



VANILLA SKY

Screenplay by

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Based on a screenplay "Abre Los Ojos" by
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ON BLACK

We hear a whooshing sound, getting louder.

A BLINK OF AN IMAGE

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

A WOMAN'S VOICE

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

INT. DAVID'S BEDROOM - EARLY MORNING

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

A WOMAN'S VOICE

... open your eyes...

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

INT. DAVID'S BATHROOM - MORNING

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

INT. DAVID'S BEDROOM - MORNING

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

INT. DAVID'S NEW YORK CITY APARTMENT - MORNING

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

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

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

EXT. NEW YORK SIDE STREETS - MORNING

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

EXT. TIMES SQUARE - MORNING

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

A WOMAN'S VOICE

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

DISSOLVE TO:

INT. BEDROOM - MORNING

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

A WOMAN'S VOICE

... open your eyes...

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

A MAN'S VOICE

Well, I suppose the empty street
meant loneliness.

DAVID'S VOICE

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

A MAN'S VOICE

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

got here, and why you've been charged.

DAVID'S VOICE

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

INT. BATHROOM - MORNING

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

DAVID'S VOICE

Isn't that what being young is about? Believing secretly that you would be the one person, in the history of man, who would live forever?

INT. BEDROOM - MORNING

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

JULIANNA

Where you going so early?

DAVID

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

JULIANNA

Why not?

DAVID

I'll think we're married or something.

JULIANNA

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

DAVID (O.S.)
 (exiting, from other
 room)
 How's your cold?

JULIANNA
 Still there. How's yours?

DAVID (O.S.)
 I guess you took my mind off it.

She pulls a pink pill-box purse from the nightstand,
 withdraws a multi-colored phone.

JULIANNA
 Reyna, it's Julianna. I missed my
 audition.
 (dramatic, like Bette Davis)
 I lost my head. Listen, I have to
 go.
 (whispers)
 I'm with David.

INT. KITCHEN - MORNING

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

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

JULIANNA
 Bye "honey!"

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

JULIANNA
 When? When?

DAVID
 Soon!

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

INT./EXT. NEW YORK CITY GARAGE/STREETS - DAY

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

EXT. NEW YORK SIDE-STREETS - DAY

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

EXT. BRIAN'S APARTMENT - DAY

David pulls up to a lower-end apartment, checks his watch. Enter the hung-over BRIAN SHELBY, 30ish. In a world of acquaintances, Brian is a true friend. He has all the qualities of Abe Lincoln and, much to his chagrin, the looks too. He hops in the car with racquetball bag.

DAVID

Did you reserve the court?

BRIAN

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

DAVID

I'm sorry to do this early. I gotta be done by 10.

Car phone rings. David checks Caller ID - it's his office. He clicks on.

ASSISTANT VOICE (RACHEL)

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

DAVID

How did you find me?

RACHEL'S VOICE

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

DAVID

What are the colors?

RACHEL'S VOICE

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

DAVID

Let me think about it.

RACHEL'S VOICE

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

DAVID

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

BRIAN

Can't you just get rid of that board?

DAVID

The Seven Dwarves? No.

BRIAN

Those people drive you nuts.

DAVID

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

BRIAN

(suspicious pause)

You fucked Julie Gianni again, didn't you?

David takes off driving.

INT. ANOTHER STREET - DAY - DRIVING

BRIAN

I know someone was there when I called. You had that tone.

(imitates nasal phone voice)

Oh, no man, I've got a cold. I'm hanging in tonight.

DAVID

(shaky defense)

I had a cold. I was alone.

BRIAN

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

DAVID

Thanks.

BRIAN

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

DAVID

Julie Gianni is a friend. Sometimes we sleep together.

Brian howls in pain, like a hurt dog.

DAVID

What --

BRIAN

My dream girl... Julie Gianni... is your... fuck buddy.

Brian emits another pained howl. David reaches over to change the music.

DAVID

What do you want to listen to?

BRIAN

Slow down, man.

DAVID

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

Brian freezes at what he sees.

BRIAN

Look out! Look out!

David turns and sees he's hurtling into the back of a car stopped just in front of him. Clenching he hits the brakes, narrowly avoiding a high-speed collision. And then... to his right... another car comes hurtling toward him... and stops within an inch of deadly impact. There is an awful moment, as the second car blares on the horn. Traffic continues, but the lingering feeling of dread and confusion is still in the air.

BRIAN

Fuck!

DAVID

(annoyed)
We almost died.

BRIAN

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

DAVID

How was it?

BRIAN

Almost worth dying for.

Pedestrians continue walking around the honking tangled mass of the near-accident.

EXT. AAMES PUBLICATIONS - DAY

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

INT. AAMES PUBLICATIONS - DAY

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

RACHEL

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

DAVID

You changed your hair.

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

ART EDITOR

Did he mean the yellow-and-red or the white?

David passes a holdover from the old days, older Receptionist (BEATRICE) who speaks uncomfortably and gruffly into a headset. She gives David a knowing look - late again.

RACHEL

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

A MAN'S VOICE

Do you dream about the Board,
David? The Seven Dwarves, as you
call them?

David walks into the office. Framed original photos from album covers co-mingle with a splash of cultured art and books. Seven very-interested and very-alert looking Older Executives wait.

DAVID (V.O.)

Sneezy, Bashful, Sleepy, Happy,
Doc, Dopey, and of course, Grumpy.

GRUMPY

(skeptical)
How was Aspen?

DAVID

(playful, mock drama)
Good. Now I want answers, and I
want them now.
(pause)
How's it going?

He gestures charmingly, easily, and bows with apology over his lateness. All are happy to see him. Sort of.

DAVID'S VOICE

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

FLASHBACK

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

BEATRICE

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

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

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

MCCABE

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

Portrait of CURTIS MCCABE, 52. Doctor of Psychiatry, prison division. He's far too wily to spend the currency of his brilliance just yet. It's too early in their relationship. He stands tall, leaning on a steel desk, polishing his glasses with end of his coat.

DAVID

It's a nightmare either way.

MCCABE

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

DAVID

What --

MCCABE

What happened to your face?

DAVID

I'm not talking to you anymore.

MCCABE

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

DAVID

No.

MCCABE

Do you know why you're here?

DAVID

(sarcastic)

The conversation, the coffee --

MCCABE

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

DAVID

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

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

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

AARON
You want me to help -

DAVID
Get the fuck away from me.

AARON
Take it easy, Sunshine.

DAVID
Get the fuck away from me.

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

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

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

AARON
(whispering, exiting)
I'm gonna get you, Daddy's boy
little freak.

DAVID
My parents are dead, you fuck!

MCCABE
Enough!

The Contentious Guard leaves.

MCCABE
Is it true?

DAVID
(sing-song)
Good cop... bad cop.

MCCABE
That you're a Daddy's boy?

DAVID
(in darkness, by rote)
Primer on David Aames, Senior. My father was not built for the 21st Century. He never ate at

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

MCCABE

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

DAVID

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

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

DAVID

... he left the keys to the Kingdom to me... 51% control, 49% going to a group of seven board members who all thought they were first in line.

MCCABE

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

DAVID

What do you care?

MCCABE

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

DAVID
If I talk, you'll just think I'm
crazy.

McCabe gathers his things.

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

DAVID
Fine. Enjoy your dinner.

Somehow the lilt in McCabe's voice draws him closer.

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

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

MCCABE
Hate? Shame?

Shadows. Still no answer.

MCCABE
Revenge...

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

MCCABE
Love?

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

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

INVISIBLE
DISSOLVE TO:

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

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

DAVID
Who needs ice?

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

DAVID MOVES THROUGH PARTY

catching the attention of a model. (LYNETTE)

LYNETTE
David! Happy Birthday.

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

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

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

DAVID
Emma, do you know Lynette?

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

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

PETER BROWN
The Living Stereo system is online
and looking great. It's an

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

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

PETER BROWN
... and happy birthday, sir.

ANGLE ON FRONT ENTRANCE

as David arrives to greet Brian and his guest.

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

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

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

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

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

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

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

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

BRIAN
- we were both pretending to be intellectuals.

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

SOFIA
I overdressed. I mean I
underdressed.

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

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

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

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

SOFIA
(shoves David playfully,
as in touché)
Happy Birthday.

Her upbeat physicality is intoxicating. Sofia hands David
her present.

BRIAN
We picked it out together.

Neither look at Brian. Brian takes a breath. He's been
here before.

DAVID
Thank you.

BRIAN
We picked it out together. We...

SOFIA
Welcome.

BRIAN
Stop flirting and open it.

DAVID
Okay.

BRIAN
Let's get a drink.

SOFIA

Okay.

DAVID

I'll leave this upstairs.

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

ANGLE ON A HOLOGRAPHIC DISPLAY CONNECTED TO STEREO

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

ON DAVID

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

DAVID

Hey Tommy.

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

TIPP

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

DAVID

It's okay, Tommy --

TIPP

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

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

TIPP

But they're going to find a way to
get you out. They're lined up for
your office -

David scans the room. Beneath the good cheer, he sees the
other layer. Lying. Disloyalty. All part of the
institution he enjoys forgetting exists. Each word bashes
his soul.

TIPP

-- your job. Your life. Your
position. They are working day
and night to cheat you out of your
51% vote. And they are going to
sell this tradition, this
tradition of words, so they can
eat at a better cafeteria. And
what they don't know is this -
(gestures grandly to
books that surround
them)
- *people will read again.*

David's gaze falls upon Sofia, who is looking directly at
him. And for one blinding moment, something passes between
them. She looks away. He feels saved.

DAVID

(interrupting with
finality)
I got it.

TIPP

They even have a nickname for you
behind your back.

David smiles faintly. Understandingly. Tipp kisses him
on the cheek, boldly and drunkenly. He feels like a hero
to himself.

TIPP

Citizen Dildo.

David flinches, just a little.

TIPP

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

DAVID
 (extracting himself)
 Two's enough -

TIPP
 Don't be-
 (immediately)
 Okay. Forgive me. I still
 believe in this family. Even if
 it's only you.

David continues tracking Sofia as he slips over to Peter Brown.

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

INT. DAVID'S BEDROOM - NIGHT

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

JULIANNA
 Hello handsome.

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

JULIANNA
 I've come to wish you happy
 birthday.

DAVID
 I didn't invite you, Julie.

JULIANNA
 Yeah, that was a little weird -

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

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

DAVID
Is that good?

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

DAVID
(fishing for a
compliment)
Four is pretty good?

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

DAVID
Four is what?

JULIANNA
Hold me, and then I'll leave, and
you can go talk to that cute
brunette.

DAVID
Four is what?

JULIANNA
I don't want to meet your fancy
friends. I knew 'em all back when
I was fancy too.

He holds her. They talk in between friendly kisses.

DAVID
Four is what?

She pulls away, and talks plainly to him.

JULIANNA
She looks like a moth, David.

DAVID
A moth?

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

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

JULIANNA

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

INT. PARTY -- NIGHT

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

SOFIA

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

DAVID

It was a gift, actually.

She turns and sees it's David, engaging smile in place. She jumps slightly.

SOFIA

(apologetic)
I like it.

She turns and walks away, David following close behind.

DAVID

Whoa, whoa, whoa.

SOFIA

- how did you get all this stuff, this apartment, this life -

David is looking just over her shoulder. She turns to see an almost disturbingly large portrait of David Ames, Sr. She turns back.

SOFIA

I see.

DAVID

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

SOFIA

You are, but the food's good.

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

SOFIA
It doesn't sound life-threatening.

Someone passes, bumping her slightly, into him.

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

SOFIA
I'll improvise -

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

SOFIA
Red dress, strappy shoes?

DAVID
Yes.

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

DAVID
Shit.

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

DAVID
Hmm.

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

Julie Gianni sits on the steps watching. The girl, and the
dress, looked much happier in the bedroom. Julie rises and
begins to move.

ON BRIAN

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

INT. APARTMENT STAIRCASE - NIGHT

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

SOFIA
You have another apartment?

DAVID
Sort of a day office. Come on -

They arrive at the door to a smaller upstairs apartment.

SOFIA
I'm not going in there.

DAVID
Well I am. Goodnight.

He enters and shuts the door. Frustrated, she stands for a moment, listening to the music streaming from the downstairs apartment. We watch her private moment as she decides to leave him, turns, feels the emotional pull, dances back and knocks sharply three times.

SOFIA
I hear her coming.

DAVID (O.S.)
Really?

SOFIA
No.

David pulls her inside. Shuts the door behind them.

INT. PARTY - NIGHT

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

INT. HOME APARTMENT/OFFICE - NIGHT

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

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

SOFIA
Who did these paintings?

DAVID
This is Joni Mitchell. This one
is Monet. And this one is done by
me.
(as a tour guide)
It is a snowboard.

SOFIA
Well, two of them are geniuses.
(laughs)

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

INT. PARTY - NIGHT

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

INT. DAVID'S OTHER APARTMENT - NIGHT

David and Sofia laugh.

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

SOFIA
I am an actress.

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

SOFIA
Are you about to compliment my
phone voice?

DAVID
It's pretty good, you know -

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

DAVID
I'm surprised you're available.

SOFIA
I'm surprised you're surprised.

DAVID
I can't keep this banter going.

SOFIA
Me neither.

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

BRIAN
I caught you.

SOFIA
Brian! Come in here!

DAVID
What's going on --

BRIAN
Your friends are fun and I'm drunk.

DAVID
(cheerful)
Julie Gianni is stalking me.

SOFIA
She looked dangerous.

BRIAN
Nobody stalks me. So I drink.

DAVID
Well, we're out of drinks up here.

BRIAN
Here, finish my Jack and Coke.

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

DAVID
These stupid glasses -

BRIAN
No, it's the stupid guy holding it.

SOFIA
(embarrassed)
Don't worry. I'll get us all
something. Jacks and Cokes?

She exits, leaving the two friends.

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

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

BRIAN
(moving away)
For you it is.

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

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

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

BRIAN
But why'd you have to hit on
Sofia?

DAVID
No one's hitting on Sofia.

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

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

BRIAN
That I do. Gimme a cigarette.

DAVID
I'll find one.

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

DAVID
Everyone does.

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

DAVID
You're not from Ohio.

BRIAN
I know.

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

DAVID
I feel the same way.

BRIAN
(wishes he believed it)
Sure you do.

Brian prepares to leave, as Sofia returns with drinks.

SOFIA
Where you going?

BRIAN
I am *Frank*. And Frank must go.

SOFIA
Huh?

BRIAN
I good you bid evening.

Sofia looks at her watch, and the situation.

SOFIA
Hang on, I'll go with you.

BRIAN
Stay, baby.

DAVID
I'll give you a lift home later.

SOFIA
No, I have to work tomorrow.

BRIAN
You're in great hands.
(beat, realizing it's
over)
I'm just humoring myself that my
opinion matters.

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

BRIAN
(leans in close to David)
You will never know the exquisite
pain of the guy who goes home
alone. Because without the
*bitter, baby, the sweet ain't as
sweet.* Have a good time.

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

DAVID
The Sweet and Sour speech again.

INT. PARTY

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

EXT. SOFIA'S APARTMENT - NIGHT

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

DAVID
A lot of people are scared of
heights. It's not the heights
that bother me, it's the impact
that terrifies me.
(off her look)
I won't stay long.

She laughs. It was never his decision to make.

INT. APARTMENT - NIGHT

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

SOFIA
Hey Paulo!

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

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

SOFIA
(from other room)
I love living here. And I refuse to clean up!

DAVID
No problem.

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

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

DAVID
So you're really a dancer, huh?

SOFIA
For 14 years. But I don't dance like you dance.

She laughs to herself, steals a look at him. Turns away.

INT. KITCHEN - NIGHT

SOFIA
Do you want something to drink?

DAVID
Sure.

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

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

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

DAVID

I like your life.

SOFIA

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

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

DAVID

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

SOFIA

It's a nickname.

DAVID

Your nickname is Sergio?

SOFIA

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

DAVID

So many secrets.

SOFIA

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

DAVID

I've never known an arms dealer.

SOFIA

You do now. What about you? What's your nickname?

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

DAVID

Citizen Dildo.

SOFIA
You're not staying over.

DAVID
(still stung over
nickname)
Never run a company. Stay an
artist. Stay an arms dealer.

SOFIA
Oh please. Somehow, I can't play
the violin for you.
(beat)
Although. It must be hard
controlling all those people's
lives. Everyone at that party is
connected to you for survival in
some way, it seems.

David looks at her, mentally assessing her level of guile.

SOFIA
Ever been married?

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

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

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

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

DAVID
Jeff Buckley... or Vikki Carr?
Both - simultaneously.

He continues looking. Flashes of the photos on her
refrigerator.

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

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

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

SOFIA

You think I'm naive.

He decides she's for real. He turns back to the photos on
her fridge.

DAVID

No. I really don't.

DAVID (V.O.)

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

SOFIA

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

DAVID

(to himself)

Boy, am I going to the wrong
dentist.

MCCABE (V.O.)

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

DAVID (V.O.)

Well - you know - I'm a pleasure
delayer.

MCCABE (V.O.)

(interested in his
romantic style)

How does that work?

DAVID (V.O.)

(toying with the shrink)

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

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

INT. PSYCHIATRIC UNIT CELL - DAY - THE NEXT WEEK/INTERROGATION # 2

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

MCCABE

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

DAVID

Ah, you've got dinner with your daughters.

MCCABE

That's right. I do.

DAVID

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

MCCABE

Like... what...

DAVID

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

MCCABE

That's what you think I'm doing?

DAVID

Yes.

MCCABE

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

INT. AARON'S CUBICLE/PSYCHIATRIC UNIT - DAY

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

INT. LIVING ROOM - NIGHT

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

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

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

DAVID
Mine's finished.

SOFIA
Already? Hang on. Okay - done.

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

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

SOFIA
Maybe I didn't add enough money --

DAVID
No. It's wonderful. It's
something you'd see on the wall of
a steak-house in hell, but it's
wonderful. Sign it.

Sofia's face falls a bit. She sees she's hurt him. She takes the drawing and signs it, a little guilty.

SOFIA
Let's see yours.

DAVID
No.

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

SOFIA
Wow. I feel bad.
(regarding it carefully)
You said to draw a caricature.

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

SOFIA
Well, it's very good.

DAVID
I'll sell it to you.

SOFIA
You monster. How much for?

DAVID
One kiss.

She smiles. Something is developing between them.

DAVID
That smile is gonna be the end of me.

SOFIA
(serious)
And what happens when your friend calls you tomorrow?

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

SOFIA
I see that friendship is important to you.

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

Sofia smiles, shakes her head. And yawns.

SOFIA
Your career is one I'd worry about.

David looks down. She's hit a nerve.

SOFIA
I'm sorry -

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

snowboarding through his life,
with no focus whatsoever.

SOFIA
When did you change?

DAVID
(pause, confesses)
About five minutes ago.

SOFIA
(direct, slightly
whimsical)
Every passing minute is another
chance to turn it all around.

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

DISSOLVE TO:

INT. SOFIA'S APARTMENT - NIGHT - LATER

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

INTERVIEWER ON T.V.
And to those who think that you're
a charlatan?

OLDER MAN ON T.V.
I understand. The perception of a
head frozen somewhere waiting for
reanimation - it sounds like
science fiction.

SOFIA
What are you watching?

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

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

ON TV INFOMERCIAL

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

SOFIA
 (off t.v.)
 I've seen this thirty times.

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

SOFIA
 Is he a fraud?

DAVID
 How would you ever know?

SOFIA
 Good point.

INTERVIEWER ON T.V.
 Can you unfreeze a human life?

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

SOFIA
 Oh, well that's comforting. It's
 safe for Benny. I'm in!

David moves closer to her.

SOFIA
 We better watch out.

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

SOFIA
 Where are you going?

DAVID
 I left my number on your fridge.

He makes a courtly bow and turns. She feels the loss of
 his company.

SOFIA
 Come here, I want to tell you a
 secret.

He pauses a moment, and turns. In this instant, a fleeting
 instant, it's the oddest thing. He can see their entire

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

SOFIA

I meant that to be your forehead.

David stands. He looks around the small apartment.

DAVID

Thank you for the inspiration. I will now attempt to run my company, showing compassion for the seething throng of my partners who root quietly for me to fail.

She looks at him, quite aware of his personal and business crossroads. Silently, she roots for him like crazy.

DAVID

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

SOFIA

Pleasure delayer.

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

EXT. SOFIA'S APARTMENT - DAY

David slips out onto the street. It's shabbier than the alluring night-time version. He'd never notice, or care... because David is a man with a brand new buzz. The city is his. Everything good and great suddenly feels inevitable. Life feels like a great pop song. Behind him, a car with its lights still on starts and advances alongside. Behind the wheel is Julianna Gianni.

JULIANNA

David Aames.

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

DAVID

Julie Gianni. You're following me.

JULIANNA

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

DAVID

And ---

JULIANNA

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

DAVID

Yes she did.

JULIANNA

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

David turns.

JULIANNA

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

DAVID

You're right on the money, Julie.

JULIANNA

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

DAVID

Hey, Julie.

JULIANNA

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

DAVID

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

JULIANNA

(simple, honest)

I'm sorry I got weird. I missed an audition and I just felt bad

you didn't invite me to your party.

It zings him. David turns, considers her.

JULIANNA

Do you want to make it up to me?
I won't tell a soul.

Slowly, he is drawn to her. His old self rallies one last time. He gets in the car.

INT. JULIANNA'S CAR - EARLY MORNING

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

JULIANNA

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

DAVID

Sure I would -

JULIANNA

Do you like my music?

DAVID

(winning, truthful)
It's vivid.

JULIANNA

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

DAVID

Well, you know, if you can reach one person.

Julianna is a little hurt, hides it well.

JULIANNA

What is happiness to you, David?

DAVID

(considering)
What is happiness?

JULIANNA

For me, this is happiness. Being with you.

David doesn't look at her. She speeds up, slowly.

JULIANNA

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

DAVID

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

JULIANNA

When did you stop caring?

DAVID

(watching the road)
About what -

JULIANNA

About the consequences of the promises you made.

DAVID

Promises - I thought we had an understanding.

JULIANNA

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

DAVID

Julie...

JULIANNA

Four times, David! That means something. Four times.

He grabs at the wheel. She won't let go, and speeds up.

DAVID

... stop the car!

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

JULIANNA

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

DAVID

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

JULIANNA

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

PROFILE OF DAVID AAMES JR.

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

JULIANNA

Tell me something, David. Do you
believe in God?

Sweet pop music swells. She bursts the barrier of the
winding road, and the car sails into an embankment of a
road below. All sound disappears, as we hear a new kind of
music. Ethereal, almost wondrous. This music continues.

TO BLACK

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

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

SOFIA

Hello.

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

DAVID

You're amazing. Hello.

SOFIA

Did you get to work alright?

DAVID

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

SOFIA

You dreamed you'd never see me again.

DAVID

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

SOFIA

Julie.

DAVID

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

SOFIA

I thought you were going straight to work.

DAVID

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

SOFIA

(shushing)

How was your house after the party?

DAVID

What party? A party?

SOFIA

The PARTY. Remember? Red dress... strappy shoes... I spilled something on your SHIRT... sweet and sour... and the saddest girl to ever hold a martini.

He looks at her, completely lost and spacy.

DAVID (V.O.)

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

INT. DAVID'S APARTMENT - DAY

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

DAVID (V.O.)

I try to tell myself what to dream. I try to dream that I'm flying, something freeing. It never works.

Viewed in shadow, he rises out of bed.

MCCABE (V.O.)

Is that the only thing that you dream?

JARRING FLASHES/RACING THOUGHTS - DREAM SEQUENCE

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

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

DAVID

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

MCCABE

Do you dream about the car accident?

INT. BEDROOM/BATHROOM - MORNING

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

DAVID (V.O.)

Here's what you remember from a coma. Nothing.

INT. HALLWAY TO KITCHEN - DAY

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

MCCABE (V.O.)
What happened next?

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

BACK TO UNIT

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

MCCABE
(nods, knowing)
Benny. Benny The Dog.

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

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

McCabe continues with David.

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

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

DAVID

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

INT. LIVING ROOM - DAY

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

INTERCUT

INT. OFFICE - DAY

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

TIPP

David David David. I don't want to worry you, I'm holding them off. But we've got a situation here. The by-laws of the Board protect your 51% vote only if you're mentally acute. Now I'm sorry that poor girl died, but you've given the Board a real gift with your mishap. They'd like to declare you "incapacitated." But you are back, and you sound good to me - so let's fight the fuckers... and have a full recovery. And maybe you should let people see you. I mean, the last time we were together you were in a coma and you were very fucking rude to me. You didn't say a word.

Camera reveals the extent of David's facial damage.

DAVID

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

DAVID (V.O.)

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

EXT. NEW YORK STREET - DAY

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

INT. HOSPITAL CONFERENCE ROOM - DAY

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

DR. POMERANZ

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

DAVID (V.O.)

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

DAVID

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

DR. POMERANZ

(pleasantly surprised)

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

DAVID (V.O.)

... you do your best.

David consults a list he's made.

DAVID

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

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

ANGLE SHIFTS TO REVEAL

three other doctors in the room listening.

DR. POMERANZ

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

DAVID

Experiment. Use me.

DR. POMERANZ

The headaches will go away -

DAVID

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

DR. POMERANZ

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

DAVID

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

DR. POMERANZ

We can increase your medication.

DAVID

Yes. Medication.

DR. POMERANZ

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

DAVID

This isn't about vanity, Dr. Pomeranz!

(keeping rage bottled)

This isn't about vanity. This is about functioning in the world.

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

OTHER DOCTOR

We could do something about your arm -

DAVID

Fuck my arm!

Dr. Pomeranz looks over to a young assistant.

DR. POMERANZ

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

DAVID

Tell me. Bring it on.

DR. POMERANZ

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

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

DAVID

A facial prosthetic.

DR. POMERANZ

The aesthetic replacement does work. Emotionally, and actually.

OTHER DOCTOR

(helpfully)

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

DAVID

So it's an aesthetic regenerative shield.

DR. POMERANZ

That's correct. Exactly.

THIRD DOCTOR

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

DAVID

I see --

DR. POMERANZ

It's a helpful unit.

DAVID

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

DR. POMERANZ

(beat)

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

DAVID

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

DISSOLVE TO

EXT. MUSEUM OF NATURAL HISTORY BUILDING - NIGHT

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

DAVID (V.O.)

A new form of me began to take shape.

INT. DAVID'S APARTMENT LIVING ROOM -- DAY

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

DAVID (V.O.)
I planned my re-emergence like the
Normandy Invasion.

Take-out boxes, catalog orders with new clothes, comic books and magazines with ripped-out pages fill the living room.

INT. DAVID'S APARTMENT LIVING ROOM - DAY

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

INTERCUT

INT. BEDROOM - NIGHT

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

DAVID
Sofia. Sofia. Sofia. Sofia.
Sofia. Sofia.

INT. DAVID'S APARTMENT LIVING ROOM -- DAY

DAVID POV (V.O.)
I'll just say it - I did my
homework. I read every memo.
Thomas Tipp was right. People
will read again.

INT. APARTMENT - DAY

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

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

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

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

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

INTERCUT

INT. BEDROOM - NIGHT

David continues practicing aloud.

DAVID
Sofiaaaaaaaaaaaaa. Serrano.

DAVID (V.O.)
I grew stronger in ways I had never known before. And on December 5th... my planes filled the sky... the return of David Ames, Jr. Citizen Dildo.

INT. DANCE STUDIO - DAY

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

DAVID
You won't believe this... but this is me smiling.

She laughs a little at his strange new humor, keeps a brave front.

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

DAVID
I didn't want to see me, okay. But then I woke up today and finally, a good hair day.

David fights anxiety, smooths his coat.

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

SOFIA
(convincing herself)
Sure.

DAVID
What?

SOFIA
Let's go out and do something.

DAVID
This weekend. I'll cancel an operation or two. We'll have fun. Because I am all about fun.

She kisses his cheek, pulls back quickly, and as she exits... he sees her fighting tears.

INT. BATHROOM - NIGHT

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

CONAN (O.S.)
... please welcome, Benny the Dog.

INT. BEDROOM - NIGHT

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

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

OLDER MAN/OWNER
Benny fell into the water near our home, and was frozen in the Skykomish River. And I went fishing, thinking he'd gone three months earlier, and there he was in a block of ice, and...

David grabs the phone, and dials a number.

CONAN
(off the dog's
complacency)
He is thawed out, right?

Laughter on the t.v. Riding the buzz of what he's watching, David dials.

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

He hangs up and feels instantly mortified. He looks at the phone in his hand.

TO BLACK

INT. CLUB - NIGHT

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

They regard him in the mask.

SOFIA
(a little too big)
Hi!

BRIAN
(equally big)
Hey.

DAVID
What are you drinking?

SOFIA
Nothing.

BRIAN

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

DAVID

(spreads arms)

Is there any other kind?

BRIAN

I'll go get us some -

SOFIA

Where's the bathroom?

BRIAN

Behind... over by the place next
to the door by the chick... I
mean, girl who looks like Bjork.

She leaves. David turns to Brian immediately.

DAVID

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

BRIAN

Take it off.

DAVID

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

BRIAN

(with all love)

Take off the mask! It's freaking
me out.

DAVID

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

BRIAN

Oh no. Trust me. It's a little
different.

DAVID

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

-

BRIAN
Sofia asked me.

DAVID
She didn't want to be alone with
me?

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

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

DAVID
(stung)
Did she say that? I met her
"once?" Did she say I met her
"once?"

Brian looks away. He's said too much.

BRIAN
Cut it out. I miss the old you.
We all miss the old you. Because
the new guy is shit.

David turns away. The perfectly wrong thing to say.

BRIAN
Oh. Man. Wait. That came out
wrong. I love you - period.
How's your arm, man?

David shakes his head, moves toward the bar.

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

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

DAVID
Gimme a Budweiser and a shot of
tequila.

BARMAN
(avoiding eye contact)
What kind of tequila?

DAVID
What did you say to me?

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

DAVID
Why don't you ask me to my face,
bitch?

The barman looks up, expressionless.

DAVID
Patron. If you have it.

ON DAVID - LATER

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

DAVID
Another shot, another Bud.

He throws bills on the bar.

BARMAN
No. This is on the house.

DAVID
Why -

BARMAN
(odd compassion)
It just is. Bitch.

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

DAVID
Patron!

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

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

INT. CLUB BATHROOM - NIGHT

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

CLUBGOER # 1
Dude, fix your face!!

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

INT. CLUB - NIGHT

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

DAVID
Hello again.

SOFIA
Hello again.

DAVID
Idea. Let's start all over.

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

DAVID
How about if you help me? Unless
I'm horning in here -
(beat, does her)
You are. But the food is good.

He continues, taking a step.

DAVID
See, I've got a little problem.
I've got a stalker.
(does her)
It doesn't sound life-threatening.
(does himself, self-deprecating)
I need a cover. I need for you to
pretend we're having a

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

(does her, with head nod)
I'll improvise.

SOFIA
(a touch playful)
I don't talk like that.

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

SOFIA
Red dress, strappy shoes?

DAVID
That's right!

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

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

SOFIA
(about to burst)
David --

DAVID
Are you okay?

SOFIA
No.

DAVID
What's wrong? Is it me?

SOFIA
I'll tell you later.

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

SOFIA

I'll tell you in another life...
when we are both cats.

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

DAVID

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

EXT. CLUB STREET - NIGHT

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

SOFIA

Well, this is where I leave you.

BRIAN

Wait. I'll walk you to your door.

SOFIA

No, I live just around the corner.

BRIAN

I've got my bike here.

SOFIA

I'd rather walk.

DAVID

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

BRIAN

Shut up, you're drunk.

DAVID

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

BRIAN

Hmmmm.

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

BRIAN
Okay then. So. We'll call you.

SOFIA
(unconvincing)
Great. We'll go catch a movie or
something.

SOFIA
So. We'll meet up soon.

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

DAVID
We'll meet up soon.

Sofia turns and runs away.

DAVID
(lacking all pride)
We'll call you again to go out
with me!

BRIAN
We'll call you.

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

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

DAVID
Where you going?

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

DAVID
Wait a minute.

BRIAN
(stops)
What?

DAVID
(shrugs)
I don't know.

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

DAVID
Tomorrow I'll wish I was dead.

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

DAVID
Hey!

BRIAN
(Brian's itching to go)
What!

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

BRIAN
What?

DAVID
You told her she was a "fuck
buddy."

BRIAN
Never.

DAVID
And she was a little more than
pissed about it.

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

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

Brian shakes his head, starts running.

DAVID
 Brian!! I'm so fucked up. I'm
 just so fucked up!

Brian stops one last time, irritated, at the far end of the street.

DAVID
 We're best friends! We're bros!

Brian needs to rid himself of David. He turns and runs in the direction of Sofia.

David feels the deep pangs of rejection. Breathing hard. His head hurts. His body hurts.

DAVID
 Come on, man, we're bros.

Beat. He sprints down the middle of the street after Brian.

EXT. CLUB STREET/SOFIA'S APARTMENT - NIGHT

David runs frantically, heartbroken and sobbing.

HIS MIND

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

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

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

FADE TO BLACK

WOMAN'S VOICE
 Open your eyes... open your
 eyes...

EXT. SOFIA'S APARTMENT - EARLY MORNING

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

WOMAN'S VOICE

This is a cheap ploy for sympathy.

David wakes up and looks into the kind face of Julie Gianni.

JULIANNA

Boo!

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

DAVID

No, I'm okay -

DAVID POV

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

SOFIA

And it worked. Get up.

DAVID

Ugh -

SOFIA

(helping him up)

That's right. I agree. Ugh.

DAVID

This is a joke.

SOFIA

(touches his cheek)

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

DAVID

(groggy)

I'm still that guy. I'm still that guy.

Sofia speaks with rapid-fire conviction, as if she might change her mind if she thought about it too much.

SOFIA

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

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

She helps him up.

 DAVID
I am still that guy.

 SOFIA
Shut up.

 DAVID (V.O.)
We created our own world together.
Us vs. Them -

 DAVID
Where's Brian?

 SOFIA
He went with you, didn't he?

 DAVID
 (shaking head at his own
 paranoia)
I thought you guys hooked up.

She stops in profile with him. She's astonished at his
jealousy. Then:

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

 DAVID
 (a long apology is
 coming)
Sofia... I'm...

She covers his mouth, nose and face. Only his eyes remain.

 SOFIA
Your eyes apologized better. Come
on.

Portrait of the two, her leading him to the door, the crisp
glycerine morning overhead.

SOFIA

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

DAVID (V.O.)

- and we were quite a pair. Her
believing in me. Me believing
that I deserved it.

We hear the sound of voices, human voices howling like
dogs.

EXT. PRISON - NIGHT

Prison. Human voices, howling like dogs.

INT. PRISON HALLWAY - NIGHT

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

INT. PRISON PSYCHIATRIC UNIT - DAY - (INTERROGATION # 3)

McCabe holds his drawings, standing. David is seated.

MCCABE

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

All the drawings are of Sofia, drawn in a similar fashion.
David is a little jumpy, a little amped.

He moves to the window. The yard is filled with prisoners.

DAVID

No.

MCCABE

Did you sleep last night?

DAVID

No. I did not sleep.

MCCABE

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

DAVID

Ellie?

MCCABE

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

DAVID

I've only been in love once.

MCCABE

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

DAVID

Everything is a nightmare --

MCCABE

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

DAVID

No... no...

MCCABE

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

David rises and goes to the prison window.

ANGLE ON MCCABE

In powerful framing, lower shot capturing him powerfully.

MCCABE

(digging deeper, aching
to help)

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

(with certainty)

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

DAVID

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

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

SHOT OF DR. POMERANZ

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

DR. POMERANZ
(warmly)
David! Hey, my brother. I felt
really bad about our last
conversation.

CLOSE ON DAVID

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

ON DOCTOR FROM BERLIN

who bows to camera.

DOCTOR FROM BERLIN
Hello.

CLOSE ON DAVID - CONTINUED

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

INT. SURGICAL THEATRE -- DAY

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

DAVID (SINGING)
"... what if Gawd was one of
ussssss... "

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

INT. SURGICAL THEATRE - DAY

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

DAVID (V.O.)

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

DOCTOR (V.O.)

He's going to be one good-looking
guy when I'm done.

A Polaroid still of David in mid-operation rolls out of the print-machine.

DAVID (V.O.)

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

INT. PRISON PSYCHIATRIC UNIT - NIGHT - (INTERROGATION # 3)

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

MCCABE

Suspicious of whom? Of what?

DAVID

Once you've been driven off a
bridge at 80 miles an hour,
somehow you don't invite happiness
in without a full body search.

MCCABE

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

DAVID
I always liked... George.

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

INT. JULIANNA GIANNI'S CAR - DAWN - FLASHBACK

JULIANNA
What's happiness to you, David?

INT. PRISON PSYCHIATRIC UNIT - NIGHT - BACK TO PRESENT

DAVID
How about another question -

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

INT. DAVID'S APARTMENT - DUSK

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

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

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

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

DAVID
I already called Pomeranz and
switched it to Wednesday.

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

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

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

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

DAVID
 Couldn't be that.

SOFIA
 Nooooo, it couldn't be that.

She pulls off one of the plates.

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

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

SOFIA
 ... the right car...

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

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

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

DAVID
 How bad is it?

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

Tenderly she kisses, and hugs him.

INT. DAVID'S APARTMENT - DUSK

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

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

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

(points out mole between
her breasts)
- seriously, this mole. I mean,
you'll have to wear bikini tops to
work, or loose-fitting shirts so I
can breathe, but -

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

DAVID
- I could live right there.

SOFIA
Is this a dream?

DAVID
Oh absolutely.

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

EXT. VILLAGE STREET - DAY

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

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

INT. FLORENTINE'S BAR AND GRILL - DAY

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

BRIAN
What did she say?

DAVID
(in love)
I have no idea.

Brian shakes his head.

DAVID
How's things, Brian?

BRIAN
Fine.

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

DAVID
How's things, Brian?

BRIAN
Don't flatter yourself. I'm fine.
Besides - Sofia is great, but by
no means one-of-a-kind. She was a
proximity infatuation.

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

BRIAN
(to writer)
And don't use that, it's mine.

The writer looks busted.

DAVID
Where'd you get the camera?

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

DAVID
Well, as long as you're okay.

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

DAVID
Always.

David offers his hand. They shake.

DAVID'S POV

David's gaze moves to a 40 year-old man staring at him with
a bemused smile. A plate of food sits in front of him.
His eyes suggest a piercing intellect, he looks at David
with deep familiarity. David can't quite place the face.

BRIAN

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

DAVID

(mounting horror)

What - what are you talking about?

Brian laughs. The spell is broken. Friends again.

DAVID

You asshole!

INT. DAVID'S BATHROOM - NIGHT

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

INT. BEDROOM/BATHROOM - NIGHT

He turns on the light, fills the glass with water. Looks up into the restored mirror. His face is disfigured. He recoils in terror, knocking against a towel rack, sinking to the floor and grabbing a look at a shiny surface on the lower cabinet.

Sofia bolts upright. She sees him on the floor across the room, sees his face and backs up in the bed, leaning on her arm, screaming.

INT. DAVID'S BEDROOM - NIGHT

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

SOFIA

Was I snoring?

DAVID

(still breathing heavily)

No, I think it was me. Thirsty,
that's all.

She kisses his hand reassuringly.

SOFIA

I'm dreaming about you. Mmmmmmm.

He gets up and goes to the bathroom.

INT. BATHROOM

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

INT. BEDROOM

David climbs back into bed.

SOFIA

Mmmmmmm.

DAVID

(small laugh)

I could listen to you say "mmmmm"
for the rest of my life.

SOFIA

Mmmmmmm.

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

Julie Gianni hides her face from the light, like a night animal caught in the intrusive glare of day.

When she speaks, it is with Sofia's cadence and accent.

JULIANNA

(scared, uncomprehending)

Baby, what's wrong?

He gasps for breath, backing away. Totally terrified. Paralyzed. In a low voice:

DAVID

Where. Is. She.

JULIANNA

Who?

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

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

JULIANNA
(taunting, sweet)
I'm Sofia.

INT. BEDROOM - NIGHT - MINUTES LATER

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

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

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

JULIANNA
David, don't hurt me.

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

DAVID
Okay, I'm freaked out. It worked. So just tell me right now - where is Sofia?

JULIANNA
I am Sofia.

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

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

DAVID
I knew you'd survived the accident.

She looks at him with tearful eyes.

JULIANNA
What accident?

DAVID

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

JULIANNA

I haven't had any accident!

DAVID

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

JULIANNA

Honey, please.

He picks up the phone. Dials 911.

DAVID

Police Department? I've captured an intruder who's entered my home.

He turns to her. Her eyes are yearning.

INT. POLICE STATION/INTERROGATION ROOM - NIGHT

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

TIPP

Guys, can you give us a minute here? Detective Larson... Detective Andrews... thank you.

The room empties, and Tipp approaches David.

DAVID

They think that I had something to do with this.

TIPP

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

DAVID

You've got it solved? Where is she?

TIPP

She's going to be fine.

David hugs Tipp.

DAVID

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

TIPP

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

DAVID

Press charges against me?

TIPP

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

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

DAVID

This is Julie Gianni. That's not Sofia. This is Julie Gianni. I didn't do that do that to her.

(beginning to shut down)

Tommy, someone's setting me up.

TIPP

David, the Board and I have taken care of everything. They've been really great, actually. All of this is going to disappear. We're all behind you... even the Board.

David looks at Tipp. It's very clear now. He's one of them. David attempts calm.

TIPP

(quiet, helpful)

Get out of here.

A migraine is thundering in David's head. His world is spinning backwards.

INT. POLICE STATION - NIGHT

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

MAN IN BLUE COAT

This is a revolution of the mind.

INT./EXT. POLICE STATION - NIGHT

Exiting, David is intercepted by a furious Brian.

BRIAN

You're in fucking sad shape, man.
Don't fucking ever hit a girl,
man. Hit me, but don't fucking
EVER hit a girl.

David looks up - sees a small security camera trained on them - pulls Brian out of the station.

DAVID

It wasn't Sofia. It was Julie.

BRIAN

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

DAVID

Yes.

BRIAN

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

DAVID

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

BRIAN

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

DAVID

Where is she?

BRIAN

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

DAVID

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

BRIAN

(raw, finally)

Yes! And you stole her from me!

David backs away, as Brian responds bitterly, from his heart.

BRIAN

The one girl I really wanted, and you took her from me. You're insane. You're losing it, man.

David nods powerfully. He now understands. Brian is one of them too.

DAVID

You have revealed yourself.

BRIAN

Oh yeah, I'm with them.

DAVID

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

BRIAN

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

DAVID

You have revealed yourself to me.

INT. FLORENTINE'S - NIGHT

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

VENTURA

Problems?

DAVID

(takes a sip)

I'm in no mood to be fucked with.
So do yourself a favor and le -

VENTURA

There's an explanation for all
this, David.

DAVID

Who the fuck are you?

VENTURA

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

Silence. David stares at the man.

DAVID

What do you want? Why are you
following me?

VENTURA

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

DAVID

Calm down?

VENTURA

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

David turns to him.

DAVID

Look. I'm straight, okay?

VENTURA

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

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

VENTURA

- and yet, they might only be here
because you wanted them to be.
You are their God. And not only
that, you could make them obey
you... or even destroy you.

David shakes his head, exhausted and in no mood. He shuts his eyes, fights off a headache.

DAVID

(cutting him off)
What I'd like them to do is shut
up! Especially you!

Silence. David opens his eyes. They're all staring at him. Casually waiting for orders.

VENTURA

You see?

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

VENTURA

You and I signed a contract,
David.

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

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

MCCABE

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

DAVID

I can't --

MCCABE

Can you tell the difference
between dreams and reality?

DAVID

Of course. Can you?

MCCABE

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

RACING THOUGHTS

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

DAVID
I signed something.

MCCABE
Was the man at the restaurant
there?

McCabe's voice becomes infinitely calm and helpful.

DAVID
Fuck!

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

DAVID
Yes.

MCCABE
That's right. Who is Ellie?

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

MCCABE
What happened that night, David?
Somebody died.

DAVID
I don't want to remember.

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

DAVID
It wasn't Sofia.

MCCABE
Who was it?

DAVID
No.

MCCABE
Who was it?

DAVID

No!

MCCABE

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

David shudders. It's coming.

MCCABE

Did you kill Sofia?

McCabe stands tall, stunned and curious, still pressing to pull the nightmare out of him.

INT. SOFIA'S APARTMENT - DAY - FLASHBACK

The clown figurine on her stove-top falls over as we hear the front door kicked in. David enters, slamming the door behind him. He looks around what was once the site of such happiness. The same details he'd glimpsed long ago are now horrifying to him. He looks at a photo on the refrigerator. The same note: Call Dad! The exact expression, exact photograph he'd seen on his earlier visit. Now it is Julie who is in her place.

He opens her drawer. Just some papers. And then... the drawing he'd once done of her. Now featuring Julie. He rips up the drawing, and proceeds to destroy the apartment until he stops, collecting himself. Takes a breath and...

Smash. A lamp is broken over his head. Julie Gianni bends down to help him. A shard of the lamp-base is still in her hand. Julie's whole demeanor is that of a different girl. Even her voice is softer, almost exactly the knock-around sweetness of Sofia.

JULIANNA

I thought you were a vandal.

DAVID

(with difficulty)

Who... are... you?

JULIANNA

I'm Sofia.

DAVID

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

JULIANNA

I'm Sofia.

DAVID

Whatever.

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

JULIANNA

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

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

ON KITCHEN DOORWAY

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

DAVID

Sofia?

SOFIA

(whispers)

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

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

INT. SOFIA'S BEDROOM - DAY

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

DAVID

Where were you...

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

DAVID

I don't want to know.

(thrusting)

Just tell me you love me.

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

JULIANNA (O.S.)

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

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

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

DAVID

What the fuck is happening?

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

DAVID

I want to see your face!

She grabs at the pillow.

DAVID

I want to see your face!

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

ON HER TORSO

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

INT. HALLWAY STAIRS - DAY

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

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

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

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

DAVID

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

MCCABE

David, who...

DAVID

... I'm in a dream...

MCCABE

... was the man at the restaurant?

David shakes his head.

MCCABE

(pained)

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

(pause)

Do you know what derangement is?

DAVID

I need your help.

MCCABE

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

DAVID

I need your help.

MCCABE

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

DAVID
What will you plead?

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

DAVID
What do you believe?

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

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

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

DAVID
Will I see you at the trial?

MCCABE
No. I'm just the opening act.

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

INT. AARON'S CUBICLE — NIGHT

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

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

DAVID
 McCABE!!! McCABE!!! COME BACK!!!
 COME BACK!!!

INT. PRISON CORRIDOR - DAY

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

INT. CAR

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

EXT. PLAZA - DAY

The police vehicle pulls up in front of a crowded business plaza. McCabe exits with David. Always watching his every move, his every revelation. David looks upward at the towering skyscraper in the center of the plaza, rising high into the sky.

INT. SKYSCRAPER - DAY

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

MCCABE
 (to Building Guard)
 Life Extension Corporation,
 please.

GUARD
 What -

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

DAVID
 I think I've been here before -

McCabe strides purposefully past the Building Guard. Aaron shows the pass, and hustles to keep up.

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

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

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

DAVID

Her name is Libby.

A stunning young woman rises and moves to greet them.

LIBBY

Good morning. I'm Libby. I'm here to assist you.

Libby stares at David's masked face. It's slightly unsettling to her.

MCCABE

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

LIBBY

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

MCCABE

No.

LIBBY

Welcome to Life Extension. Have a look at our proposal. Please follow me.

She offers them two bound folders featuring the logo - L.E. - and guides them down the hallway, looking back with great style, beckoning, just as in David's dream recollections.

MCCABE

(to Aaron)
You can wait out here.

LIBBY

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

ON HALLWAY WALLS

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

PATIENT #1

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

PATIENT #2

...why not embrace the future? I Believe the research - the future is in the union of the spiritual... and the scientific...

Annoyed at everything around him, McCabe pulls David onward.

INT. LIFE EXTENSION OFFICE - DAY

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

McCabe regards David as the victim of a lunatic's scam. Injustice fuels McCabe.

MCCABE

(continuing, scoffing)

"Cryonization - a journey of re-awakening after the preservation of the human body at extremely low temperatures."

DAVID

They laughed at Jules Verne too.

MCCABE

(a little sadly)

David, you're not-

Account Liaison REBECCA DEARBORN enters with paperwork. She is an electric presence. Efficient, caring and oddly compassionate.

DEARBORN

Mr. McCabe, how are you? I'm Rebecca Dearborn.

(quick notice of mask)

Life Extension, or L.E. as we like to refer to it, is a glimpse of the future... a ticket... not in the juvenile sense, but in the deeply meaningful sense that can only be borne in the human heart.

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

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

DEARBORN

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

MCCABE

Did you sign this contract, David?

David looks down at pamphlet, looks up.

DAVID

What's the "Lucid Dream" option?

DEARBORN

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

MCCABE

(rueful, skeptical)
"Cryo-tainment."

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

DEARBORN

Some find this presentation helpful.

INTERCUT

ON MONITOR - THE PRESENTATION

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

NARRATION

Portrait of a modern human life.
American, male.

(highlighting stage)

Birth.

(highlighting another
stage)

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

VIDEO MONITOR - THE PRESENTATION

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

NARRATION (CONT'D)

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

VIDEO MONITOR - THE PRESENTATION

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

NARRATION (CONT'D)

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

MONITOR - THE PRESENTATION

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

NARRATION

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

DEARBORN

A living dream.

MCCABE

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

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

DAVID

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

DEARBORN

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

SIDE-ANGLE CU MCCABE

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

MCCABE

Did you sign a contract with these
people, David?

DEARBORN

(continuing)

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

And what is any life, if not the pursuit of a dream? The dream of peace. The dream of achievement. The dream of hearing someone saying these words, when they truly mean them.

David is deeply moved as he listens. Somewhere, music begins to play. It is The Beach Boys' "Good Vibrations."

DEARBORN

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

DAVID

This is a revolution of the the mind.

DEARBORN

This is a revolution of mind.

CLOSE FRONTAL SHOT OF DAVID AAMES

David *pulls off his mask*. He runs out.

INT. LIFE EXTENSION CORRIDOR - DAY

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

DAVID

I want to wake up! I want to wake up!

Aaron grabs for him. David wrenches free.

DAVID

TECH SUPPORT!

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

DAVID

It's a nightmare!

The doors shut. Music rising.

INT. EMPTY LOBBY - DAY

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

DAVID
Tech Support!!

Music stops. We hear the ding of the elevator.

CLOSE ON DAVID

Who turns and approaches the elevator, exiting frame.

INT. ELEVATOR -- DAY

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

VENTURA
David Ames. I think it's time we had a proper re-introduction. I'm Edmund Ventura from the Oasis Project, formerly Life Extension -- L.E.

DAVID
Tech support.

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

DAVID
Oh shit. You sold me the Lucid Dream.

Ventura smiles.

DAVID
Well, what the hell happened?

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

DAVID
"True moment of choice?"

VENTURA
Yes.

DAVID
When did the Lucid Dream begin?

VENTURA
Remember the day of the nightclub?

DAVID
(trying to remember)
Yes.

EXT. SOFIA'S APARTMENT - NIGHT - FLASHBACK

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

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

DAVID
(remembers the word)
The splice?

FADE OUT ON MASK

The mask has tumbled out of his hand.

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

FADE UP ON MASK

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

ON DAVID PASSED OUT ON STREET

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

SOFIA
Open your eyes.

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

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

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

INT. ELEVATOR - DAY

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

VENTURA

Forgive me. I'm blowing your mind.

David looks down with dread.

DAVID

I'm not a big fan of heights.

VENTURA

I know.

(continuing)

We erased what really happened from your memory.

DAVID

(reaching to understand)
...erased?

VENTURA

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

DAVID

(recognizing pieces)
My mother's favorite.

VENTURA

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

ON SOFIA AND DAVID - FLASHBACK

walking down the center of the Village Street.

VENTURA

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

A FLASH OF FAMILIAR IMAGES

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

VENTURA

An album cover that once moved
you...

DAVID

An album cover?

ON BOB DYLAN AND SUZEROTOLO

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

VENTURA

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

ON TO KILL A MOCKINGBIRD - MOVIE CLIP

Atticus Finch sits at the breakfast table with his kids.

ON CURTIS MCCABE AND DAVID AAMES IN UNIT - FLASHBACK

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

VENTURA

... or what love could be like...

ON SOFIA LAUGHING AT TABLE OF FLORENTINE'S - FLASHBACK

Her head held high, laughing.

ON JEANNE MOREAU - MOVIE CLIP

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

INT. ELEVATOR - DAY

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

VENTURA

This was a kind woman, an
individual, more than your equal.

Ventura nods wistfully. He fell in love with her a little, too.

VENTURA

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

ON DAVID — SLIGHT PUSH

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

DAVID

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

VENTURA

Do you really want to know?

HIGH ANGLE SHOT OF DAVID

almost nauseous

DAVID

Tell me everything.

EXT. NIGHTCLUB STREET — DAY

Match push in on David rising to his feet. His disfigured
face thunders with a massive migraine. The exact shot we
once saw as David and Sofia walked away together. This
time, David is alone.

VENTURA

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

DAVID

I didn't kill Sofia.

VENTURA

No.

ON DAVID — IN ELEVATOR

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

VENTURA

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

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

INT. RISE PUBLICATIONS - DAY - FLASHBACK

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

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

INT. DAVID'S APARTMENT - NIGHT

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

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

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

INT. MOTEL - NIGHT - FLASHBACK

Aames takes pills, collapses. Music plays.

PUSH INTO CLOSE UP ON DAVID IN ELEVATOR

DAVID
I remember...

It comes back to him, powerfully.

DAVID
Somebody died. It was me.

ON DAVID IN BODY BAG - FLASHBACK

It's zipped up.

ON CRYONIC TANK -- FLASHBACK

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

VENTURA

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

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

Friends and family clog the old apartment. Shelby looks out into the hallway and sees an old acquaintance.

VENTURA

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

INT. DAVID'S APARTMENT -- DAY

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

VENTURA

You were missed, David.

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

VENTURA

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

FLASHBACK - DAY

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

VENTURA

Consequences, David. It's the little things.

INT. DAVID'S APARTMENT -- DAY

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

ON DAVID — IN ELEVATOR

David turns from looking out the window of the elevator.

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

EXT. ROOFTOP — DAY

David and Ventura exit the elevator onto the rooftop.

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

DAVID
 So all I have to do is imagine
 something? If I wanted McCabe to
 come back, right now —

McCabe comes flying out of the door.

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

MCU DAVID

Who turns from McCabe to Ventura.

Ventura leads David away.

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

MCCABE
 "Pause"?

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

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

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

CLOSE ON DAVID

DAVID

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

CLOSE ON VENTURA

The client is starting to understand.

VENTURA

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

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

VENTURA

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

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

DAVID

How do I wake up?

VENTURA

The decision is yours.

Ventura glances over the edge.

DAVID

And I chose this scenario, didn't I?

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

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

David looks at McCabe with compassion.

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

CLOSE ON DAVID

who looks on with compassion.

McCabe fights for himself.

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

VENTURA
 What are their names?

MCCABE
 I - I -

CLOSE ON DAVID

who feels for McCabe as the apparition crumbles.

MCCABE
 Mortality as home entertainment.
 This cannot be the future. Can
 it?

David regards McCabe. Once dynamic, McCabe now seems
 unsure of his own existence. Slowly, always looking at
 David, he settles into the truth of his very being. With
 great nobility, McCabe shoves his hands into his pockets
 and faces his own destiny... or lack thereof.

MCCABE
 (quietly)
 Goodbye.

VENTURA

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

CLOSE PUSH IN ON DAVID AAMES

His moment of realization.

DAVID

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

VENTURA

Any last wishes?

DAVID

Let them out there read my mind.

VENTURA

I wish you well, David.

Music rises as he turns to see Sofia. He moves to her. She touches his cheek. His face is restored. They embrace.

DAVID

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

SOFIA

It's a problem.

DAVID

I lost you when I got in that car. I'm sorry.

She looks at him, beguiling and understanding.

DAVID

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

She kisses him.

SOFIA

I'll find you again.

She regards her lost love, taking him in. David treasures his last moments with her.

David takes a breath and begins backing to the ledge.

DAVID

I'll see you in another life when
we are both cats.

David backs up and begins to run. He arrives at the edge, looking down at the distance to the ground, stopping himself at the precipice.

He looks back to Sofia one last time, and then leaps out into the celestial future. For a fraction of a moment, he is suspended in mid-air. And he hurtles to the ground. And the ground hurtles to meet him.

SERIES OF IMAGES

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

TO WHITE:

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

A WOMAN'S VOICE

Relax... relax, David... open your
eyes...

An eye opens and the pupil darts to the right and left.
Life again.

A WOMAN'S VOICE

... open your eyes.

THE END