

MAD MEN

Episode 105: Babylon

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FADE IN:

1 INT. DRAPER HOME - KITCHEN - MORNING (DAY 1) 1

DING! Two slices of toast pop out of a stainless steel toaster. A can of frozen orange juice discharges its thawing capsule into a glass pitcher with a sucking plop. A wooden spoon stirs water into it.

DON, in pajamas and a robe, leaves his burning cigarette in their "smart girls" ashtray at the edge of the sink. He plates the toast and pours coffee into a china cup from a percolator. Pours orange juice in a glass and places everything on a breakfast tray, along with a small crystal vase of daffodils. Don slides the tray off the counter and backs through the door.

2 INT. DRAPER HOME - FRONT HALL - CONTINUOUS (DAY 1) 2

Don, carrying the tray, makes his way towards the staircase. He grabs the newspaper from the hall table and starts up the stairs, eyes on the morning's headlines.

ON THE FOURTH STEP, a Wheel-O toy lays sideways, metal axel pointed up. Don's slippered foot lands square on top of it. He stumbles and falls, china crashing, coffee and orange juice splattering the wall.

ON DON

Laying at the bottom of the staircase, face up, stunned.

UNCLE MACK (O.S.)

Dick Whitman! You watch where you're goin'. Gonna break that neck.

SMASH CUT TO:

3 INT. DRAPER HOME - FRONT HALL - CONTINUOUS (FLASHBACK) 3

A man in depression era work clothes, MACK JOHNSON, (late 30's), looms in the entrance to the dining room. Three WOMEN (20's) stand next to Mack, expectantly. DICK WHITMAN, ten years old, dark-haired, the square of his jaw just beginning to become apparent, looks up from the floor where he's fallen.

UNCLE MACK
You gonna cry or get up?

DICK
I'm gettin' up, Uncle Mack.

One of the young women whispers to the other. Dick gingerly gets to his feet.

UNCLE MACK
Good. Now come on in here,
someone's waiting for you.

4 INT: DRAPER HOME - DINING ROOM - CONTINUOUS (FLASHBACK) 4

Dick makes his way into the room, past the silent women. Mack follows, hand clamped on Dick's shoulder. The furnishings in the room are the Drapers', the breakfront, the chandelier, but there's now also a rickety bed with rumpled and soiled bedclothes. A MIDWIFE hovers over it, collecting blood-stained sheets and towels.

UNCLE MACK
Why you so spooked, kid?

DICK
There was lots of screaming.

UNCLE MACK
Always is.

The Midwife crosses by him, carrying a white enamel basin filled with bloody water. Mack nudges Dick towards the bed. A woman, ABIGAIL (30's), lays there, hair stuck to her sweaty forehead, her expression both haggard and beatific.

ABIGAIL
The Lord has given us a blessing.

A new born infant suckles her breast.

ABIGAIL
Come meet your new brother.

Dick fixes on the baby's tiny, red hand resting in proprietary repose against Abigail's skin.

DICK
He ain't my brother.

UNCLE MACK

Course he is. You got the same Pa.

Abigail cradles the baby adoringly.

ABIGAIL

Isn't he beautiful? I named him
Adam, after the first man.

Dick turns and stares back at Don, still sitting at the
bottom of the staircase. They hold each other's pained gaze.

SALLY (O.S.)

Daddy?!

Don turns his head and looks back up to the top of the
staircase.

CUT TO:

5 OMITTED 5

6 INT. DRAPER HOME - FRONT HALL - PRESENT (DAY 1) 6

BETTY, clad in nightgown, and the kids, ROBERT and SALLY,
both in pajamas, are clustered on the landing.

BETTY

Don, are you all right?!

Don pulls himself back to reality.

DON

Happy Mother's Day.

Betty laughs, breaking the tension. Don joins in as the kids
run down the stairs. Betty puts a hand on his cheek, poor
thing. She kisses him.

LONG DISSOLVE TO:

7 INT. DRAPER HOME - VESTIBULE - (NIGHT 1) 7

Don opens the front door and comes in, carrying sleeping
Robert. Betty follows with sleeping Sally in her arms.
Robert has a "Palisades Amusement Park" balloon tied to his
wrist. Don tugs the balloon inside by its string.

8 INT. DRAPER HOME - FRONT HALL - CONTINUOUS (NIGHT 1) 8

Don and Betty carry the kids upstairs onto the landing.

9 INT. DRAPER HOME - UPSTAIRS HALLWAY - (NIGHT 1) 9

Don and Betty carry the kids down the hallway and disappear into the children's bedroom.

10 INT. DRAPER HOME - BEDROOM - A SHORT WHILE LATER (NIGHT 1) 10

Don reclines on the bed in pajamas, reading a hardbound copy of The Best of Everything, with its lascivious cover. Betty comes in, now changed into a peignoir, holding a glass of milk. She closes the bedroom door.

DON

This is fascinating.

BETTY

It's better than the Hollywood version.

DON

It's certainly dirtier.

Betty takes a sip of her milk.

BETTY

Well, Joan Crawford is not what she was and honestly?

(sips her milk)

I found her eyebrows completely unnerving, like a couple of caterpillars pasted there. Her, standing next to Suzy Parker-- as if they were the same species.

She gets into bed. Don puts the book aside.

DON

(wipes milk off her lip)

Some men like eyebrows. And all men like Joan Crawford. Salvatore wouldn't stop going on about her.

BETTY

To think, one of the great beauties, and there she is so old.

(MORE)

BETTY (cont'd)

I'd just like to disappear at that point. It makes perfect sense.

DON

I promise, Bets, the first sign of crow's feet I'll put you on an ice floe. Or would you rather be my gal in the iron mask?

She laughs. He pulls her close, kisses her neck.

DON

You have a nice Mother's Day?

BETTY

It was lovely.

(a beat)

My mother was at least two years older than whatever Joan Crawford says she is and was still very fetching. I'd think that she would stand up very well as a prediction of my eventual appearance.

DON

Bets, don't. No melancholy.

BETTY

I'm allowed to be sentimental on Mother's Day.

DON

It's your Mother's Day, not hers.

Betty rolls over and searches his face.

BETTY

I'm just saying my mother looked handsome, actually vivacious and positively cheerful right up to her end. It's good remembrance. Dr. Wayne suggested a book to me which said it's part of the mourning process.

DON

Dr. Wayne.

BETTY

My hands are a little better.

DON

So you're cured.

BETTY

I don't know how they tell that.

DON

When they run out of books.

BETTY

Don't deride him.

DON

Mourning is just extended self pity. You know in New Guinea, the Pygmies grind up their ancestors and drink the powder in a beer?

BETTY

And a model culture at that, Pygmies. Did you know Michelangelo was painting the Sistine ceiling when those people were still living in caves, discovering fire?

DON

(laughs)

I did not know that.

BETTY

Well, it's true. Introduction to Basic Anthropology.

DON

(kisses her neck again)

How about advanced reproduction?
How are your studies progressing?

BETTY

Completed. Got an A, actually.

DON

Did you?

Betty undoes the little silk bow at her neck.

BETTY

Yep, I did.

They kiss passionately-- then part a little, remaining close.

DON

I flunked the whole thing.

BETTY

(playful)

That's because you got caught cheating.

Don looks her in the eye then kisses her again.

BETTY

Get the light.

Don leans across her and switches off the light. He lays on top of her, sliding up her night gown. She whispers.

BETTY

I want you so much. I thought about it all day.

DON

Me too.

BETTY

No, I mean it. It's all I think about. Every day. Your car coming down the driveway. I put the kids to bed early. I make a grocery list, I cook butterscotch pudding. I never let my hands idle. Brushing my hair, drinking my milk... It's all in a kind of fog because I can't stop thinking about this.

(she starts to tear up)

I want you so badly.

DON

Sssh. You have me. You do.

He touches her lips. They start to make love.

11 OMITTED

11

12 INT. STERLING COOPER - ELEVATOR LOBBY - MORNING (DAY 2)

12

Establishing shot. Worker bees in suits and hats exit the elevators onto the floor and head into the offices.

13

INT. STERLING COOPER - CONFERENCE ROOM - (DAY 2)

13

ROGER STERLING sits at the conference table across from three other individuals: NICK RODIS, an American businessman, and two Israelis, LILY MEYER and YORAM BEN SHULHAI. Lily is a conservatively dressed older woman, almost like a British nanny. YORAM is deeply tanned, calm as a statue, in a short sleeve shirt and a tie. An iced bowl of caviar with blinis and a tray of mai tais with cherry and pineapple, no umbrellas. Don enters.

ROGER

Don, I think you remember Nick Rodis from Olympic Cruise Lines.

DON

(they shake)

Nick, did you add that second deck of portholes?

NICK

Yes, but those rooms get pretty wet.

ROGER

This is Urine Ben Shulhai from Israel Ministry of Tourism.

YORAM

It's pronounced Yoram.

Don shakes hands with him.

ROGER

And this young lady is Lily Meyer.

LILY

(unamused)

Pleasure to meet you.

DON

And you.

As they settle back in to their seats, Roger helps himself to some caviar and a blini.

ROGER

Caviar and blinis, mai tais. We're thinking about a land of exotic luxury.

NICK

We'd like to think that if Beirut is the Paris of the middle east, Haifa could be the Rome.

DON

That's an exciting idea. Of course we should keep in mind, Paris has the Eiffel Tower. Rome has the Coliseum.

ROGER

And Tel Avenue is about to have a Hilton.

NICK

Olympic is charting our most luxurious liner along all the wondrous ports of the Israeli Riviera.

LILY

We are going to visit Mr. Bernbach down the street, but some of us find his humor to be kitsch. We thought we'd try a traditional way as well.

DON

Sterling Cooper doesn't like to think of itself as traditional.

LILY

Maybe that's the wrong word, my English isn't so good.

DON

I hadn't noticed that.

YORAM

"Glamour" like "glamorous", that's the word. We saw your awards. We were impressed by your work on Rio de Janeiro.

DON

You're not thinking of putting a hundred and fifty foot statue of Jesus in Tel Aviv, are you? That's how we sold Rio.

Lily lifts a large legal briefcase on to the table. She opens it and takes out a series of manila folders, binders, and books, including Exodus by Leon Uris, and puts them on the table.

LILY

This book has been on the best seller list for two years in the States and is soon to be a major motion picture starring Paul Newman. America has a love affair with Israel and we'd like to bring the two parties together.

Don starts flipping through the documents and photos.

DON

You saved me some leg work. All I have is the Bible.

YORAM

Let's stay away from that.

Yoram laughs. Nick reaches for some food. People start to eat. Don opens his portfolio and prepares to take notes. He writes "Israeli Tourism" at the top of the page.

DON

Your ideal tourist. What's their yearly salary?

Lily and Yoram look at each other.

LILY

Whatever you make.

ROGER
(ribbing Don)
They always say that.

14 INT. S.C. - ROGER'S OFFICE - MOMENTS LATER (DAY 2) 14

GINGER, Roger Sterling's plain secretary, types. MONA STERLING and her daughter MARGARET, 16 and no expression are waiting by her desk. Roger walks up.

ROGER
Look who's here, a couple of angels! Do we have lunch today?

He drops a kiss on both their cheeks.

MONA
No, darling, we're going to get Margaret's hair cut.

ROGER
A haircut? I like your pony tail, squirt. It makes you look young.

MARGARET
I like your hair, daddy. It makes you look old.

Roger forces a smile. Ginger hands him some message slips.

MONA
We just have to find the right place.

ROGER
Ginger?

GINGER
I cut my own hair.

Roger and Mona turn their back on her.

ROGER
(on the sly)
You picked her.

The SOUND of laughter announces JOAN, walking with Don down the hallway.

MONA
Don't you two make a handsome couple.

JOAN

Honestly, I don't go for handsome.

Don grabs Mona's gloved hand, pulls her in for a little kiss.

DON

Mona, Margaret. What brings you
below fifty-ninth street?

MONA

Margaret, say hello.

MARGARET

(blushes)

Hi, Mr. Draper.

Joan gives Mona a warm smile.

JOAN

Oh, Mona, aren't you lucky? Mother
and daughter on the town.

MONA

Where are the girls getting their
hair done these days?

JOAN

By girls, you mean Brigitte Bardot?
Because that's what I'm seeing.

MONA

As long as she can pin a hat on it
for church.

JOAN

You're going to love this man.
I'll make you an appointment.

Joan starts to lead them off.

MONA

Bye Don. Roger, sweetheart.

ROGER

(to Don)

She used to love being in my
office.

Roger and Don walk in to Roger's Office.

15 INT. HOTEL ROOM - LATER (DAY 2)

15

Although it's a hotel room, we think it's a bedroom. Roger lays on the bed in his shirt, boxer shorts, and stocking feet with garters, with a drink in his hand.

ROGER

A haircut is the least of her problems. Margaret's dated, what, two boys? One of them joined the service, the other committed suicide. She doesn't want to go to college; she doesn't want to work; she's not interested in charity. I don't know what we did wrong. We gave her everything she wanted and she's still useless.

Joan comes out of the bathroom in a sexy full slip, pinning her hair back up. As she speaks, she puts on her dress.

JOAN

You're too hard on her. She's a young girl.

ROGER

When I was her age I rode a tramp steamer from Bar Harbor to Hilton Head.

JOAN

I bet it was a yacht.

ROGER

Someone still has to sail those things.

JOAN

I think Margaret just reminds you of you. You're both spoiled. Zip.

He goes to zip her, instead takes a whiff of the back of her neck and slides his hands inside her dress.

ROGER

Come back to bed. We'll stay here all afternoon.

JOAN

You don't have to go back to work. I do.

Joan extracts herself gently from his embrace.

ROGER

Did you like the pearl necklace I gave you?

She snaps shut a JEWELRY BOX and puts it in her purse.

JOAN

It's gorgeous.

Roger crosses to a room service cart.

ROGER

Aren't you even going to have some of this? There's Beef Wellington, Oysters Rockefeller, Napoleons. We leave this lunch alone and it'll take over Europe.

JOAN

I don't like to eat in here. Food that close to the bed reminds me of a hospital.

ROGER

If you had your own apartment we could go to your place and you could cook for me.

He crosses to the bed, eating a piece of Napoleon off a fork.

JOAN

Don't you like things the way they are?

ROGER

Are you kidding? This has been the best year of my life. Do you have any idea how unhappy I was before I met you? I was thinking of leaving my wife.

She gives him a playful swat.

ROGER (CONT'D)

I'm just getting tired of all this sneaking around. Aren't you?

JOAN

Roger. I know as much about men as you do about advertising, and I know sneaking around is your favorite part.

ROGER

I have a lot of favorite parts.

He pulls her back down onto the bed, his hands roving over her curves...

ROGER

I want to get you in a little fourth floor walk up somewhere with no doors and no windows and lock you up for a week.

JOAN

That's tempting. But I like hotels. You leave with the same things you came in with. And little soaps. I love those.

ROGER

I wish I knew what you wanted, Joannie.

JOAN

I love this, Roger. But, a week is a considerable length of time, and, I have my own world. I go out, I have parties, I have friends over--

ROGER

Male friends?

JOAN

Yes.

ROGER

I don't want to hear this.

JOAN

Carol and I have a nice little rotation.

ROGER

The disaster?

JOAN

I've known Carol since college and she's been a good friend to me. She's very bright. And she's neat.

ROGER

So you think you'd be lonely?

JOAN

I think it'd be half as much fun alone.

ROGER

You could get a bird. They're fairly neat for animals.

JOAN

Oh Roger, if you had your way I'd be stranded in some paperweight with my legs stuck in the air.

She starts to get up.

ROGER

You're just gonna paint that picture and go, huh?

He rolls over on top of her, loosening her hair. She smiles, strokes his face.

JOAN

Can't we just enjoy this? I mean, we both know eventually I'll find a more permanent situation and... you'll find a new model. The '61's are coming out soon. I hear the fins are going to be bigger next year.

ROGER

Whatever you want, Red.

She gives in to his embrace and they start to go again.

16

INT. STERLING COOPER - DON'S OFFICE - (DAY 2)

16

Don studies an eight-by-ten of a boat loaded with refugees from the Exodus. Next to it there is a death camp picture.

DON

Well, I can see why they want the guns.

PETE and PAUL sift through stacks of research on Israel. Publicity shots of religious shrines, orange groves and kids with blue and white hats. A hardback copy of Exodus and a leather-bound volume of The Old Testament. SALVATORE doodles on a sketch pad.

PAUL

It's tough to compete with Bermuda only three hours away.

DON

It helps that they've stopped blowing up hotels.

Paul holds up a souvenir coaster depicting a smiling young woman in a military uniform with a machine gun.

PAUL

Oh, kill me, you busty Jewess.

PETE

Maybe we should try and exploit the danger instead of fighting it. Travel as adventure.

SALVATORE

Or, how about this? An average American family of three standing on shore, suitcases in hand, as the Red Sea parts before them. On the other side waits a gleaming four star resort. "Shouldn't you see the Promised Land?"

The guys laugh.

DON

Take religion out. They have plenty of stations of the cross traffic.

Pete drops a bound report on the coffee table.

PETE

I skimmed this research and the whole thing is pretty red. These communes, "kibbutzs", it's positively Soviet.

Don picks up Exodus, reads the dust jacket:

DON

Except The Daughters of the American Revolution are shuttling this book up and down Fifth Avenue.

PAUL

It's a good story. They start in these prison camps, real prisoners, you know, and the next thing they're in the desert, armed to the teeth--

(mimes a rifle)

Cutting their way through the enemy. Dying for the cause. And then they have a government.

SALVATORE

It made my mother cry.

DON

So. We have a quasi communist state-- where women have guns, and it's filled with Jews. Well, not completely filled, let's not forget there are also Arabs.

PAUL

(hopefully)

They've got oranges.

Salvatore thumbs through a picture book:

SALVATORE

As far as I can see the biggest thing the place has going for it is the people are good looking. The Jews there don't look like the Jews here. Have you been to the Diamond District?

Salvatore slides a picture over of a beautiful brunette woman, late 20's, holding a bushel of oranges.

DON

I have to make a couple phone calls. Let's pick this up later.

As they file out, Don follows them to the door. PEGGY sits at her desk.

DON (CONT'D)

Peggy, could you get me a private line, please?

PEGGY (O.S.)

Right away, Mr. Draper.

She reaches for the phone...

17 INT. MENKEN'S DEPARTMENT STORE - RACHEL'S OFFICE (DAY 2) 17

A black telephone with hold lines blinking on a business man's desk. RACHEL MENKEN picks up a line.

RACHEL

(into phone)

I debated not taking the call.

18 INT. STERLING COOPER - DON'S OFFICE - INTERCUT 18

Don, on the phone with his office door closed.

DON

I'm glad you did. I need to see you.

RACHEL

(a beat)

I don't think that's a good idea.

DON

It's business. Can we meet for a drink?

RACHEL
I'm busy this evening.

DON
I wouldn't ask if it wasn't
important. I should still be able
to talk to you. Give me credit for
that.

Rachel gives pause, considering.

RACHEL
Lunch. Tomorrow. Lunch. The Tea
Room at the Peare. Twelve fifteen.

DON
Message received.

She hangs up, sits back in her chair, thinking.

19

INT. DRAPER HOME - BEDROOM - (NIGHT 2)

19

Don is in bed, reading Exodus. Betty comes in carrying a
stack of boxed and folded shirts from the dry cleaner.

BETTY
It's so muggy tonight.
(then)
Did you just get a library card? I
rarely see you read anything that
doesn't have a manila folder
wrapped around it.

He doesn't look up from his book as she opens a window.

BETTY
I hope it's not going to be a rainy
summer. You should clean the
gutters.

DON
Mm. This weekend.

Don continues reading. Betty starts to undress.

BETTY
(re: book)
Is that good?

DON
There's less action than I thought.

BETTY

I thought it was a romance.

(then)

You know, the first boy I ever
kissed was Jewish.

DON

(glances up)

How did that happen?

BETTY

My friend Deirdre Shaw was friends
with a Jewish girl, Beth Gold--
Silver-- something. Beth invited
us to a mixer at her synagogue in
Lower Merion.

DON

I'm surprised your mother let you
go.

Don closes the book, his thumb holding his place.

BETTY

It was a fund-raiser for charity.
Those poor skinny people in the
boats. This boy danced with me all
evening.

(beat)

David Rosenberg. He was very good
looking, but there was something
about him that was gloomy.

DON

Was he a good kisser?

BETTY

(smiles)

Let's just say he'd had much more
practice than I had.

DON

Yeah, I'm sure he was very
disappointed.

BETTY

Please, he only picked me because I wasn't part of the synagogue. In fact, the next day, on the school bus, Beth told everyone I had been necking with David Rosenberg. The looks they gave me.

(beat)

They were all blondes by the next summer.

She kisses him. He kisses back. He looks at her, sweetly.

DON

It's hot, honey. And I have to read this book about the desert.

BETTY

(smiles a little)

Of course. Go ahead.

As he re-opens the book, she looks at him.

BETTY

We should get an air conditioner up here.

DON

We'll see.

She exits the room to finish getting undressed.

20

INT. S.C. - FRED RUMSEN'S OFFICE - MORNING (DAY 3)

20

Vodka is poured into a high ball glass full of orange juice. FRED RUMSEN, 45, a life-long mid-level copywriter, is scanning an open newspaper on his desk. Salvatore walks in with KEN, toting a portfolio.

FRED

Hiya fellahs, come on in.

(off the newspaper, irked)

Did you see this? Someone broke into the Yankees' equipment locker in Cleveland yesterday, swiped Mickey Mantle's pet glove.

KEN

They should have taken his bat.

Fred sticks his letter opener in his glass of "orange juice" like a swizzle stick.

SALVATORE

Should we wait for you to have your breakfast?

FRED

A day without orange juice is a helluva long day.

Freddy leans down and takes a sip from the full glass, his arms extended at his sides.

FRED

Look Ma, no hands.

The guys laugh. Fred motions for Ken to open the portfolio, revealing a couple of ADS torn from a magazine. They show a model with a sunny smile reaching towards a rainbow of lipstick colors. The caption reads: "Belle Jolie: All the Colors of the Rainbow."

FRED

I've been looking at the work of our esteemed predecessors, and I'm not heartened. They make more colors of lipstick than Howard Johnson's has ice cream flavors, but their sales are in the crapper.

SALVATORE

(off the ad copy)

These names: Passion Flower Peach, Tropical Boudoir Red. Oh look, Ethel Rosenberg Pink.

FRED

"Wear it to the chair."

They all laugh.

KEN

Did you know lipstick was invented to simulate the flush on a woman's face after you've treated her right?

EP#105 2nd White Draft "Babylon" 9/26/2007 23A.

FRED

If you're going to quote the
research report, don't start with
"did you know".

Salvatore laughs. Caught, Ken does as well.

FRED (CONT'D)

Research. I'm stumped, I'll be honest. I don't speak moron. Do either of you speak moron?

The guys shrug.

FRED (CONT'D)

Let's throw it to the chickens.

21 INT. S.C. - RESEARCH ROOM - MOMENTS LATER (DAY 3) 21

An empty room with a large table in the middle and a two-way mirror on the wall. DR. GRETA GUTTMAN waits with a clipboard. Joan herds in a group of exhilarated SECRETARIES, including Peggy. The door is locked behind them.

JOAN

All right girls, settle down and gather around!

JUDY

What? No lunch?

JOAN

No, dear, this is better. Belle Jolie wants us to tell them what we think of their new line of lipsticks.

The girls ooh! excitedly.

22 INT. STERLING COOPER - OBSERVATION BOOTH - INTERCUT 22

On the other side of the mirror, in a sound-proof room, complete with a bar and chairs, Fred and Ken enjoy the show. Salvatore mixes drinks.

SALVATORE

One-way glass. That name seem weird to you? It should be two-way glass, right?

KEN

I don't care what they call it. It beats the hell out of x-ray specs.

23 INT. STERLING COOPER - RESEARCH ROOM - CONTINUOUS (DAY 3) 23

JOAN

It's called brainstorming.

DONNA

That sounds intimidating. Is it like a test?

JOAN

There are no wrong answers. Just be your pretty little selves. Sit down, grab a lipstick and a mirror.

On the table, Greta unveils a tray with dozens of factory sample lipsticks in cardboard tubes. The girls start taking them, laughing as they select colors. Peggy hesitantly joins in the fray. Some of the girls squeeze out of the melee and stand in front of the one-way mirror to apply their colors.

JOAN (CONT'D)

Now remember, the mirror can be your best friend or your worst enemy.

24 INT. STERLING COOPER - OBSERVATION BOOTH (DAY 3) 24

Paul has joined the observers. Drinking and smoking. Salvatore writes on the glass with a china marker, X-ing out and circling some of the girls.

SALVATORE

Has no taste... Ugly dress...
Horrible wig...

HARRY enters, smiles and takes a seat in the dark.

KEN

They're "brainstorming".

PAUL

I wouldn't expect more than a few sprinkles.

A girl puckers in front of them, blotting with a kleenex.

HARRY

I love it when they do that.
(to the girl)
My little blowfish.

PAUL

Anybody mind if I take off my pants?

25

INT. STERLING COOPER - RESEARCH ROOM (DAY 3)

25

The girls are busy blotting their lips and inspecting themselves in their individual mirrors as Dr. Guttman comes down the line with her clipboard, asking questions and making notations:

GRETA

How many lipsticks do you own?

ALLISON

Gee, I don't know. I'd have to go home and count.

GRETA

Do you match your lip color to your clothing or to your accessories?

Uncertain, Allison looks toward Joan for guidance.

JOAN

I know. That seems like a loaded question.

GRETA

It is unloaded and I insist that you curb your editorial comments.

ALLISON

(to Greta)

Sometimes I match it to my nail polish.

JOAN

Good answer.
(then, to Greta)
Go ahead.

GRETA

Do you change your lip color with the seasons?

Allison looks to Joan again.

GRETA

(to Joan)

You. Stand over there.

26 INT. STERLING COOPER- OBSERVATION BOOTH (DAY 3)-CONTINUOUS 26

KEN

She should ask what she would do
for a ride home.

Laughter. Fred frowns and shakes his head.

FRED

We should have put a man in there
so they would take it seriously.

Pete comes in with a sandwich. He grabs a seat, puts his
feet up and starts to eat.

PETE

At what point do we start running
electricity through the chairs?

Roger hurries in to join them. Heads for the bar.

ROGER

Oh good, I was afraid I was gonna
miss it.

He pours some cream into a glass to quell his ulcer. Admires
the view while he drinks.

27 INT. STERLING COOPER - RESEARCH ROOM (DAY 3) 27

Joan steps over to the mirror, turns around, and bends down
to pick up something, gracing the guys with a full-on view.
She straightens up and looks at the mirror with the slightest
trace of a smile on her face.

28 INT. STERLING COOPER - OBSERVATION BOOTH (DAY 3) 28

KEN

I want to stand and salute that.

He does. The other guys stand. Roger watches this, unhappy.

PAUL

What's with mouse ears over there?

28A INT. STERLING COOPER - RESEARCH ROOM (DAY 3) 28A

Peggy just watches the other women putting on lipstick. She focusses on one Girl, as she applies lipstick, blots her lips with a tissue, then drops the tissue on the table.

IN SLOW-MO

The tissue falls on top of five other used tissues marked with blotted lip marks.

29 INT. THE PEARE HOTEL - DAY - (DAY 3) 29

Don sits at a table working his way through an Old Fashioned. The tea room is populated by a few older men, old ladies, and mothers having lunch with their daughters. A BLACK WAITRESS in a uniform wheels a tea cart with cucumber sandwiches and a three-tiered tray of tea cakes. Rachel comes through the front door. He watches her walk towards the table, then stands to help her with her coat.

DON

Thanks for coming. Can I get you something?

She looks at his drink.

RACHEL

No.

He pushes in her chair. They sit.

DON

How've you been?

RACHEL

Fine. Tired.

DON

It doesn't show.

She looks away. Musters her business armor.

RACHEL

I'm in the middle of Spring Inventory. I hope you're not going to tell me the grand plan for remaking our store has a hitch in it.

DON
You look beautiful.

RACHEL
I thought you had urgent business
to discuss.

Rachel takes out her cigarette case. A WAITER comes over,
interrupting them.

WAITER
Anything for the lady?

RACHEL
Nothing for me. Coffee.

DON
Irish coffee?

RACHEL
Coffee.

The Waiter looks at Don. He raises his glass, indicating
another. He nods and exits.

RACHEL
Business?

DON
It turns out Israel Tourism may be
coming on as clients. I'm having a
hard time getting a handle on it.

RACHEL
And I'm the only Jew you know in
New York City?

DON
You're my favorite.

RACHEL
Jesus, Don, crack a book once in a
while.

DON
(smiles)
I have. It's all sentimental,
filled with World War Two trivia,
oranges, kids in blue and white
hats. They're doing a movie of
Exodus with Paul Newman.

RACHEL

Paul Newman? That's nice. Now I have two reasons to see it.

He takes a sip of his drink, unwittingly spilling on his tie.

DON

Damn it.

She picks up her napkin and reaches across the table to wipe his tie.

RACHEL

You're usually so put together.

They exchange a small smile. Rachel puts down the napkin. Coffee comes.

RACHEL (CONT'D)

I'll tell you one thing about the Israelis. Don't cross them.

DON

Those people? They were definite Zionists.

RACHEL

Zion just means Israel. It's a very old name. I'm sorry, I'm not an expert on this and something feels strange about being treated like one.

DON

I just want to know something about it that hasn't come from some ministry of propaganda.

RACHEL

Well, there's some more World War II trivia, they arrested Adolf Eichmann in Argentina last week. Have you seen his resume?

DON

I deserved that. But I'm talking about tourists going to Israel.

RACHEL

I don't know what I can say. I'm American. I'm really not very Jewish.

(MORE)

RACHEL (cont'd)

If my mother hadn't died having me
I could have been 'Judy' instead of
'Rachel'. No one would know the
difference.

DON

What is the difference?

RACHEL

Look, Jews have lived in exile for
a long time. First in Babylon.
Then all over the world, Shanghai,
Brooklyn-- and we've managed to
make a go of it. It might have
something to do with the fact that
we thrive at doing business with
people who hate us.

DON

I don't hate you.

She meets his gaze.

RACHEL

No... individuals are wonderful.

DON

That's not what I meant.

RACHEL

I don't know, a country for "those
people" as you call us, well-- it
seems very important.

DON

So why don't you just live there?

RACHEL

My life is here. My grandfather
came from Russia and now we have a
store on 5th Avenue. I'll visit,
but I don't need to live there. It
just has to be.

(beat)

For me, it's more of an idea than a
place.

DON
Utopia.

RACHEL
Maybe.

Don reaches across the small table and takes her hand. She looks down at his hand and pulls away.

RACHEL
They taught us at Barnard about that word "utopia." The Greeks had two meanings, "yoo-topos" meaning "the good place" and "oo-topos" meaning: the place that cannot be.

His gaze holds hers. He's intense, focused.

RACHEL
(stubs out her cigarette)
I have to get back to the office.

Rachel gets up and takes her coat.

RACHEL (CONT'D)
I better not see this on my bill.

She walks away before he can help her with her coat. ON DON.

30 INT. STERLING COOPER - RESEARCH ROOM - (DAY 3) 30

Joan whistles to get everyone's attention.

JOAN
Okay, girls, playtime's over! Time to put the lipstick down and head back to your desks.

The girls begin to file out the door, deflated.

JOAN (CONT'D)
Thank you for your cooperation.
And your lips.

One girl tries to sneak her lipstick out. Joan nabs it.

JOAN (CONT'D)
These go in the closet.

The room is now in complete disarray. Lipsticks and tissues all over the place. Peggy helps Joan with the cleaning up. Fred comes in.

FRED

Now we have to count the shades they tried. Could you bring me those tissues, dear?

Peggy hands him the waste basket filled with tissues.

PEGGY

Here's your basket of kisses.

FRED

Basket of kisses. That's cute. Who told you that?

PEGGY

What do you mean?

FRED

Where did you hear that?

PEGGY

I just thought of it. Isn't that what it is?

Fred keys in on her.

FRED (CONT'D)

It is sweetheart.

(beat)

Which color did you like?

PEGGY

I didn't get the one I liked. Someone took my color.

FRED

Why didn't you choose another one?

PEGGY

I'm very particular.

FRED

As opposed to the other girls.

PEGGY

I don't know. I don't think anybody wants to be one of a hundred colors in a box.

JOAN

I think that's enough complaining. Why don't you head back to your desk, Peggy.

EP#105 2nd White Draft "Babylon" 9/26/2007 33A.

Peggy leaves. Fred watches her go.

JOAN (CONT'D)

(to Fred)

Bet you wish you could pour that in
a glass and drink it.

OFF her exit, we CUT TO:

31 OMITTED 31

32 OMITTED 32

33

INT. STERLING COOPER - DON'S OFFICE - LATER (DAY 3)

33

Don sits at his desk, with the Israel research. Hits the intercom.

DON

(to intercom)

Peggy? Clear the rest of my afternoon, would you please?

PEGGY (V.O.)

You have the Snider's Ketchup people at three o'clock.

DON

(to intercom)

Have a box of cigars sent over to Jim King with my apologies.

PEGGY (V.O.)

I'll find out what he smokes.

DON

(to intercom)

Good girl.

He grabs his briefcase, There's a KNOCK at the door. Fred pokes his head in. Salvatore behind him.

FRED

Got a minute, chief?

DON

Just.

Fred beelines for the bar.

FRED
You don't mind, do you?

SALVATORE
Use a glass, Freddy.

Don opens his briefcase, puts papers in.

FRED
Your girl. Full of surprises.
Oh Pretty Peggy Sue.

DON
Peggy? If you say so. I avoid eye-
contact to avoid being blinded by
the earnestness.

Fred hands out drinks.

FRED
Actually, she really stood out--
brainstorming wise.

DON
(smiles, drinks)
Brainstorming. Sorry I missed
that.

FRED
What was the line?

SALVATORE
A bucket of kisses.

FRED
Basket of kisses.

SALVATORE
Bucket sounds better.

FRED
If you like 'em wet and sloppy.
Point is, while the rest of the
hens were busy tearing out each
other's feathers-- that one saw
the benefit, not the feature.

DON
Really?

EP#105 2nd White Draft "Babylon" 9/26/2007 37A.

FRED

She said she didn't want to be one
of a hundred colors in a box.
That's interesting, right?

SALVATORE

It is.

Don seems surprised. The three of them look out at Peggy.

FRED
(truly amazed)
It was like watching a dog play the
piano.

Peggy smiles at another SECRETARY who dumps a huge pile of
folders on her desk.

33A INT. BARBARA'S NURSERY - (DAY 3) 33A

BARBARA KATZ (30), Rachel's older sister, cradles a phone
receiver.

RACHEL (O.S.)
It's me, Barbara. Can you talk?

BARBARA
She's still sleeping, thank God.
What's on your mind?

33B INT. MENKEN'S - RACHEL'S OFFICE - INTERCUT 33B

Rachel sits at her desk, on the phone. A beat.

RACHEL
I think I might have met someone.

BARBARA
You're not sure? That's good.

RACHEL
He has some serious limitations.

Barbara heads for a pink and white bassinet in the corner of
the room.

BARBARA
Does he work at the store?

RACHEL
No, he doesn't work at the store.

BARBARA
He has a job, doesn't he?

RACHEL
Yes.

BARBARA
Then what's the problem? Would
Daddy like him?

RACHEL
Daddy would hate him.

A beat.

BARBARA
So he's not Jewish.
(a beat)
Who cares what Daddy thinks. He's
not your boyfriend anymore.

RACHEL
Barbara.

BARBARA
You're twenty-eight years old. You
work sixty hours a week. The last
thing you want is to end up like
Aunt Rosie, lying to your nieces
about how many engagements you had.

RACHEL
Aunt Rosie wasn't lying.

BARBARA
Oh please, there was no Max the
Communist. Does he have all his
hair?

RACHEL
More than he'll ever need.

BARBARA
Is he funny?

RACHEL
Sometimes. After a couple.

BARBARA
Oh, so he's a shikker. Daddy will
hate him.

RACHEL
I do feel this attraction and I
want him and I want to ignore
everything else about him.

BARBARA
It's 1960. We don't live in a
shtetl. We can marry for love.

RACHEL
I'm not sure people do that
anymore.

BARBARA

Why do you always have to be so cynical?

RACHEL

Because sometimes, things come. Good things. But there's no future in them.

The baby cries from the bassinet. Barbara rocks it not altogether gently.

BARBARA

Rache, you're a modern woman. Forget the wedding. Believe me, I would do anything for some romance right now.

OFF Rachel, mulling those words.

34 INT. STERLING COOPER - PEGGY'S DESK - LATER (DAY 3) 34

Peggy is putting files away at a filing cabinet. Joan walks up to her carrying a stack of files.

JOAN

Peggy.

PEGGY

Hi, Joan.

Joan waits for two EMPLOYEES to cross out of ear shot behind them.

JOAN

Mr. Rumsen would like you to put your industrious little mind towards coming up with some copy for Belle Jolie Lipsticks.

Peggy stares at her.

PEGGY

I don't understand. They want me to write something?

JOAN

Whatever you said in that brainstorming session apparently knocked their socks off.

EP#105 2nd White Draft "Babylon" 9/26/2007 38C.

PEGGY

(stunned; thrilled)

Oh my gosh. I don't know what to say.

JOAN

You will of course continue to cover Mr. Draper's desk. Any writing you do will be on your own time.

Peggy nods.

PEGGY

Do I get a raise?

JOAN

No. Congratulations. More work and more responsibility. I guess you'll be entitled to some dinner money.

Joan hands Peggy the stack of files.

PEGGY

That's swell.

(reeling somewhat)

I should go and thank them. I'm not really dressed. Tomorrow maybe.

JOAN

No need. They wanted me to tell you. They were very specific about it.

PEGGY

Oh.

JOAN

Well, you know what they say...

(re: herself)

The medium is the message.

Joan gives a little shrug and heads off. Peggy drops the stack of files on the open drawer. She crosses to her desk. Sits down. Smiles.

35

INT. MIDGE'S APARTMENT - HALLWAY - (NIGHT 3)

35

Midge opens the door. Don stands in the hall impatiently. She has a small potted spider plant in one hand, wears a big Irish fisherman's sweater, underpants, and dirt on her hands.

MIDGE

And here I was just wishing for a man to help me with my yard work.

She moves back and Don steps in, crushes her against him in a hungry kiss. He kicks the door shut.

36

INT. MIDGE'S APARTMENT - CONTINUOUS (NIGHT 3)

36

Don backs Midge towards her kitchen table. She loves it.

DON
(tugging her shirt)
Take this thing off.

They pull it over her head together. Don hikes her up. She wraps her legs around his waist. He slides her bottom onto the table, pushing plants off onto the floor.

DON (CONT'D)
(not the least bit)
Sorry.

MIDGE
That's what I get for being
domestic.

Someone KNOCKS on the door. They're too caught up to answer, the KNOCKING gets insistent. Midge pulls away.

MIDGE
Hold that. The thought.

Midge pulls her shirt back on and gets the door.

MIDGE
Hi, Roy.

ROY HAZELITT, 24, slept-on hair, sandals, black slacks, turtleneck and vest, barges in without being invited.

ROY
Hey, beautiful, what's shakin'?

He sees Don. Roy takes note of Don's slight dishevelment, the vibe that he's interrupted something.

ROY
Oh. Busy dance card, huh?

MIDGE
Roy, this is my friend Don Draper.
Don, Roy Hazelitt.

DON
(nods; dry)
Pleasure.

Roy dismisses him with a curt nod. Focuses on Midge:

ROY (CONT'D)

Ian's playing down at the Gaslight.
We're gonna go support him. Pass
the basket. You in? That is if
Dad will let you out.

MIDGE

Sounds like fun. Don, let's go for
a while.

Don looks at her. Midge shrugs.

ROY

(to Don)

Come on, it'll be a kick. What do
you say? Afraid you'll miss the
5:31?

Don goes to the bar to fix a drink.

DON

I'll wait here.

Midge comes over, leans in close to him, sotto:

MIDGE (CONT'D)

I'll wear a skirt. And that's all.

37

INT. HOTEL ROOM - (NIGHT 3)

37

Roger is fixing a vodka, rocks, at the service area on the
credenza. A key SOUNDS in the lock. Joan enters.

ROGER

What took you so long?

JOAN

One of the media buyers ambushed me
in the elevator with tickets to the
ballet, of all things. I told him
I had plans but he insisted that we
share a cab across town, anyway. I
couldn't shake him.

ROGER

Which one was it? George Asbury?
He's a hound.

JOAN

It doesn't matter. They're all
just boys.

He embraces her, hands roving. She pulls off his tie.

ROGER

Poor bastard probably couldn't help himself, the way you glide around that office like some magnificent ship.

JOAN

I don't want to be a distraction. Shall I order a case of horse blinders for the rest of the office?

Joan notices a dome-shaped birdcage covered with a white cloth sitting on the bedside table.

JOAN

You didn't.

ROGER

Oh, I sure did.

He pulls off the cloth cover. A CANARY flutters inside the cage. Joan laughs.

JOAN

What am I supposed to do with it?

ROGER

The store lady said you can do anything but put the cage on the radiator.

JOAN

You're terrible.

ROGER

Can't blame a man for trying.

He pulls her down onto the bed rolls on top of her, hungry, not wasting any time. Her hands slide up under his shirt...

ROGER (CONT'D)

I hate the thought of having to share you.

She takes his face in her hands.

JOAN

You don't have to share me, now.

He holds her face in his hands while they kiss.

ROGER

Mm. Joannie, you smell so good. I've been thinking about this all day. Mona is looking at a weekend in Old Saybrook with the in-laws. There's not enough liquor in the world.

JOAN

Roger.

She nods towards the chirping bird, slightly self-conscious.

ROGER

Sorry.

He grabs her scarf off the bedside table and tosses it over the cage.

38 INT. NIGHT CLUB - (NIGHT 3)

38

The basement club is dark and crammed with tables around a simple, elevated stage. There's an old, upright piano against one wall. An intellectual-looking YOUNG MAN wearing a cardigan is reading the newspaper as performance art. He has a Hungarian accent. In the wings, a couple of shaggy troubadours wait for their turn at open mike, along with a girl (POETRY GIRL) looking over scribbled pages.

HUNGARIAN MAN

Mary Katharine Cahill, a daughter of Harriet M. Barr and Archibald W. Barr of Stonington, Connecticut and Kevin Mark Duncan III, a son of Beatrice Hoslinger and Kevin Mark Duncan Junior of Manhattan, were married last evening at the Episcopal Church of the Heavenly Rest. The Right Reverend Andrew Elmslie, Vicar of the church, officiated. The bride wore an empire princess-line ballgown of ivory silk shantung with Alencon lace applique and a cathedral train. The Bridegroom, thirty, is associate general counsel at International Business Machines. He is a graduate of Trinity college in Hartford and Harvard Law School. The bride attended Dana Hall School for girls.

39

INT. NIGHT CLUB - TABLE - MOMENTS LATER (NIGHT 3)

39

Roy, Midge and Don approach an empty table with three seats in the middle of the floor. Don is carrying his overcoat. Roy is talking past Don to Midge:

ROY

... He travels around the country and collects miniature replicas of monuments. The Washington Memorial, Bunker Hill, Mount Rushmore. Then he sticks them up his ass-- symbolism intended.

Midge laughs. Don looks around disparagingly.

DON

There's no place to put your coat.

She sits in one of the chairs. Roy quickly claims the chair next to her, leaving only the seat across the table from Midge for Don. Don looks down at the slice of white thighs protruding from her skirt hem, then jerks his head towards Roy.

DON

Switch seats with me.

ROY

No way.

Roy scoots closer to Midge.

MIDGE

(hailing a passing
waitress)

Can we get a round over here?

ROY

Jack Daniels, Duchess.

DON

That's a great idea.

The WAITRESS nods and moves off. Don lights up, mildly irritated. Roy hones in on Midge.

ROY

Anyway, turns out this Spanish cat and I are mucho sympatico with the direction we talked about going.

MIDGE

With the theater of the people thing?

ROY

Conscious drama. Not the soul-less bullshit kept alive by the middle-class with their season tickets to Dick Van Dyke and Mary Martin.

(gestures to Don)

I bet Don here can tell you first hand. Broadway is the birthplace of mediocrity.

Don indicates the guy in the cardigan on stage, who is now taking a smattering of applause as he leaves the stage and takes a seat.

DON

Maybe it's born there but I think it may be conceived right here.

Midge smirks. The Waitress brings their drinks. Don pays.

MIDGE

Thank you, Don.

ROY

(badly)

La Kayem.

Roy takes a drink. Eyeballs Don.

ROY

So, what do you do, Don?

DON

I blow up bridges.

MIDGE

Don's in advertising.

ROY

(laughs)

No way. Madison Avenue? What a gas.

MIDGE

We all have to serve somebody.

ROY

Perpetuating the lie. How do you sleep at night?

DON

On a bed made of money.

MIDGE

(wryly)

Isn't this an education?

ROY

You hucksters in your tower created the religion of mass consumption.

DON

People want to be told what to do so badly that they'll listen to anyone.

ROY

When you say "people", I have a feeling you're talking about thou.

DON

And I have a feeling you spent more time on your hair this morning than she did.

Midge smiles. This is getting good.

MIDGE

You two want to head to the urinals and poke it out?

DON

So, Roy. If you had a job, what would you do?

ROY

I'm starting a theater. Right here in the Village. It's a cooperative. Midge is going to get in there. Paint some flats.

MIDGE

I said I'd think about it.

40

INT. NIGHT CLUB - STAGE - CONTINUOUS (NIGHT 3)

40

POETRY GIRL is now sitting on top of the upright piano. She closes her eyes and sways while reciting her spoken word poetry.

POETRY GIRL

... Last night I dreamed of making love to Fidel Castro, in a king size bed at the Waldorf-Astoria. "Viva la revolución!" he roared, vanquishing my dress. Outside the window, Nikita Khrushchev watched us, plucking a chicken.

A smattering of applause.

MAN'S VOICE (O.S.)

Take off your shirt!

Poetry Girl pulls her shirt off. The basket comes around. Roy digs in his pocket. Midge drops some coins in.

DON

I should go. Too much art for me.

Midge meets his eyes.

MIDGE

Stay. This is Ian. We'll go right afterwards.

One of the troubadours, IAN, cradling a mandolin, pulls a stool onto the stage. He's joined by two folksy-looking BACK UP SINGERS. Midge smiles at Don. ON STAGE, Ian starts strumming and a hush falls on the crowd. He sings in a plaintive, soulful voice "By the Waters of Babylon."

The singers join in, building into a round, and we stay ON DON.

41 INT. MENKEN'S - MEN'S DEPARTMENT - (NIGHT 3) 41

The SONG CONTINUES OVER: Rachel, standing in the empty department store in front of a glass case displaying neck ties, her eyes on the merchandise but her mind on Don. A JANITOR mops the floor in the background. She opens the case and takes out two fine silk ties. Lays them on the counter side by side, thinking which would look best.

42 INT. DRAPER HOME - BEDROOM - MUSIC CONTINUES OVER(NIGHT 3) 42

Sally sits at Mommy's vanity, playing dress up, wearing several strands of Betty's pearls and a too-big dress slouching off her shoulders. Betty puts lipstick on Sally. Shows her how to blot her lips together. Sally mimics.

43 INT. HOTEL ROOM - MUSIC CONTINUES OVER (NIGHT 3) 43

Roger and Joan finish dressing themselves. She steps into her pumps. He zips up her dress. She takes her purse from the end table. He hands her the birdcage. Joan leaves the room first. Roger sits on the bed, watching her go.

44 EXT. THE PARK GRAND HOTEL-ENTRANCE-MOMENTS LATER(NIGHT 3) 44

A BELL MAN with a luggage cart is visible through the lobby doors. Joan exits and walks to the curb for a cab-- a beautiful young woman, alone, holding a bird cage. Roger exits the doors of the hotel, without looking at her, he lights a cigarette and heads to the opposite side of the awning. His arm goes in the air. They wait for their cabs without looking at each other. The MUSIC FADES OUT. We hear the traffic of the city. Very slowly, we,

FADE OUT.

END OF SHOW