.

Susan searches through the hat for Becky's suggestions.

SUSAN  
Your first love. Your first sexual  
experience. The one you hurt the  
most.

Susan obviously approves while Billy and Daniel look shocked.

BECKY  
I was going to write the one you  
loved the most, but I'm assuming  
that's Susan.

DANIEL  
Of course, it's Susan. Why else  
would he be doing this?

BILLY  
It is Susan. Read Daniel's  
suggestions again, Susan.

INT. DANIEL AND BECKY'S HOUSE. FRONT DOOR - EVENING

Daniel and Becky see Susan and Billy to the door.

BECKY  
Are you alright, Billy?

DANIEL

He's fine. He's used to things not working out. Aren't you, Billy?

SUSAN

Thanks for tonight. We'll call you.

Daniel closes the door after Billy and Susan exit, then he and Becky start kissing and pawing one another.

BECKY

I read about the postpartum depression, but none of the books said anything about feeling horny.

DANIEL

I'm here for you, Beck. Whatever it takes.

INT. DANIEL AND BECKY'S HOUSE. BEDROOM - EVENING

Becky and Daniel are making out on the bed.

BECKY

Do you really think Billy's okay with this? Maybe he's just pretending.

DANIEL

Can we make a rule? No talking about my brother just before we're about to have sex. Are we about to have sex?

BECKY

Do you have people in your past you should make amends to, Daniel?

DANIEL

Honey, you are my past, not to mention my present and my future. Are we about to have sex?

BECKY

The doctor said we should wait.

The baby starts to CRY.

BECKY (cont'd)

I'll go.

DANIEL

No, I'll go....You have to have sex to have a baby, then once you have one you can't have it anymore. Talk about a trade-off.

As Daniel exits to the nursery, we HEAR him SINGING.

DANIEL (O.S.)  
 Hush, little baby, don't say a word  
 Poppa's gonna buy you a mockingbird  
 And if that mockingbird don't sing --

The SOUNDS of CRYING and SINGING are soon drowned out by the SOUND of Becky SNORING. After a moment, Daniel reappears, clearly disappointed at finding her asleep.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Billy and Susan are lying in bed, staring at the ceiling.

SUSAN  
 You don't have to do this, you know.

BILLY  
 I do if I want you to take me seriously, Susan....Tammy Bates, that was her name, Susan. She sat in front of me in third grade. I used to pull her hair and call her names.

SUSAN  
 I guess that's what passes for love when you're eight.

INT. DANIEL AND BECKY'S HOUSE. KITCHEN - MORNING

Becky is nursing the baby while watching Daniel eat breakfast.

BECKY  
 Do you wish you had people to make amends to?

DANIEL  
 How could I, Becky? This is what it's all about, this is perfection.

BECKY  
 I don't know. Maybe if he had a name.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EARLY MORNING

Susan slowly wakes to find a note on Billy's pillow that reads: Susan, I love you, Billy.

INT. MOVING CAR - DAY

Billy switches RADIO stations until he finds an upbeat SONG that fits his optimistic mood.

INT. STUDIO - DAY

Susan enters hurriedly, a cup of take-out coffee in hand, to find a photo shoot already in progress.

SUSAN  
Sorry I'm late.

She stops in her tracks when she sees the three models from earlier being photographed naked.

SUSAN (cont'd)  
Where are the clothes?

When the photographer indicates them hanging on a rack still, Susan pulls out her cell phone and dials a number.

SUSAN (cont'd)  
Hi, this is Susan....I can see you've decided to go in a different direction. The question is why? This is a fashion shoot. Shouldn't it...I don't know...include fashion?...But.. but...I know, but...Fine.

Susan disconnects the call perfunctorily, then shares a knowing look with the photographer.

EXT. LAMBTON PUBLIC SCHOOL - DAY

Billy turns into the parking lot of his old school and parks. He gets out of the car and looks at the school indecisively.

INT. LAMBTON PUBLIC SCHOOL. HALLWAY - DAY

Billy enters and follows an arrow on a sign that reads: ALL VISITORS MUST REPORT TO THE OFFICE.

INT. LAMBTON PUBLIC SCHOOL. OFFICE - DAY

Billy goes to the counter behind which stands a SECRETARY.

SECRETARY  
May I help you?

BILLY  
I'm looking for someone who went to school here. Her name's Tammy Bates.

SECRETARY  
She's in class at the moment.

BILLY  
No, you don't understand. It would have been about fifteen years ago. We were in grade three together.

SECRETARY  
You don't understand. She teaches grade three now. Room 234....But she's Tammy Thompson now.

INT. LAMBTON PUBLIC SCHOOL. HALLWAY - DAY

Billy checks his breath, then peers through the window in the door of Room 234 to see TAMMY THOMPSON, the proverbial girl-next-door, leading the students through a math problem.

INT. LAMBTON PUBLIC SCHOOL. ROOM 234 - DAY

The students see Billy staring at them and point, prompting Tammy to go to the door.

TAMMY  
May I help you?

BILLY  
I'm sorry, I didn't mean to interrupt. It's me, Billy, Billy Cameron. I sat behind you in Grade 3.

EXT. CLASSROOM - DAY - FLASHBACK

Tammy, 8, reacts to Billy, 8, pulling her hair and LAUGHING.

BACK TO SCENE

BILLY  
It's funny! We met in grade three and here you are in grade three still.

The students SING while rubbing their right index fingers over their left index fingers.

STUDENTS  
Mrs. Thompson's got a boyfriend.

TAMMY  
Heads down, class.

The students lay their heads on their desks while continuing to stare.

TAMMY (cont'd)  
What are you doing here, Billy?

BILLY  
Looking for you. Although I didn't expect to actually find you here...if you know what I mean.

TAMMY  
No, I have no idea. But it'll be recess soon if you'd like to come in and wait?

As Billy enters, Tammy points to an empty seat. He squeezes into the small desk, much to the amusement of the kids.

TAMMY (cont'd)

We were just working through a math problem. Okay, class, what are we left with if we add four plus four, then subtract six? Jason, what do you think the answer is?

JASON

Umm!...Two?

TAMMY

Come on, Jason, I know you know this.

Another student, EMILY, raises her hand.

EMILY

It is two, Mrs. Thompson.

Tammy looks flustered when she realizes they're right, then relieved when the recess BELL RINGS. The students line up in single-file at the door, except for Emily who goes to Billy and offers him her hand. When he realizes what she wants, he struggles out of the desk and follows her to the door.

EXT. LAMBTON PUBLIC SCHOOL. PLAYGROUND - DAY

Billy plays tag with the students, then sneaks away to join Tammy on the sidelines.

TAMMY

Sorry about that.

BILLY

It's okay. I've always been good at playing. So if your name's Thompson now, you must have a husband.

TAMMY

And a child on the way. How about you?

BILLY

No, no kids. And no husband, but I'm hoping...for the kids anyway. That's kinda why I'm here.

INT. SUSAN'S STUDIO - DAY

Susan makes several quick sketches of a dress, then crosses them all out as Connie approaches with some sample material.

CONNIE

Is this what you had in mind?

Susan absently rifles through the samples.



SUSAN

No....I mean, yes, I guess so. I don't know. What do you think?

CONNIE

I think you should take the rest of the day off.

SUSAN

I think it's better if I keep busy.

LATER

Susan scratches out more sketches, then goes to the back of the showroom where Connie is sorting through more samples.

SUSAN (cont'd)

I think I'll take the rest of the day off, after all.

EXT. BOARDWALK - DAY

Susan walks along the boardwalk, lost in thought. She sits on a bench and watches the people walking by. Finally, she pulls out a sketchbook and begins drawing their clothes, becoming visibly infused with energy as she does.

INT. TAMMY'S HOUSE. LIVING ROOM/FOYER - EVENING

Billy admires Tammy's wedding pictures on the mantle as she fixes them drinks. She hands him one as they both sit down.

TAMMY

So let me get this straight, you want us to go out on a date?

BILLY

To make up for the way I treated you in grade three.

TAMMY

Well, like I said at school, it'll depend on what my husband says.

Tammy HEARS a car in the driveway and nervously stands.

TAMMY (cont'd)

That'll be him now.

Tammy greets DAVID with a kiss at the door.

TAMMY (cont'd)

David, this is Billy Cameron. He and I were in grade school together. This is my husband, David.

DAVID  
Billy, is it?

They shake hands.

BILLY  
Sometimes William.

MOMENTS LATER

All three are seated in the living room now.

DAVID  
You want to go on a date with my wife  
because you pulled her hair?

BILLY  
And called her names. Nothing mean  
really, just Four Eyes, Beanpole --

TAMMY  
I was thin and wore glasses then.

DAVID  
That's what kids do in Grade Three.  
I still don't understand why you need  
to go on a date with my wife.

BILLY  
I made this deal with Susan -- she's  
my girlfriend -- to make amends for  
some of the things I did in the past.

DAVID  
Is this some sort of twelve step  
program?

BILLY  
No. Except for this drink, I'm  
perfectly sober. I just want what  
you have, a home, a wife, a baby on  
the way.

DAVID  
What do you plan to do on this date?

BILLY  
I thought we'd go out for dinner.

DAVID  
That's it? Dinner?

BILLY  
Just dinner. No hair pulling, no  
name calling....And I'll have her  
home early, I promise.

DAVID

Well, I don't have a problem with it.  
How's tonight for you? I have a  
meeting anyway.

BILLY

Is tonight okay with you, Tammy?

TAMMY

David, may I see you in the kitchen  
for a moment? We'll just be a minute,  
Billy. Why don't you help yourself  
to another drink?

As Tammy and David exit, Billy starts to fix himself another  
drink, thinks better of it, and stops.

INT. TAMMY'S HOUSE. KITCHEN - EVENING

David follows Tammy into the kitchen.

TAMMY

Are you sure you don't have a problem  
with this, David?

DAVID

It was grade three, for God's sake.  
Go, have a nice time.

David kisses Tammy perfunctorily, then exits.

EXT. TAMMY'S HOUSE - EVENING

Tammy looks to see if David is watching as Billy holds the  
car door for her, tearing up when she realizes he isn't.

BILLY

Your husband seems like a great guy.  
Are you okay?

TAMMY

I just thought he might be a little  
jealous. Not that this is a jealousy  
situation, but we are newlyweds still  
and I am pregnant.

EXT. BOARDWALK - EVENING

Susan sketches a bare-chested man with multiple tattoos, then  
sketches a T-shirt over it to make them disappear. She then  
sketches a T-shirt with holes in it to show off the tattoos.  
As she looks at the new sketch, a smile forms on her face.

INT. RESTAURANT - EVENING

Billy holds Tammy's chair for her, then also takes a seat.

BILLY

Are you sure you're alright? Because we could do this another night or --

TAMMY

We're here now. I'm sure it's just my hormones out of whack.

BILLY

I've heard that can happen. You know, my brother just had a baby. Well, he didn't actually have it, his wife did. But to listen to him, he may as well have....

LATER

Tammy is LAUGHING now, hanging on Billy's every word.

BILLY (cont'd)

I think that's about all I have to say about Grade Three.

TAMMY

Susan must be pretty special for you to go to all this trouble.

BILLY

My life began when I met her. But I'm sure that's how your husband --

Tammy starts to tear up again.

BILLY (cont'd)

More hormones?

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

Susan enters expectantly. When she realizes Billy isn't home, she goes through the mail, finds a postcard from his parents, and sticks it onto the fridge next to the slip of paper on which is written his first amend.

LATER

Susan goes through the day's sketches, scrunching several and tossing them aside, while eating leftovers and drinking wine.

INT. RESTAURANT - EVENING

Tammy is LAUGHING at Billy now, her tears long gone.

TAMMY

I can't remember the last time I laughed so much.

BILLY  
Speaking of time, I promised to get  
you home early.

EXT. TAMMY'S HOUSE - EVENING

Billy pulls his car to a stop in front of Tammy's house, then runs around to the passenger door and opens it for her.

TAMMY  
Thank you. I had a good time tonight.

BILLY  
Does that mean you forgive me?

TAMMY  
I forgive you, Billy. You don't have  
to keep apologizing.  
(as an afterthought)  
You never told me why you chose me to  
make amends to.

BILLY  
Promise not to cry? You were my first  
love.

TAMMY  
As long as we're being honest, you  
were the first boy I ever wanted to  
kiss. And since we're reliving the  
past tonight....

As Tammy kisses Billy, his eyes nervously go to the house.

TAMMY (cont'd)  
Is he looking?

BILLY  
I'm not sure.

Tammy stops kissing Billy finally.

TAMMY  
Good luck with Susan.

Billy watches Tammy enter the house, then jumps into his car and drives away, clearly pleased with himself.

INT. TAMMY'S HOUSE. VARIOUS ROOMS - EVENING

Tammy enters to find rose petals leading up the stairs. She follows them to the bedroom to find it bathed in candlelight as David appears from the bathroom.

TAMMY  
You were jealous.

DAVID

Of course, I was. You're my bride.

INT. LIQUOR STORE - EVENING

Customers look shocked and surprised as Billy grabs a bottle of champagne from a shelf, uncorks it, and takes a drink.

BILLY

I'm going to have a baby.

He passes the bottle around and everyone takes a drink.

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

Billy enters the kitchen and removes the slip of paper pertaining to his first love from the fridge door, reads his parents' postcard, then exits. On his way to the bedroom, he sees Susan's scrunched up sketches on the floor.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

He goes to the bedroom to find her sleeping soundly. He lays down on the bed and brushes her hair, causing her to stir.

BILLY

I did it, Susan.

SUSAN

Billy? What time is it?

BILLY

Did you hear me? And she's nice, Susan, you would've liked her. The best part is she forgave me for the hair pulling and name calling --

Billy smothers Susan with kisses.

SUSAN

Wait, Billy! Who is it you're kissing?

BILLY

You, Susan. I'm kissing you.

SUSAN

Are you sure?

BILLY

And guess what, Susan? She's pregnant. It's another sign.

SUSAN

Babies aren't signs, Billy.

Susan disengages herself from Billy and goes to the bathroom.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM/BATHROOM - NIGHT

INTERCUT Billy on the bedroom floor with his back to the bathroom door WITH Susan sitting on the closed toilet lid.

BILLY

Do you want me to stop now, Susan? Is that what you want 'cause if that's what you want....I can't stop now. I have to do this, Susan, and you said you trusted me....

Susan opens her mouth to say 'I do,' but stops herself.

BILLY (cont'd)

I'm just doing what I thought you said you wanted and if you're jealous, you don't have to be. She has a good-looking husband, much better looking than I am....Susan? ...You still love me, don't you?

MOMENTS LATER

Susan exits the bathroom and climbs into bed as Billy appears with Susan's scrunched up sketches and climbs into bed too.

BILLY (cont'd)

These are good, Susan. Really good. ...You think I should get a tattoo?

SUSAN

You might wanna try a rub-on first.

INT. DANIEL AND BECKY'S HOUSE. KITCHEN - DAY

Billy looks surprised as Daniel points a camcorder at him.

BILLY

You're not serious, Daniel?

DANIEL

It's for the baby, Billy. Could you please, just once, do something without arguing?

BILLY

Fine. I'll do it for the baby... even if it is a bit early. I just don't know why I have to be the baby.

DANIEL

It's never too early to have peace of mind. Do you have any idea how many potential hazards are lurking all around us for a baby?

BILLY

Okay, okay, what do you want me to do?

DANIEL

I know it's a stretch, but I want you to think like a baby.

MONTAGE

From the camcorder's POV, we FOCUS ON Billy as he simulates:

-- burning himself on the stove burners, then hitting his head on the counter and falling to the floor;  
 -- latching onto the tablecloth to stand and pulling everything on top of him;  
 -- pretending to pull himself up by grabbing a bookcase which also falls on him;  
 -- hanging himself on the cords of the window curtains;  
 -- sticking his finger in an electrical socket, then drinking bleach from under the counter.

INT. DANIEL AND BECKY'S HOUSE. LIVING ROOM - DAY

Billy is drinking a beer while Daniel writes out a 'to do' list with a baby monitor perched on his shoulder.

DANIEL

We need a stove shield, foam pads for the sharp edges, eighty-six the table cloths, put anti-tip devices on the bookcase and appliances. We need to cut the curtain cords, move the cleaning materials to higher ground --

BILLY

I still say it's too early.

DANIEL

If anything happened to --

BILLY

Billy, Jr?

DANIEL

Becky would kill me. So you actually asked this woman's husband if you could take her out?

BILLY

Yes, Daniel, what else was I supposed to do? I just wish Susan wasn't being funny about it all of a sudden.

DANIEL

Women aren't funny all of a sudden, Billy. Do you hear anything?



Daniel picks up the baby monitor and holds it to his ear, then without waiting for an answer, rushes to the nursery.

BILLY  
Women aren't the only ones.

INT. DANIEL AND BECKY'S HOUSE. NURSERY - DAY

Daniel checks the baby's breathing as Billy appears.

BILLY  
Everything okay?

DANIEL  
Would you come hold him for a sec?

BILLY  
What's wrong now?

DANIEL  
Billy! Just come hold him!

Billy takes the baby as Daniel applies pressure to the crib.

DANIEL (cont'd)  
I remember reading some cribs can collapse accidentally....

BILLY  
If it's true children choose their parents, you have a lot of explaining to do.

INT. CLOTHING STORE - DAY

Susan and Becky are rifling through various dress racks in a clothing store when Becky holds one up in front of her.

BECKY  
This one?

When Susan shakes her head 'no,' Becky holds up another one.

BECKY (cont'd)  
How about this one?

SUSAN  
It's nice, but it's not you.

Becky indicates a dress on a woman as she walks by.

BECKY  
Is that one me?

SUSAN  
It could be. Just not in that color.

BECKY

I think I'm going to like having a sister-in-law who can do knockoffs.

SUSAN

Not so loud. And we don't know we're going to be sisters-in-law.

BECKY

I thought Billy's first amend was a piece of cake.

SUSAN

It was...for him. Maybe I've just heard too many Billy stories and I know I should be happy he wants to do this, but if he does do it, what am I supposed to do? Marry him? Have a baby? I'm in the middle of putting my first real collection together....

Susan stops to double-take on a woman's outfit on the street.

BECKY

That one?

SUSAN

The jacket's all wrong.

BECKY

Well, I wouldn't worry. He still has two amends to make, assuming, of course, Daniel hasn't talked him into giving up by now.

INT. SUPERMARKET - EVENING

Billy and Susan re-enact their shopping routine with Susan replacing Billy's choices with different brands, sizes, etc. She looks surprised when he adds tofu and yoghurt to the cart.

BILLY

I plan to live a long time, Susan.

SUSAN

Good for you.

BILLY

Don't you want to know why?

SUSAN

Your father's a doctor? Osmosis?

BILLY

I want to live longer so I can love you longer, Susan. And the --

SUSAN

Baby we're going to have? That's nice.  
 (off his look)  
 It's not nice?

BILLY

No. It is.

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - EVENING

As Billy and Susan put the groceries away, she reacts to him putting something in the right place.

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - EVENING

Susan sits on the couch, surprised to find a picture book on the coffee table. She opens it as Billy goes from the bedroom to the kitchen carrying one of her dress mannequins, then back again with a bag of cookies. After a moment, she reacts to a CRASHING SOUND in the bedroom.

SUSAN

Are you okay?

BILLY (O.S.)

We're fine....Thank you.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Billy lays facing Susan on the bed.

BILLY

Pamela Anderson, Susan.

SUSAN

What?

BILLY

My first sexual experience. It was Pamela Anderson. Not the actress, of course. Anyway, she's not Pamela Anderson anymore, she's Pamela... something-or-other. For all we know, she may even be Pamela Lee again. The actress, Susan, not my first sexual experience...who may not be Pamela Anderson anymore either --

SUSAN

Do we have to talk about this now?

BILLY

You're right, Susan. Why don't I read you to sleep instead?

Billy grabs a picture book from a pile beside the bed.

BILLY (cont'd)  
(reading)

"My Mom's having a bad day. It started when the power went out during the night. The alarm didn't ring and everyone was late getting up. My Mom's having a bad day." We'll call her Susan, Susan. "After she stayed up half the night knitting a baby sweater, she noticed it had only one sleeve. My Mom -- Susan -- is having a bad day. When she's upset, my Mom -- Susan -- likes to play tennis. Usually she wins, but today she didn't win a single point. My Mom -- Susan -- is having a bad day."

DISSOLVE TO:

BILLY

"I went to bed right after dinner because my Mom -- Susan -- had a headache. When she came to tuck me in, I opened my arms wide and gave her a big hug. 'I'm sorry you're having a bad day,' I said. Then I told her a bedtime story and tucked her in. My Mom -- Susan's -- not having a bad day anymore." See, Susan, the mother's....

Billy points to an illustration of the mother fast asleep, then turns to see Susan sleeping too.

BILLY (cont'd)  
Sweet dreams, Susan.

INT. DANIEL AND BECKY'S HOUSE. LIVING ROOM - EVENING

Daniel enters to find Becky asleep in a chair with the baby. He takes the baby from her and covers her with an afghan.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - NIGHT

Susan accidentally kicks Billy out of bed as she tosses and turns. Taking it in stride, he just climbs back into bed.

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - MORNING

Billy rips the list of 'Andersons' out of the phone book.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - MORNING

Susan wakes suddenly and sees "HAVE A NICE DAY, SUSAN. LOVE BILLY" written in lipstick on the dresser mirror.

EXT/INT. STREET/MOVING CAR - DAY

Billy calls the numbers for Pamela Anderson from the phone book on his cell phone while he drives. He disconnects the first one after several RINGS and dials the second number.

WOMAN'S VOICE (O.S.)

Hello?

BILLY

Yes, hello. Is this Pamela Anderson?

WOMAN'S VOICE (O.S.)

Yes.

BILLY

The Pamela Anderson who went to Westwood Secondary School?

WOMAN'S VOICE (O.S.)

No.

BILLY

Okay, thanks. Sorry I bothered you.

Billy dials the third number and gets an answering machine.

VOICE ON ANSWERING MACHINE

This is Pamela. Leave a message --

He quickly hangs up and looks at the address.

BILLY

Bingo.

EXT. BOARDWALK - DAY

Susan and Connie approach a bodybuilder with several tattoos. She hands him a Hot T -- a T-shirt with holes similar to the one she sketched earlier -- from a box and hands it him. He tries it on, pleased with the way it highlights his tattoos.

Through a SERIES OF DISSOLVES, more people -- including some Hell's Angel types -- try on the Hot T's with similar results.

BACK TO SCENE

As another person tries on a Hot T, Susan sees a rollerblader snatch an elderly woman's purse as she walks beside the bike path. SHOUTING, Susan and Connie rush to the woman's side.

SUSAN

Hey, someone stop that guy!

As Connie calms the woman down, Susan sees a jogger trip the thief, then catch the purse as it sails through the air.

EXT. TOWNHOUSE - DAY

Billy parks his car in front of a townhouse and nervously goes to the door. He KNOCKS, causing a dog to start BARKING.

WOMAN'S VOICE (O.S.)

Down, boy!

As the barking stops, the door opens to reveal JULIE looking at him suspiciously.

BILLY

Does Pamela Anderson live here?

JULIE

Why?

BILLY

Why? I think that's something I should maybe talk to her about.

Julie closes the door, leaving Billy cooling his heels. Finally, the door opens again to reveal PAMELA ANDERSON, 23.

PAMELA

Billy? This is a surprise!

BILLY

I was hoping we could talk. Maybe go for coffee?

PAMELA

Just let me get my jacket.

As Pamela closes the door, Billy HEARS the SOUND of raised VOICES. Finally, Pamela reappears with her jacket.

PAMELA (cont'd)

I can't tell you what a surprise this is, Billy.

INT. COFFEE SHOP - DAY

Billy and Pamela are seated at a table, drinking coffee.

PAMELA

This is a real surprise....I said that already, didn't I? But it is!

BILLY

You look good.

PAMELA

I've made a few changes. Hair'n' stuff. So what do you wanna talk about?

LATER

A heavy silence hangs in the air for a moment.

BILLY

Well?

PAMELA

I think this calls for something stronger than coffee.

INT. SUSAN'S STUDIO - DAY

Susan enters and, with a focussed look on her face, settles in to work. Connie enters behind her, mid-rant.

CONNIE

I can't believe he just took her purse like that, right there on the boardwalk, in the middle of the day, surrounded by all those guys with muscles...big muscles....

Connie notices finally that Susan isn't paying attention.

CONNIE (cont'd)

What are you doing? You have an idea, don't you? You have that look.

EXT. WESTWOOD HIGH SCHOOL. TRACK FIELD - DAY

Billy follows Pamela to a set of bleachers where they each take a seat. Pamela pulls out a mickey, takes a drink, then offers it to Billy who does the same.

PAMELA

It looks pretty much the same as I remember it.

EXT. BLEACHERS - EVENING - FLASHBACK

Pamela flashes back to her and Billy having sex under the bleachers, their movements deliberate and self-conscious.

BACK TO SCENE

BILLY

It does, doesn't it?

Pamela takes back the mickey and raises it in a toast.

PAMELA

To virginity, its lack thereof, and all that embodies.

Pamela takes another swig, then passes it to Billy.

BILLY

That's a lot to drink to.

PAMELA

I'm a lot better than I used to be,  
by the way. You?

BILLY

Am I better? I guess so. I hope so.

Pamela pokes Billy's arm three times with her finger.

PAMELA

No more poke, poke, poke? I must say  
I admired your concentration.

BILLY

So you're disappointed we....?

PAMELA

I wanted you to be the first, Billy.  
Of course, if I'd known you'd ignore  
me the rest of the summer....

BILLY

You ignored me too.

PAMELA

Because I thought you were ignoring  
me. Then, of course, I changed  
schools, but that had nothing to do  
with you.

BILLY

I don't think your roommate liked me  
much. And I know your dog didn't.

PAMELA

I'll let you in on a little secret,  
Billy. The dog's bark is worse than  
his bite. Literally. He's a  
recording. I mean it's a recording,  
a tape Julie puts on whenever a  
stranger comes to the door. So why  
are you really here?

BILLY

I told you. To make amends for not  
calling you after we....

PAMELA

Knocked boots? Got down and dirty?  
Did I mention I'm a lot better now?  
So how many women do you have to make  
amends to? I'm guessing it's a pretty  
long list.



BILLY  
We compromised on three.

PAMELA  
Which one am I?

Billy holds up two fingers.

PAMELA (cont'd)  
I guess I should be flattered. It's not one but it's not three. And what happens after you make these amends?

BILLY  
Susan has promised to seriously consider my marriage proposal.

PAMELA  
Not just consider, but seriously consider. And a marriage proposal? That's more than just sex, Billy.

BILLY  
I'm ready. Are you....?

PAMELA  
Married? They don't let my people marry yet....In case you haven't noticed, I've switched sides.

BILLY  
Is it because of....

PAMELA  
Now who's flattered! No, it's not because of you, Billy. It had more to do with the guys who came after you. And Julie, of course.

BILLY  
So do you accept my apology?

PAMELA  
If I don't? Susan won't marry you?  
(off his look)  
Don't worry, Billy. I'm sure we can work something out. Mind you, you'll have to start by breaking up with me properly and to do that you'll have to catch me.

Pamela starts running, then turns to see Billy hasn't moved.

PAMELA (cont'd)  
C'mon, Billy, you were on the track team, let's see some of that old form.

Billy runs to catch up to Pamela, then jogs beside her.

BILLY

I think you're a terrific girl, Pam --

PAMELA

Oh, here we go. It's always bad news when a sentence starts with 'I think.'

BILLY

I think we should see other people, but it's not you, it's me. I'm not good enough for you --

PAMELA

You got that right.

BILLY

So do you forgive me for not calling?

When Pamela stops running, Billy does too.

PAMELA

That's the best you can do? I have an idea. Why don't we go back to the bleachers and show each other some of the things we've learned since our little night together? What d'ya say?

BILLY

What about Julie?

PAMELA

Sorry, she's not into threesomes.

BILLY

I mean you and Julie.

PAMELA

Right, Julie. And let's not forget Susan....Okay, I have another idea.

INT. SUSAN'S STUDIO - EVENING

Susan works away on a sewing machine, quickly and efficiently.

INT. DANIEL AND BECKY'S HOUSE. KITCHEN - EVENING

Daniel enters to find Becky practically asleep on her feet as she does the dishes. He leads her gently to a chair, then proceeds to finish the dishes.

INT. SUSAN'S STUDIO - EVENING

Susan shows Connie a jacket, turning it over to reveal pockets in the lining for keys, credit cards, etc.

CONNIE

It's a purse...that you wear!

SUSAN

Which makes it pretty hard to snatch.

EXT. COMEDY CLUB - EVENING

A sign reads: OPEN MIKE DYKE NITE.

INT. COMEDY CLUB - EVENING - CONTINUOUS

Pamela is onstage in front of several women...and Billy.

PAMELA

I'm not saying men are dumb because  
you can't say that anymore --

WOMAN IN AUDIENCE

Why not? It's not like we can't prove  
it in court.

PAMELA

Okay, they're dumb --

SEVERAL WOMEN IN AUDIENCE

How dumb are they?

PAMELA

They're so dumb they think penis envy  
is something women suffer from. And  
speaking of penis envy, we have a  
special guest with us. Billy, why  
don't you come up and join me on-  
stage? C'mon, it's just you, me, and  
the girls, and as I recall, you were  
never shy with the girls....Don't we  
want Billy to come up onstage, ladies?

Billy begrudgingly starts for the stage as the women APPLAUD.

PAMELA (cont'd)

I should explain that Billy and I  
went to high school together. We  
even went out once. I know it was  
just one date, but it was a memorable  
one. We lost our virginity that  
night. Did you ever find yours again?

Billy shakes his head 'no' as he reaches the stage.

PAMELA (cont'd)

Me, neither. Oh, and for the record,  
Billy never had any problems in the  
penis envy department.

(more)

PAMELA (cont'd)  
 Just the calling when he said he'd  
 call department. Isn't that right,  
 Billy?

BILLY  
 I'm sorry. I should've called.

PAMELA  
 What? I couldn't hear you.

BILLY  
 I said I should've called.

PAMELA  
 Isn't that sweet? He says he  
 should've called. I mean, even if it  
 was just sex, it would have been nice  
 to get a card on the anniversary of  
 the big event.

(pretending to read)  
 So sorry for your loss, but it was a  
 wonderful three minutes and I'm glad  
 I could do my bit to clear up that  
 nasty acne.

(to audience)  
 But, alas, not a word. So I always  
 wondered. Did he get grounded for  
 not returning a library book? End up  
 in Juvy? Maybe he lost his dick in  
 some horrible disfiguring accident  
 and decided if he couldn't do it  
 anymore there was no point calling.

(to Billy)  
 But you're looking well, Billy. And  
 I want you to know I understand, I  
 really do. I mean, if every man took  
 the time to call after a night of  
 unbridled passion the economy would  
 grind to a halt. Isn't that right,  
 Billy?

BILLY  
 I don't know, I can't speak for all  
 men.

PAMELA  
 Isn't that refreshing? A man who  
 doesn't presume to speak for every-  
 one. But since we have you here,  
 Billy, I thought we'd open things up  
 for questions. I'm sure there are  
 things about men that some of the  
 women in the audience might be  
 wondering about.

(more)

PAMELA (cont'd)  
 Anyone have a question for Billy?  
 ...Just shout it out. I'm sure  
 there's nothing that's off limits.  
 Isn't that right, Billy?

EXT. STREET - EVENING

Billy exits, looking like he's been through the wringer.

PAMELA  
 Too much?

BILLY  
 A little.

PAMELA  
 Sorry. And if it's any consolation,  
 I forgive you for not calling.

BILLY  
 Thank you.

PAMELA  
 Not only do I forgive you, I'm going  
 to let you buy me a drink...or two.

EXT/INT. PAMELA'S TOWNHOUSE/CAR - EVENING

Billy and Pamela LAUGH as he parks in front of her townhouse.  
 She starts to get out, then turns back and kisses him.

PAMELA  
 For old time's sake.

BILLY  
 Anything?

PAMELA  
 Sorry. But it was really nice to see  
 you again, Billy, and that's not just  
 the tequila talking. In fact, our  
 breakup today makes you my longest  
 relationship.

BILLY  
 Mine, too.

As Pamela disappears into her townhouse, a big smile crosses  
 Billy's face and he drives away.

EXT. PARKING LOT - EVENING

Billy cranks up the RADIO, then does a couple of wheelies in  
 the empty parking lot.

INT. BILLY AND SUSAN'S APARTMENT BLDG. ELEVATOR - EVENING  
 Expressionless, Susan rides up in the elevator.

INT. BILLY AND SUSAN'S APARTMENT BLDG. ELEVATOR - EVENING  
 Carrying a pharmacy bag, Billy does a little dance as he rides up in a second elevator.

BILLY  
 Go, Billy! Go, Billy!

INT. BILLY AND SUSAN'S APARTMENT BLDG. HALLWAY - EVENING  
 The elevators open and Billy and Susan exit at the same time.

BILLY SUSAN  
 Susan. Billy.

BILLY  
 Were you working late?

Susan nods, then indicates the bag Billy's carrying.

SUSAN  
 What's in the bag?

Billy sheepishly takes out a home pregnancy test.

SUSAN (cont'd)  
 Your date must have gone pretty well.

BILLY  
 It wasn't a date, Susan, but it did, it went well...considering she's not into men anymore. And before you say anything, I know there's still one amend to go.

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - EVENING

Susan hangs up the phone as Billy removes the second amend from the fridge, then looks at another postcard from his parents.

INT. DANIEL AND BECKY'S HOUSE. BEDROOM - EVENING - CONTINUOUS

Becky hangs up the phone as Daniel climbs into bed.

BECKY  
 That was Susan. Billy did the second amend.

DANIEL  
 That's good, I guess.

BECKY

How come you never asked me if I had  
amends to make?

DANIEL

Didn't I? I guess because I don't  
think I could handle it.

BECKY

Really? That's either very sweet or  
very child --

As the baby starts to CRY, Daniel gets out of bed again.

BECKY (cont'd)

He's crying for a name, Daniel. Give  
him one and I'm sure he'll stop.

DANIEL

Maybe there's a nice Hawaiian word  
for 'strong lungs.'

BECKY

I bet there's one for 'divorce.'

INT. DANIEL AND BECKY'S HOUSE. NURSERY - NIGHT

Daniel reads out names from a book, then looks at the baby.

DANIEL

Charles....Charlie....Ernest. Oooh!  
Rick! Hey, Rick! How was your day?...  
Scott! Hey, Scott, what'd you do at  
pre-school today, Scott?

LATER

Becky enters to find Daniel fast asleep in a chair next to  
the crib with the book of names open on his stomach. Her  
gaze drifts from him to the baby sleeping in the crib.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Susan stares at Billy, too, as he rests his head on her  
stomach as if listening for sounds of a baby. After a few  
moments, he returns his head to the pillow, facing her.

BILLY

Susan, just for the sake of argument,  
what would, say, two out of three  
amends get me? I mean, is it all or  
nothing at all, or -- ?

SUSAN

Why is this all we ever talk about  
anymore?

BILLY

You're right, Susan, I'm sorry. I just wanted to know what would happen if I couldn't make the third amend. That's all.

INT. SUSAN'S STUDIO - EVENING

Susan finishes sewing a dress, then puts it on a mannequin to see how it looks and realizes she's sewn it backwards.

CONNIE

Go home. You're no good when you're like this.

SUSAN

I have a feeling it'll get worse before it gets better.

MONTAGE - BILLY AND SUSAN SILENTLY GO ABOUT THEIR ROUTINE

-- they go shopping, then put the groceries away together;  
 -- Susan gets out of bed when Billy gets into it;  
 -- Susan drags Billy away from the window of a toy store;  
 -- Susan sketches various outfits at work, then throws darts at the sketches pinned to a wall;  
 -- Susan gets out of bed again when Billy gets into it;  
 -- Billy throws a paper airplane with the words "I Love You" written on it at Susan as she takes a shower.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - MORNING

Susan starts to get out of bed as Billy gets into it, but he grabs her by the waist to keep her there.

BILLY

Talk to me, Susan.

SUSAN

About what, Billy?

BILLY

Well, have you ever thought of giving up men?

SUSAN

You mean for Lent?

BILLY

For women, Susan. You're surrounded by all those beautiful models....

SUSAN

No, I've never thought about giving up men. But if I did it certainly wouldn't be for a model.



BILLY

I'm glad. So tell me what's wrong then?

SUSAN

What's wrong? What's wrong is what was wrong with the way things were, Billy? Most men would have been happy with the way things were.

BILLY

Is that what you want, Susan? Most men?

SUSAN

No, but I don't want to rush into anything either.

BILLY

It's not rushing if you know what you want, and if you know what you want, what's the point of waiting?

There's a KNOCK at the door.

BILLY (cont'd)

That'll be Joey, Susan. I told him I'd play ball with him. You wanna play too?

(off her look)

I guess not.

EXT. COURTYARD - DAY

Billy and Joey play a friendly game of soccer.

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - CONTINUING

Susan watches Billy and Joey playing soccer from a window, her face a study in mixed emotions.

INT. DANIEL AND BECKY'S HOUSE. DINING ROOM - EVENING

Becky and Susan start clearing the dishes after dinner.

BECKY

This isn't the Victorian age, Daniel.

SUSAN

And despite what you may have heard, there's no medical need for it. In fact, the opposite's true --

INT. DANIEL AND BECKY'S HOUSE. KITCHEN - EVENING

Becky and Susan enter the kitchen with the dishes.

BECKY

We do this to boys, then wonder why there are so many pissed off men in the world.

INT. DANIEL AND BECKY'S HOUSE. DINING ROOM - EVENING - CONTINUOUS

DANIEL

All I'm saying is I want him to look like me. Is that so wrong?

BILLY

Have you looked in a mirror lately?

As they return, Susan sets the hat they used to choose Billy's amends, several slips of paper, and some pens on the table as Becky does the same with the baby's bassinet.

BECKY

Okay, no one leaves this room until this baby has a name or he won't be the only one getting circumcised. Besides which, I doubt they'd circumcise a baby without one.

DANIEL

We're going to pick a name from a hat?

BECKY

If it was good enough for Billy, it's good enough for....You see the problem here! That's why we're each going to put a name in the hat and you get to pick the one you like the best. Start writing.

INT. DANIEL AND BECKY'S HOUSE. BEDROOM - EVENING

Daniel pores over the slips of paper as Becky climbs into bed.

BECKY

Why don't you make it easy on yourself and call him Richard? Everyone will shorten it to Dick anyway which, if I'm not mistaken, is pretty much what you're planning too.

DANIEL

I've never seen this side of you, Becky. It's not a pretty sight.

BECKY

So pick a name and we can get back to living happily ever after. Otherwise you can be damn sure he's going to be an only child.

INT. BILLY AND SUSAN'S APARTMENT. BATHROOM - EVENING

Billy pokes holes in a condom, then fills it with water. When it leaks, he starts to poke holes in another one, thinks better of it, and stops.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Billy climbs into bed and starts kissing Susan.

SUSAN

Give me a sec.

BILLY

I've got it covered, Susan.

Susan looks suspiciously at the condom Billy holds up, then at Billy. She reaches over him finally and grabs another one from the bedside table.

SUSAN

Try this one....On second thought don't. I saw the way you were looking at the baby tonight.

Susan exits.

BILLY

I didn't, Susan. I may have thought about it, but I....You still love me, don't you, Susan?

INT. DANIEL AND BECKY'S HOUSE. KITCHEN - MORNING

Daniel is feeding the baby milk from a bottle as Billy paces.

DANIEL

Are you sure you aren't taking this a little far, Billy?

BILLY

I can do this, Daniel. By the way, what name did you pick?

DANIEL

I haven't yet.

BILLY

Are you sure you aren't taking this a little far?

DANIEL

Do you want my insight on this or not? Because someday I want you to know the joy that is --

BILLY  
Billy, Jr?

DANIEL  
Life begetting life, Billy.

DANIEL  
I don't want to see all this blow up  
in your face and I can't imagine  
Jennifer's going to be very happy to  
see you. What did Susan say when you  
told her?

(off his look)  
You didn't tell her?

BILLY  
She didn't ask.

DANIEL  
About any of them? Don't you think  
that's a little odd?

BILLY  
What are you saying, Daniel?

DANIEL  
'Don't ask, don't tell' works with  
age, weight and how much money you've  
got, Billy. It doesn't work with  
anything else....Here, you give the  
baby his bottle while I get his juice.

Daniel hands the baby and his bottle to Billy.

BILLY  
I thought Becky was breast-feeding.

DANIEL  
She is. She expressed this before  
she went to work.

BILLY  
This is breast milk?

He peers at it, smells it, then tastes it finally.

BILLY (cont'd)  
It's not bad.

DANIEL  
I know, I tried it too. All I'm  
saying, Billy, is that the truth will  
come out eventually and sometimes the  
truth changes things.

BILLY  
I think you should take the baby,  
Daniel. I have to go do this, the  
sooner the better.

DANIEL

Fine. Go. I just hope you know what you're doing, Billy.

Billy hands the baby to Daniel, exits, then reappears.

BILLY

My whole life, I've been listening to you say "I hope you know what you're doing, Billy." Mom and Pop, too. But this time I do know what I'm doing. Even if you don't believe it and Susan doesn't believe it and....I'm doing this, Daniel.

Billy exits again.

DANIEL

That was your Uncle Billy, Gary... Martin...Jonathan....

INT. SUSAN'S STUDIO - MORNING

Susan drapes fabric over a mannequin, then begins sketching an outfit as Connie brings her a cup of coffee.

SUSAN

You don't have to bring me coffee, you know. That's not your job.  
(off her look)  
Thank you.

EXT. STREET - DAY

Billy approaches a PANHANDLER on the street.

PANHANDLER

(singing)  
If you're happy and you know it,  
spare some change. If you're happy  
and you know it, spare some change.

Billy reaches into his pocket and gives the man his change.

PANHANDLER (cont'd)

Thanks, man.

BILLY

For karma.

PANHANDLER

Cosmic.

BILLY

Totally.

INT. SUSAN'S STUDIO - DAY

Susan and Connie stare at the wall, now filled with sketches of various outfits with darts sticking in some of them.

SUSAN

What if I'm just fooling myself? What if I don't really have any color sense or fabric sense? What if --

CONNIE

What if nothing, Susan, because that's what 'what if' is, nothing. You're just letting this thing with Billy get to you.

SUSAN

Maybe you're right.

CONNIE

I know I'm right.

SUSAN

But what if you're wrong?...I think we've just come full circle.

EXT. SUBURBAN HOUSE - DAY

Billy KNOCKS on a door which is opened by a middle-aged WOMAN.

BILLY

Mrs. Malone, it's me, Billy.

MRS. MALONE

Billy?

BILLY

Billy Cameron. I bet I'm about the last person you ever expected to see.

LATER

Smiling, Billy exits the house with a slip of paper.

INT. CAR - DAY

Parked by the side of the road, Billy checks a road map.

EXT. ROADS - DAY - MONTAGE

Billy drives through various scenic towns and villages.

INT. BILLY'S MOVING CAR - DAY

Billy punches his phone number into his cell phone as he drives and waits for the answering machine to pick up.

SUSAN'S VOICE ON MACHINE  
We're not here so leave us a message.

BILLY  
Hi, Susan, it's Billy. I didn't want to disturb you at work. I just want you to know I'm thinking about you. Okay, bye then.

EXT. CAR - DAY

Billy finishes changing a flat tire on his car, parked by the side of the road, then drives away.

INT. BILLY'S MOVING CAR - DAY

Billy hits redial on his cell as he drives.

BILLY  
Hi, Susan, it's Billy again. I forgot to tell you I'm on my way to make my third amend. I didn't know there were so many towns here, Susan. And they seem really nice. We should check them out sometime.

INT. FABRIC STORE - DAY

Susan runs her hands lovingly over some fabrics on display, seemingly rejuvenated as she holds one to her face.

LATER

Wearing her purse jacket, Susan pulls a credit card from the lining and hands it to the cashier. The cashier looks at it in awe, then motions for her manager to come look at it too.

EXT. GAS STATION - DAY

Billy hits redial on his cell phone, disappointed to find the battery dead, as an attendant fills his car with gas.

INT. CAR - DAY

Seated in his parked car, Billy eats McDonald's takeout.

INT. SUSAN'S STUDIO - DAY

Susan is fitting a dress on ANGELIQUE, the female model seen earlier, as she talks to her boyfriend on a cell phone.

ANGELIQUE  
I called your hotel room and she answered. What am I supposed to think?...No, I don't want to hear it ....I don't want to hear it....I....

She throws the phone across the room, then starts CRYING.

ANGELIQUE (cont'd)

I told him I didn't want to hear it.  
 ...This always happens to me. Just  
 because I'm beautiful, men don't  
 think I have feelings, but I do, I  
 have feelings. And look, now I'm  
 ruining your beautiful dress. You're  
 really gonna be somebody someday.

SUSAN

Thanks.

ANGELIQUE

I mean it.

SUSAN

So do I. Thanks.

INT. MOTEL. RECEPTION OFFICE - EVENING

Billy exchanges money for a room key with a desk clerk.

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

Susan enters and goes to the kitchen where she absently hits  
 PLAY on the answering machine as Angelique enters behind her.

VOICE ON ANSWERING MACHINE

You have ten new messages.

BILLY'S VOICE ON MACHINE

Hi, Susan, it's Billy. I didn't want  
 to disturb you at work. I just want  
 you to know I'm thinking about you.  
 Okay, bye then....Hi, Susan, it's  
 Billy again. I forgot to tell you  
 I'm on my way to make my third amend.  
 I didn't know there were so many  
 towns here, Susan. And they --

She skips to the next message.

BILLY'S VOICE ON MACHINE (cont'd)

Hi, Susan, it's --

Susan presses the 'STOP' button.

ANGELIQUE

So you know. I want to thank you for  
 inviting me for dinner. I don't  
 think I'm up to another fight just --

Angelique becomes agitated as there's a KNOCK at the door.



ANGELIQUE (cont'd)  
I bet he followed me.

SUSAN  
Don't be silly. He didn't follow you.

TYLER (O.S.)  
It's Tyler, Ang. I know you're in  
there because I followed you.

INT. DANIEL AND BECKY'S HOUSE. VARIOUS ROOMS - EVENING

Becky enters, going room to room as she looks for Daniel and the baby.

INT. DANIEL AND BECKY'S HOUSE. BEDROOM - CONTINUING

Becky enters to find an open suitcase on the bed and Daniel holding a sexy negligee in one hand and a flannel nightgown in the other hand.

BECKY  
What are you doing?

DANIEL  
I can't remember which one's your  
favorite.

BECKY  
The flannel.

Daniel nods and puts it in the suitcase.

DANIEL  
If I've forgotten anything, you can  
just buy it there.

BECKY  
Buy it where, Daniel? I'm too tired  
for games and, besides, this is the  
kind of thing Billy does, not you.

EXT. HOTEL - EVENING

Daniel pulls to a stop in front of a hotel, then runs around to the passenger side and opens the door for Becky.

BECKY  
If you think staying in a hotel means  
you're going to --

DANIEL  
Not me. You.

Daniel hands her a room key along with her suitcase.

DANIEL (cont'd)  
 I've already ordered you room service  
 and booked you a massage.  
 (off her look)  
 I figured you could use a break from  
 me and...the baby.

BECKY  
 I could use a good night's sleep.

She looks at the baby in his bassinet in the back seat.

BECKY (cont'd)  
 Almost as much as he could use a name.

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

Susan hands Angelique a glass of wine who mouths a 'Thank You' to her as there's another KNOCK at the door.

TYLER  
 I know you're in there and I'm not  
 leaving till you open the door.

Angelique goes to the door finally and flings it open.

ANGELIQUE  
 What, Tyler? What?

Tyler enters and sweeps Angelique into his arms.

TYLER  
 I'm tired of fighting. Can we please  
 not fight anymore?

ANGELIQUE  
 I don't want to fight either.

Much to Susan's surprise, they kiss one another passionately.

INT. MOTEL ROOM - EVENING

Billy looks around the nondescript room, then goes to the phone and dials a number.

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - EVENING

As Tyler and Angelique kiss, Susan answers the phone.

SUSAN  
 Hi, Billy.

INTERCUT Susan on the phone WITH Billy.

BILLY  
 You knew it was me, Susan.

SUSAN

It was a lucky guess, Billy, not a --

BILLY

Sign? I know, Susan. Do you realize this is the first night we've been apart since we've been together?

SUSAN

I know.

BILLY

Are you in bed, Susan?

SUSAN

It's a bit early....

A beat, as Susan realizes he's suggesting phone sex.

SUSAN (cont'd)

I'm not doing that, Billy.

BILLY

Okay, Susan. I just wanted you to know that I may be a few days --

Angelique lets out a loud MOAN, not unlike a cat in heat.

SUSAN

Okay.

BILLY

Is there a woman there, Susan?

SUSAN

Yes, Billy, and no, I haven't given up men.

Tyler lets out a MOAN now.

BILLY

There's a man there, too?

Still kissing, Tyler and Angelique make their way into Susan's bedroom, closing the door behind them.

SUSAN

This really isn't a good time, Billy  
....Just a sec, there's another call.

(hitting call waiting)

Hello?...Hi, Becky, I'm on the phone with Billy. Just a sec....

(hitting call waiting)

Becky's on the other line, Billy.

BILLY  
 Okay, Susan, I'll let you go. I'll  
 talk to you tomorrow, okay?...Susan?

SUSAN  
 Yes, Billy?

BILLY  
 I have to do this.

SUSAN  
 I know. Bye.  
 (hitting call waiting)  
 Hi, Becky. You're where?

INT. MOTEL ROOM - EVENING

Confused, Billy hangs up the phone, then looks around the room again with a 'what now' look.

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

Susan goes to the closed door of the bedroom and listens.

SUSAN  
 Angelique?...Tyler?...There are clean  
 sheets in the bottom drawer of the  
 dresser....Okay, I'm just going to go  
 then. Lock the door behind you when  
 you leave, okay?

INT. DANIEL AND BECKY'S HOUSE. VARIOUS ROOMS - EVENING

Clearly frustrated, Daniel walks the baby from room to room in an effort to get him to stop CRYING.

DANIEL  
 Please, stop crying...Jordan? Stop  
 crying, Alex? Michael?

INT. HOTEL. HALLWAY/ROOM - EVENING

Susan KNOCKS on a door which is opened by Becky, wearing a plush hotel robe. Susan enters and looks around in awe.

BECKY  
 I know I should feel guilty for  
 leaving Daniel and the baby alone,  
 but I don't. And look, Susan....

Becky turns and indicates two massage tables set up side-by-side with two good-looking masseurs standing next to them.

LATER

Susan and Becky are each getting a massage.

BECKY (cont'd)

Oh, my god! He just found the spot Daniel's been trying to find for five years. Isn't this great, Susan?... Susan?

SUSAN

I'm just wondering if you can hate the fashion business and still be a successful designer. What d'ya think?...Becky?

Susan looks at Becky and realizes she's fallen asleep. She gets off the massage table, tightening the towel around her.

SUSAN (cont'd)

(to masseurs)

Maybe you could move her onto the bed?

One masseur takes Becky's hands and the other her feet. Together, they move Becky to the bed, then fold up their tables as Susan tucks her in.

INT. BILLY AND SUSAN'S APARTMENT - EVENING

Susan enters, acutely aware of the silence.

EXT. DANIEL AND BECKY'S HOUSE - NIGHT

A cab pulls to a stop and Becky gets out.

INT. DANIEL AND BECKY'S HOUSE - NIGHT

Becky enters and breathes in the familiarity of the house.

INT. DANIEL AND BECKY'S HOUSE. NURSERY - NIGHT

Becky looks at the baby with a mixture of pride and relief.

INT. DANIEL AND BECKY'S HOUSE. BEDROOM - NIGHT

Becky climbs into bed next to Daniel, causing him to stir.

DANIEL

Becky? What are you doing home? Didn't you enjoy -- ?

BECKY

I loved it, Daniel. Thank you. But I missed you and....

DANIEL

We missed you too, Beck.

BECKY

Still no name, huh?

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - MORNING

Susan wakes to a KNOCK on the door. She goes to the door and opens it to find a single red rose lying in the doorway.

SUSAN

Billy....

She picks up the flower and closes the door again.

MOMENTS LATER

There's another KNOCK at the door. Again, Susan opens it to find one rose. She picks it up and closes the door again.

MOMENTS LATER

Another KNOCK and another rose when Susan opens the door.

INT. BILLY AND SUSAN'S APARTMENT BLDG. HALLWAY - CONTINUING

Susan looks up and down the empty hallway.

SUSAN

I'll double the tip if you just give them to me all at once....Hello?

A delivery boy appears tentatively, holding nine more roses.

EXT. ROADS - DAY - MONTAGE

Billy drives through more scenic towns and villages.

INT. MOVING CAR - DAY

Billy looks at a prom picture of Jennifer Malone and him on the dashboard of his car as he drives into a new town. He passes a WELCOME sign, then a little league baseball game in progress and stops.

EXT. BASEBALL DIAMOND - CONTINUING

People CHEER on the players as we FOCUS ON JENNIFER MALONE, 23, the woman in Billy's prom picture, as he stops to watch. Jennifer sees him get out of his car and catches her breath.

INT. CHURCH - DAY - FLASHBACK

A concerned BUZZ spreads throughout the guests who have gathered for Billy and Jennifer's wedding.

BACK TO SCENE

Jennifer whispers something to a female friend seated next to her, then gets up and exits in the opposite direction to where Billy is standing. Billy sees her and follows.

BILLY  
Wait, Jennifer! Please!

JENNIFER  
How did you find me, Billy?

BILLY  
I asked your mother?

JENNIFER  
She always did have a soft spot for you. Okay, why?...Well? You've had five years to think of an answer.

BILLY  
Has it been that long?

JENNIFER  
I guess it's a lot to expect you to remember your wedding date....Oh, that's right, it's only your wedding date if you actually get married and to do that you have to show up.

BILLY  
I'm sorry, Jen. I know it doesn't sound like much --

JENNIFER  
You're right, Billy, it doesn't.

BILLY  
You're right. I must have been crazy to think we might be able to talk things out.

JENNIFER  
That's probably the smartest thing I've ever heard you say so why don't you just jump back in that little red sports car your Daddy probably bought you and go home.

Jennifer gets into her older model car and drives away.

EXT. DOCTOR'S OFFICE - DAY

Daniel and Becky exit with the baby.

DANIEL  
So what did the doctor say about, you know?

BECKY  
He said no sex till the baby has a name.

DANIEL  
No, really, what he'd say?

Becky fixes him with her gaze.

BECKY  
You don't believe me?

DANIEL  
No. I do.

INT. DANIEL AND BECKY'S HOUSE. BEDROOM - NIGHT

Daniel MUTTERS names in his sleep.

DANIEL  
Caleb...Christopher...Colin...Cyril --

Daniel wakes suddenly, prompting Becky to stir.

DANIEL (cont'd)  
Cyril?

BECKY  
Did you say something?

DANIEL  
No. Go back to sleep.

INT. SUSAN'S STUDIO - DAY

Susan sorts a series of model headshots into piles.

SUSAN  
Yes...no...maybe...yes...no...maybe.  
...maybe...no...yes...yes...no....

Holding a headshot in mid-air, Susan stops indecisively.

EXT. STREET - DAY

Jennifer sees Billy walking along the street and crosses to the other side to avoid him. He sees her, too, and crosses to her side. She crosses one more time, but he fakes her out so that they end up on the same side in front of a church.

JENNIFER  
Oh, look, Billy, a church! Better not get too close.

BILLY  
I showed up, Jen. Three hours early.

JENNIFER  
Yeah, well, I guess I wasn't worth waiting for.



BILLY  
Can we, please, just talk?

JENNIFER  
You wanna talk?

BILLY  
Very much.

INT. CHURCH - CONTINUING

Billy follows Jennifer into the near-empty church.

BILLY  
You wanna talk in here?

JENNIFER  
Afraid you'll have to tell the truth?  
I'm curious, Billy, when you came to  
the church three hours early, how far  
did you get? Here?

She walks further into the church.

JENNIFER (cont'd)  
Here?

She points to the front of the church.

JENNIFER (cont'd)  
There? Did you get that far before  
you decided to bail? I guess I should  
thank you for at least disappearing  
before the ceremony.

BILLY  
I tried to talk to you, Jen, to  
explain, but you disappeared too.

JENNIFER  
At least I had a reason.

BILLY  
I was early so I thought I'd drive up  
to the lake to think. Our lake, Jen.

JENNIFER  
You can have it, Billy. I don't  
think I need it anymore.

BILLY  
I really am sorry.

JENNIFER  
You're not going to say 'it was me,  
and not you,' are you?

BILLY

It was, Jen! I swear.

Billy takes Jennifer in his arms and hugs her. She hangs in his arms like a rag doll for a few moments, then steps back.

JENNIFER

No, Billy!

Mrs. Henderson, a parishioner in mid-prayer, reacts to Jennifer's outburst.

JENNIFER (cont'd)

Sorry, Mrs. Henderson. Don't forget your appointment on Thursday to redo your highlights. If you've come here looking for forgiveness, Billy, you're wasting your time. That was the worst day of my life and nothing you say or do now is ever going to change that.

Jennifer exits. Disappointed, Billy looks at Mrs. Henderson who motions for him to pray. With a shrug, he does.

INT. HAIR SALON - DAY

Jennifer is cutting a woman's hair with two other women under hair dryers when Billy enters.

JENNIFER

How did you find me this time?

BILLY

Mrs. Henderson told me.

JENNIFER

Unless you have an appointment, I'm a little busy at the moment.

BILLY

I'm sure they wouldn't mind. Would you, ladies?

JENNIFER

I mind, Billy.

A four year old child appears from the back room and latches onto Jennifer's leg. Jennifer runs her hand lovingly through his hair as a POSTAL CARRIER enters with the mail.

POSTAL CARRIER

Hi, Billy.

BILLY

Hi.

BILLY, JR.

Hi.

Billy looks at the postal carrier, then at Billy, Jr.

BILLY, JR.  
Who's he, Mommy?

JENNIFER  
He's Billy.

BILLY, JR.  
I'm Billy.

JENNIFER  
That's right, honey. You are.

INT. DINER - DAY

Billy enters with Jennifer and Billy, Jr. They take a seat in a booth as a WAITRESS approaches to take their order.

BILLY  
I'll just have coffee.

JENNIFER  
Make that two.

BILLY  
(to Billy, Jr.)  
Do you like ice cream sundaes?  
(off his look)  
Well, then, he'll have the biggest  
ice cream sundae you have....Oh,  
wait! What day is it today?

WAITRESS  
Wednesday, I think. Yeah, it's  
Wednesday.

BILLY  
In that case, he'll have the biggest  
ice cream Wednesday you have because  
everybody knows you can't have a  
sundae on a Wednesday.

Billy GIGGLES.

LATER

Billy watches Billy, Jr. happily eating his sundae.

BILLY (cont'd)  
How old did you say he is?

JENNIFER  
I didn't.

Billy, Jr. holds up two fingers on each hand.

BILLY, JR.  
I'm this many.

BILLY  
Four? You're pretty smart for four.  
Smarter than I was at that age so...  
(to Jennifer)  
...he obviously doesn't take after  
me. How come you never told me, Jen?

JENNIFER  
Don't do this, Billy.

Billy, Jr. SLAMS his spoon into what's left of his sundae.

BILLY, JR.  
Billy billy billy.

JENNIFER  
I didn't know at the time, okay? I  
thought it was pre-wedding jitters.  
Then after what happened, it didn't  
seem important.  
(to Billy, Jr.)  
We've gotta go, honey. Thank the man  
for the sundae and say good-bye.

BILLY, JR.  
Wensday.

JENNIFER  
Sorry. Wednesday. If you want me to  
accept your apology, Billy, I will on  
one condition. That you never bother  
us again.

As Jennifer exits with Billy, Jr., he turns and waves good-  
bye to Billy who, smiling wistfully, returns his wave.

INT. SUSAN'S STUDIO - DAY

Susan sets a pile of headshots down on Connie's desk.

SUSAN  
Here are the possibilities.

LATER

Connie goes to Susan's desk with the same pile of headshots.

CONNIE  
They're booked already.

SUSAN  
All of them?

INT. MOVING CAR - DAY

Billy drives out of town, past a sign that reads: COME AGAIN, then does a U-turn and drives back into town.

EXT. CAR DEALERSHIP - DAY

Billy drives into a used car dealership.

MOMENTS LATER

He drives off the lot in a second-hand car.

EXT. HOUSE - DAY

Billy approaches Jennifer's house and KNOCKS on the door. Jennifer opens it, surprised to see him.

BILLY

I know what you're gonna say, Jen, but you're listed in the phone book.

JENNIFER

You never were very good at taking no for an answer.

BILLY

I'm not the Billy you knew, Jen. And I know I handled things badly. I wasn't ready....

JENNIFER

And now you are?

BILLY

Yes. At least to make it up to you.

JENNIFER

Give me one reason why I should.

BILLY

Isn't he reason enough? And if what I think is true....C'mon, Jen, you didn't just happen to name him Billy. It's a sign.

INT. JENNIFER'S HOUSE. KITCHEN - DAY

Jennifer pours two cups of coffee, then hands one to Billy.

JENNIFER

I do okay at the hair salon and maybe someday I'll have my own shop.

BILLY

Let me help you, Jen.

JENNIFER

No, Billy.

BILLY

At least let me me do something to help Billy, Jr.

JENNIFER

His name isn't Billy, Jr., Billy. It's just Billy.

BILLY

Just Billy?

JENNIFER

Billy. Okay?

BILLY

Okay, Jen. But like I said....

Billy removes a wad of money from his pocket and gives it to her.

BILLY (cont'd)

I'd like to help and this is a start.

JENNIFER

There's gotta be --

BILLY

Ten thousand dollars.

JENNIFER

What'd ya do? Sell your your car?  
(off his look)  
You sold your car?

BILLY

Some things are more important. I would like to ask one favor though. I'd like to take him back home with me for a few days.

JENNIFER

No, Billy.

BILLY

There's ten thousand dollars, Jen --

JENNIFER

So what? You think you can buy him --

BILLY

Not buy, Jen. Rent. Not even rent. Borrow. He's a part of me, Jen.

(more)

BILLY (cont'd)

I just want some time to get to know him. As long as he's comfortable with it, of course, and it'd just be a few days. Wouldn't you like a few days to yourself, Jen?

JENNIFER

Not this way, I'm sorry. Just take your money and leave.

BILLY

I'll leave, Jen, but the money's yours.

Billy goes to the door, then turns back to face Jennifer. As he opens his mouth to speak, she closes the door in his face.

INT. JENNIFER'S HOUSE. LIVING ROOM - CONTINUING

Jennifer watches Billy drive away.

INT. SUSAN'S STUDIO - DAY

A motley assortment of male and female models are gathered in front of Susan, Connie, a male CHOREOGRAPHER, a female stylist, a fashion coordinator, etc.

CHOREOGRAPHER

Okay, if you could all form a line over there, we'd like to see you walk.

The models take their positions in single-file.

CHOREOGRAPHER (cont'd)

And begin.

The models take turns walking across the room, each one worse than the one before. The last model, a male, does his walk, stops, then fixes everyone in his sights.

MALE MODEL

I'm tired of being junk food for bottom feeders and I'd really like to be in this show so who do I have to sleep with to accomplish that?

He looks at everyone in the room, male and female alike.

INT. SUSAN'S STUDIO - DAY

In a SERIES OF DISSOLVES, the models try on various outfits.

BACK TO SCENE

The models prepare to walk in the clothes for Susan.

CHOREOGRAPHER

Okay! Try to bring the clothes to life.

The models do their best, albeit, without much luck.

CHOREOGRAPHER (cont'd)

Try to suit your personalities to the clothes.

Again, they do their best.

CHOREOGRAPHER (cont'd)

Look like you're having the best sex of your lives.

Connie approaches Susan, who looks disappointed.

CONNIE

It's not the clothes.

SUSAN

It doesn't matter. Everyone's going to think it is, anyway. A show during Fashion Week can make or break a career, but how are new designers supposed to compete when the name designers snap up all the good models?

EXT. HOTEL - DAY

With Billy, Jr. riding shotgun, Jennifer drives into a hotel parking lot when she sees Billy's car parked in front of one of the rooms. She KNOCKS on the door and Billy opens it.

BILLY

However did you find me?

JENNIFER

Did you still want to take Billy with you? For a few days, I mean.

BILLY

Are you kidding. Of course. But --

Jennifer indicates Billy, Jr. sitting in the car.

JENNIFER

It wasn't my idea. It was his. He seems to think you're funny.

BILLY

There was a time you did, too.

JENNIFER

Yeah, well, things change.



INT. MOVING CAR - DAY

As he drives, Billy notices a certain hesitancy in Billy, Jr.

BILLY  
Want to call Mommy to say hi?

When Billy, Jr. brightens, Billy pulls out his cell phone, dials the number, then hands him the phone.

BILLY, JR.  
Hi, Mommy....Uh-huh....Uh-huh....Okay.

Billy, Jr. hands the phone to Billy.

BILLY  
Hi, Mommy....Sorry....No, we're fine.  
(to Billy, Jr.)  
We are fine, aren't we?  
(off his look)  
Good.  
(into phone again)  
So how are you?

INT/EXT. BILLY AND BILLY JR.'S CAR TRIP - DAY - MONTAGE

-- Billy mugs for Billy, Jr.'s amusement as he drives;  
-- Billy keeping Billy Jr. in stitches still as they walk to the car with their take-out food and drinks;  
-- Billy and Billy Jr. peeing at the side of a deserted road;  
-- Billy and Billy Jr. shopping in a toy store.

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

Looking harried and loaded down with stuff, Susan enters and absently hits 'PLAY' on the answering machine.

BILLY'S VOICE ON MACHINE  
Hi, Susan, it's Billy. I just want  
you to know I'm on my way home.

Seemingly worried by the happy tone to his message, Susan goes to the bedroom, grabs a suitcase, and starts packing.

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

As Billy and Billy, Jr. enter, Billy looks for Susan.

BILLY  
Susan?

Billy goes from room to room, calling Susan's name, trying to hide his agitation when he sees her clothes and toiletries gone, then a note with his name on it when he goes to the fridge to remove his third amend. He opens it to find the words "I'm Sorry" written on it.

BILLY, JR.  
Do you live here by yourself?

BILLY  
Apparent....No, not as long as you're here. Why don't we call your Mommy and let her know we're here?

Billy dials the number, then hands the phone to Billy, Jr. who runs from room to room with it while talking to his mom. After a few moments, he returns and hands the phone to Billy.

BILLY, JR.  
She wants to talk to you.

BILLY  
Thank you.  
(into phone)  
Hi....No, everything's fine. He's, fine, we're fine, everything's fine. ...What?...No, that'd be great.  
Okay, see you then.

Billy disconnects the call.

BILLY (cont'd)  
Guess what? Your Mom's gonna come get you in three days. You know what that means, don't you?

BILLY, JR.  
What?

BILLY  
We've got a lot of living to pack into three days.

BILLY, JR.  
What's living?

BILLY  
Well, it's kind of like what we're doin' now, just bigger.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Billy enters to find Billy Jr. in bed.

BILLY  
You okay?

Billy Jr. nods.

BILLY (cont'd)  
Do you ever feel like, I don't know, crying when you're in a strange place?

BILLY, JR.

No.

BILLY

No? That's good. I mean, crying's good if you want to cry but it's okay not to cry too. Want me to read you a story?

BILLY, JR.

Okay.

BILLY

Well, then, scoot over and make room for...STORYMAN!

Billy, Jr. moves to one side of the bed as Billy grabs a book called "Just The Right Size" and climbs in next to him.

BILLY (cont'd)

(reading)

Once upon a time, there was a little boy named....

Billy looks at Billy, Jr.

BILLY (cont'd)

...Billy.

BILLY, JR.

Billy billy billy.

BILLY

That's right.

(reading)

And Billy's life was full of surprises. Like the day he surprised his parents by saying his very first word. The word was toy and it was just the right size word for a boy Billy's age to say. His parents were so excited they phoned everyone they knew to tell them the good news.

DISSOLVE TO:

BILLY

(reading)

And they all lived happily ever after.

Billy closes the book wistfully, then looks at Billy, Jr. sleeping soundly beside him.

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - EVENING

Billy picks up the phone and dials a number.

SUSAN'S VOICE ON MACHINE  
The office is closed at the moment so  
please leave a message after the beep.

After the BEEP, Billy leaves a message, his voice sounding more mature than it has previously.

BILLY  
Hi, Susan, I just wanted to let you  
know I'm home. Maybe you could give  
me a call sometime so we can talk?  
Okay?

INT. SUSAN'S STUDIO - CONTINUING

Susan listens to Billy's message as he's leaving it, clearly conflicted.

BILLY'S VOICE ON MACHINE  
Okay. I hope you call, Susan.

INT. SUSAN'S STUDIO - MORNING

Connie enters to find Susan already hard at work. The couch looks like it's been slept on.

CONNIE  
Don't tell me you've been here all  
night!  
(off her look)  
I don't suppose you want to talk  
about it?

Susan shakes her head 'no.'

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - MORNING

Billy is sleeping on the couch as Billy, Jr. tugs on his sleeve.

BILLY, JR.  
I'm hungry.

BILLY  
What?...Right, breakfast. What do  
you usually eat for breakfast?

BILLY, JR.  
Eggs.

BILLY  
The ones that come from chickens?

BILLY, JR.  
The ones from boxes.

BILLY

The box ones, huh! And where would they be? Under the couch?

BILLY, JR.

In the fridge.

BILLY

The fridge! Okay. Why don't you go look and I'll be there in a sec?

Billy, Jr. runs to the kitchen while Billy dials a number.

BILLY (cont'd)

Hi, Daniel, I'm back. Susan wouldn't happen to be there, would she?

BILLY, JR. (O.S.)

I found them.

BILLY

Good for you. I'll be right there.  
(into phone)  
That's....I'll tell you later.

INT. DANIEL AND BECKY'S HOUSE. HALLWAY/NURSERY - MORNING

Becky walks by the nursery as Daniel changes the baby's diaper at lightening speed.

BECKY

What are you doing?

DANIEL

What's it look like? I'm changing the baby. I've got it down to a minute and thirty-five seconds. Wanna try to beat my time?

BECKY

He's not a game, Daniel. I swear, you're becoming more like your brother everyday.

Shaking her head, Becky continues down the hallway.

DANIEL

(to baby)  
She's just jealous. Yes, she is.

BECKY (O.S.)

I heard that.

DANIEL

Oops! Oh, by the way, Billy called.

Becky appears in the doorway again.

BECKY  
He's back?...Did he....?

DANIEL  
He didn't say, but he sounded a little weird.

BECKY  
Weirder than usual?

DANIEL  
He wanted to know if Susan was here. You don't think....?

BECKY  
When it comes to the Cameron men, I don't know what to think anymore.

Becky disappears down the hallway again.

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - MORNING

Billy enters to find Billy, Jr. standing in the middle of the room, patiently holding a carton of eggs.

BILLY  
Okay, I'm counting on you to show me how to do this.

BILLY, JR.  
It's easy, but you have to do the stove part.

BILLY  
There's a stove part?

EXT. PARK - DAY

Billy is playing soccer with Billy, Jr. and Joey.

LATER

Seated on a park bench on either side of Billy, Billy, Jr. and Joey take turns counting on their fingers for him.

INT. POOL HALL - DAY

Billy holds Billy, Jr. under one arm and Joey under the other arm as they take turns playing pool.

EXT. MCDONALD'S - DAY

Billy stands in front of McDonald's with Billy, Jr. and Joey.

BILLY

Okay, we can eat lunch here as long as we have vegetables for desert.

BILLY, JR.

Vegetables aren't desert. They're --

JOEY

Yech.

BILLY, JR.

Yeah, they're yech.

BILLY

But dessert's good! So if vegetables are dessert, they must be good too!

Billy, Jr. and Joey look at one another in disbelief.

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - EVENING

Billy, Jr. sits on the couch as Billy hands him one of four presents he's holding.

BILLY

Happy Birthday!

BILLY, JR.

But it isn't my birthday.

BILLY

These are for the birthdays I missed. This one's for your fourth birthday.

Billy, Jr. unwraps a large globe and looks at in wonder.

BILLY (cont'd)

It's a hat.

BILLY, JR.

Really?

BILLY

No, silly, it's a globe.

Billy hands him another present.

BILLY (cont'd)

This one's for your third birthday.

Billy, Jr. unwraps a baseball glove, then Billy hands him another present.

BILLY (cont'd)

This one's for your second birthday.

Billy, Jr. unwraps the third present, a toy. Finally, Billy hands him an envelope.

BILLY (cont'd)  
And last but not least, this one's  
for your first birthday.

Billy, Jr. pulls out a Savings Bond.

BILLY, JR.  
What is it?

BILLY  
It's a Savings Bond for your college  
fund. See, I figure when you're one  
what you need more than anything,  
even if you don't know it yet, is  
security.

BILLY, JR.  
Thank you.

BILLY  
You're welcome.

INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - EVENING

Billy carries a sleeping Billy, Jr. to bed and tucks him in  
when the phone RINGS.

BILLY  
(whispering)  
Hello?....Hi, Susan.

SUSAN (O.S.)  
Why are you whispering?

BILLY  
Just a sec?

Billy looks at Billy, Jr. for a moment, then exits to the  
living room with the phone.

BILLY (cont'd)  
Is that better?...I'm glad you  
called, Susan.

SUSAN (O.S.)  
I was wondering if you'd like to meet  
for a drink?

BILLY  
You mean now? I can't right now,  
Susan. Unless you'd like to come  
here? Come here, Susan.



INT. BILLY AND SUSAN'S APARTMENT. VARIOUS ROOMS - LATER

Billy and Susan watch Billy, Jr. sleeping for a moment, then exit to the living room. He hands her a drink as she takes a seat on the couch.

SUSAN

This is a --

BILLY

Big responsibility. I know. But I traded in my sports car, Susan, and I'm going to get a job....He looks a little like me, don't you think?

A beat, as Susan looks at Billy, a little overwhelmed.

SUSAN

So you're telling me you were engaged to this woman and you just left her waiting at the altar?

BILLY

I showed up, Susan, I just didn't go through with it. How could I when I was waiting for you? And I know I should have told you, Susan, but you didn't ask and as far as the 'Billy' stories go, they're not all true. Okay, some are true, most of them maybe, but not all of them. And I swear I didn't know she was pregnant.

SUSAN

I think I'm just gonna go now.

BILLY

Do you have to, Susan?

SUSAN

I think so.

Susan starts for the door, then turns back to face Billy.

SUSAN (cont'd)

But it's not you, Billy, it's me. All this time I thought you were the one who wasn't ready, but it's me. I'm trying to design a collection that reflects who I am and I don't know who I am. Maybe that's why I'm attracted to you. You know who you are and who you are is wonderful. But the thought of marriage and a child?

(more)

SUSAN (cont'd)

It scares me, Billy, and I'm sorry if that made me doubt you or made you doubt yourself.

BILLY

You said 'I'm,' Susan.

SUSAN

What?

BILLY

You said 'I'm attracted to you.' Not was. I'm.

SUSAN

I am, Billy. I love you. I'm just not ready for....I don't know what I'm ready for. I'm sorry...again.

Susan exits, leaving Billy, looking forlorn again.

INT. DANIEL AND BECKY'S HOUSE. DINING ROOM - DAY

Seated at the dining room table, Billy, Daniel, and Becky stare at Billy, Jr. playing with the baby.

DANIEL

I don't believe this, Billy.

BILLY

I know and mine even has a name. He's my clean slate. Me before anything happened, before my first love, before my first sexual experience, before I had a chance to hurt anyone.

Becky stands and, shaking her head, exits.

INT. SUSAN'S STUDIO - DAY

Working feverishly on new designs, Susan stops to hold up her empty coffee cup as Connie walks by her desk.

SUSAN

Would you mind?

CONNIE

It's not my job, remember? You've done nothing but work and drink coffee for days now.

SUSAN

You're right. I should get my own.

There's a KNOCK at the door, then Becky enters.

CONNIE

I hope you're here to talk some sense  
in to her. Can I get you a coffee?

Susan shoots Connie a look.

BECKY

No...to the coffee.

(to Susan)

I see you're keeping busy.

SUSAN

Unfortunately, there's a big  
difference between busy and progress.  
I'm trying to find out who I am and  
all I'm finding out is who I'm not.  
I'm not Liz Clairborne, I'm not Vera  
Wang, I'm really not Coco Chanel.

CONNIE

Don't listen to her. She has enough  
designs for ten shows. Good ones too.

SUSAN

(to Becky)

How's he doing?

BECKY

He's keeping it together for Billy,  
Jr., but I know he's hurting. Billy,  
Jr.! Can you believe it?...Now go get  
changed. I'm taking you for a girls'  
night out and I won't take no for an  
answer.

SUSAN

Where are we going?

BECKY

When the going gets tough, the tough  
go dancing.

INT. NIGHT CLUB - EVENING

Susan and Becky are dancing in a gay club filled with half-  
dressed muscle boys and outrageously-dressed transvestites.

SUSAN

I thought you said this was going to  
be a girl's night out.

BECKY

It's a fine line. At least nobody  
here's gonna bug you about having a  
baby. And why can't straight men  
dress like this?

SUSAN  
Fear, mostly. You need to feel  
confident about your sexual  
orientation to dress well.

BECKY  
Really?

LATER

Susan and Becky approach the bartender.

SUSAN  
Two Bloody Mary's, please.

BECKY  
Could you make mine a virgin? I'm a  
nursing mother....

Becky realizes she's leaking.

BECKY (cont'd)  
...even as we speak.

The bartender hands her a napkin, then proceeds to make the  
drinks as she pats herself dry.

SUSAN  
Why couldn't Billy be like....

Susan FOCUSSES on one of the more overtly gay men in the room.

SUSAN (cont'd)  
...eight out of every ten men in the  
world? Happy to get the milk for  
free. Most men would be.

BECKY  
Is that what you want? Most men?

SUSAN  
Funny. That's what he said.

BECKY  
At least you don't have to worry  
about him cheating on you. He may  
have been around but he doesn't play  
around. You're not worried, are you?

SUSAN  
That he slept with one of the amends?  
If he did, it wouldn't have been the  
first one because who wants to  
destroy the memory of a first love?  
(more)

SUSAN (cont'd)

In fact, first loves should always be unrequited because it's that first love that keeps us believing in love. And the second one is apparently into women now.

BECKY

And Jennifer?

SUSAN

Do you know her?

BECKY

She was a high school romance. Before I met Daniel.

SUSAN

You think Daniel would ever cheat?

BECKY

No. Not that he wouldn't want to... someday anyway. But he'd be too afraid to because he knows I'd find out and Lorena Bobbitt him. We owe that woman.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Billy picks up Billy, Jr.'s clothes from the floor, then folds them and lays them on a chair. He looks at Billy, Jr., then in a sudden move, exits, and returns with a camera to take a picture of Billy, Jr. sleeping.

INT. DANIEL AND BECKY'S HOUSE. BEDROOM - EVENING

Becky climbs into bed next to Daniel.

DANIEL

How is she?

BECKY

How do you think she is, Daniel? Oh, that's right, you don't have any regrets or amends to make so you wouldn't know how she is.

DANIEL

I was never popular like Billy. And why exactly are you angry with me?

BECKY

I'm not, I'm just angry. Two people who love each other and are right for each other should be with each other.

DANIEL  
Speaking of being with someone,  
Beck....

Daniel starts to cuddle with Becky.

BECKY  
You're cut off, remember.

Daniel moves back to his side of the bed.

BECKY (cont'd)  
So how's Billy really?

DANIEL  
He's...different. He even seems...I  
don't know...taller somehow.  
(BEAT) Do you ever wish you'd married  
someone more like Billy?

BECKY  
No.

DANIEL  
Not even sometimes?

BECKY  
No.  
(BEAT) I wouldn't have the energy.

DANIEL  
Is that the only reason?

BECKY  
No. If I were married to Billy, I'd  
have to cheat on him to be with you  
and I don't want to cheat on anyone,  
Daniel.

DANIEL  
Really, Beck? That's about the  
nicest --

BECKY  
You're still cut off.

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - EVENING

Billy sits holding the phone. After a few moments, he dials  
a number and listens to Susan's outgoing message.

SUSAN'S VOICE ON MACHINE (O.S.)  
The office is closed at the moment so  
please leave a message after the beep.

Billy disconnects the call, then dials again.

SUSAN'S VOICE ON MACHINE (cont'd; O.S.)  
 The office is closed at the moment so  
 please leave a message after the beep.

Once again, he disconnects and redials.

INT. SUSAN'S STUDIO - EVENING - CONTINING

Susan tries to sleep on the couch as the phone RINGS, then the answering machine engages.

SUSAN  
 Don't do this, Billy.

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - MORNING

Billy and Billy, Jr. sit, quietly waiting for a few moments. Billy, Jr. holds a slip of paper with a phone number on it.

BILLY  
 So you've got the number if you ever  
 wanna call. About anything. Kid  
 stuff, guy stuff, girls...you know,  
 when you're ready.

BILLY, JR.  
 Living?

BILLY  
 That's right. Living.

There's a KNOCK at the door.

BILLY (cont'd)  
 That'll be your Mom.

Billy, Jr. doesn't move.

BILLY (cont'd)  
 You wanna get it?

Billy, Jr. jumps to his feet and runs to open the door.

BILLY, JR.  
 Mommy!

JENNIFER  
 Hi, baby!

BILLY, JR.  
 We've been living.

JENNIFER  
 That's good, honey.  
 (to Billy)  
 I hope he wasn't too much trouble.

BILLY  
Are you kidding? He reorganized the closets.

EXT. STREET - DAY

Billy and Billy, Jr. do a cool handshake they've obviously practiced to perfection as Jennifer stands by the car.

BILLY  
Can I come see him, maybe over the holidays? Would that be okay?

BILLY, JR.  
Say yes, Mommy.

JENNIFER  
I guess the answer's yes.

BILLY  
Go, Billy.

BILLY, JR.  
Go, Billy.

JENNIFER  
I may live to regret this.

BILLY  
You won't, Jen. I promise.

BILLY, JR.  
He promises, Mommy.

JENNIFER  
Okay, say good-bye, sweetie, we've gotta go.

Billy hugs Billy, Jr.

BILLY, JR.  
Bye, Daddy.

JENNIFER  
Wow!

BILLY  
Wow!

Jennifer and Billy, Jr. get into the car.

BILLY  
If I could do things differently,  
Jen --

JENNIFER  
Don't, Billy. Things have a way of working out for the best...even if we don't always like it at the time. We may not have been meant to be, but he was and that's what matters so let's just leave it at that for now. Okay?



BILLY

Okay, Jen.

With Billy standing on the sidewalk and Billy, Jr. in the car, they simulate their handshake.

BILLY

Bye.

BILLY, JR.

Bye.

Jennifer shakes her head and drives away.

INT. BILLY AND SUSAN'S APARTMENT. KITCHEN - DAY

Billy goes through the mail and finds another postcard from his parents, then a letter from Billy, Jr. He opens it, pulls out a picture of Billy, Jr., and attaches it to the fridge.

EXT. STREET - DAY

Susan stands in front of a store window displaying her purse jackets and Hot-T's with a look of satisfaction.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - EVENING

Billy reads a picture book in bed.

INT. SUSAN'S STUDIO - EVENING

Susan drapes a fabric sample over a mannequin, then steps back to study it.

INT. DANIEL AND BECKY'S HOUSE. DINING ROOM - EVENING

Billy, Daniel, and Becky eat dinner together.

INT. SUSAN'S STUDIO - EVENING

Susan eats alone while she cuts out a muslin pattern, then drapes it over the mannequin.

EXT. EMPLOYMENT CENTER - DAY

Billy enters, dressed in a suit.

INT. SUSAN'S STUDIO - EVENING

Susan dances around the room with the finished dress.

INT. DANIEL AND BECKY'S HOUSE. DINING ROOM - EVENING

Susan, Daniel, and Becky eat dinner together.

INT. BILLY AND SUSAN'S APARTMENT. LIVING ROOM - EVENING

Billy eats alone while playing a video game.

INT. SUSAN'S STUDIO - DAY

Susan tries to pair up the male and female models so they look appropriate together, then stands back to look.

CONNIE  
What d'ya think?

Looking disappointed, Susan starts for the door.

SUSAN  
I think you should tell them all they can go home.

CONNIE  
But the show's in four days....The clothes aren't going to model themselves....Where are you going?

SUSAN  
When the going gets tough, the tough go dancing.

EXT. FASHION SHOWROOM - EVENING

A videographer tapes a reporter as she speaks into a mike.

REPORTER  
Welcome back! We're standing outside Fashion Week Central where Susan Richard's much anticipated first show is about to begin.

INT. FASHION SHOWROOM - DAY

The models take turns walking the runway under black light so the fashions are visible, but the models aren't. As the show ends and the house lights come up, the models remove their black hoods to reveal several hard-bodied, skimpily-clad male and female dancers from the night club where Susan and Becky went dancing, as well as some transvestites.

Billy, Connie, Daniel, and Becky are in the front row as Susan comes onstage to a thunderous round of APPLAUSE and takes her bow. Billy and Connie share a knowing look as the MUSIC comes up and the lights dim again.

The dancers gyrate suggestively, then turn to reveal signs on their asses that read: WILL YOU GO OUT WITH ME, SUSAN? They turn again to reveal signs that read: WE'LL TAKE IT ONE DATE AT A TIME, SUSAN, then repeat the process with the words: UNTIL YOU KNOW WHAT YOU WANT. They repeat the routine finally with the words: YOU SAY YOU LOVE ME, SUSAN?, then the lights come up to reveal Susan looking at Billy in shock.

SUSAN  
I do love you, Billy.

Billy jumps onstage and kisses Susan to more APPLAUSE.

BILLY  
I'm sorry I'm not most men, Susan.

SUSAN  
It's okay.

Billy indicates the male models/dancers.

BILLY  
They're gay, right?

SUSAN  
Does it matter?

They kiss again as we

FADE OUT:

FADE IN:

INT. BILLY AND SUSAN'S APARTMENT - EVENING

Billy and Susan start to have sex.

BILLY  
This is what I call a date, Susan.  
By the way, can you name all your  
lovers?

SUSAN  
Yes. You. The others were just sex.

BILLY  
You mean if I'd said that to you, I  
could have saved myself all this  
trouble?...Whatever, Susan. It's all  
good.

INT. DANIEL AND BECKY'S HOUSE. BEDROOM - NIGHT

Daniel wakes up in a cold sweat, waking Becky in the process.

BECKY  
What's wrong?

DANIEL  
I dreamt we never gave the baby a  
name and he went through his whole  
life that way.

BECKY

Of course, we gave him a name,  
Daniel. Who doesn't name a baby?

The baby CRIES.

DANIEL

I'll go.

BECKY

No, I'll go. In your state, you'll  
just scare him.

(shouting)

I'm coming, Danny.

INT. BILLY AND SUSAN'S APARTMENT. BEDROOM - CONTINUING

The phone RINGS as Billy and Susan continue to make love.  
Susan moves to answer it.

BILLY

Let the machine get it, Susan.

SUSAN

It might be important, Billy. What  
if it's Billy, Jr?

BILLY

At this time of night?...You're  
right, Susan. I'll get it.

Billy grabs the phone.

BILLY (cont'd)

(into phone)

Hello?...Who?

(to Susan)

It's Pamela Anderson, Susan.

SUSAN

Just because she was your first,  
Billy, that doesn't give her the  
right to --

BILLY

Not Pamela Anderson, my first sexual  
experience, Susan. Pamela Anderson,  
the actress.

(into phone)

Are you Pamela Anderson still or --

(to Susan)

She wants to talk to you, Susan.

As Susan takes the phone, Billy puts his ear to it to listen.

SUSAN

Hello?

BILLY

What's she want, Susan?

SUSAN

You heard about my designs?...No,  
thank you. FT did do a nice job,  
didn't they?

When Billy continues trying to listen, Susan exits to the bathroom with the phone and closes the door behind her.

SUSAN (O.S.)

I can't believe you're calling me....

LATER

Billy is seated on the floor with his back to the bathroom door again.

BILLY

Did you tell her we were having sex,  
Susan? I'm sure she wouldn't mind if  
you called her back.

INT. BILLY AND SUSAN'S APARTMENT. BATHROOM - CONTINUING

Susan is seated on the closed lid of the toilet.

SUSAN

I think if you feel good, you'll look  
good rather than the other way  
around....You do? Really?...Yeah, I  
could probably do that.

LATER

Billy is eating a sandwich now as Susan continues to talk to Pamela in the bathroom as we

FADE OUT:

THE END