

TIN MEN

Written by
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SHOOTING DRAFT

**FOR EDUCATIONAL
PURPOSES ONLY**

SCREEN is BLACK. In white letters we read:
BALTIMORE 1963.

FADE IN:

1 EXT. CADILLAC DEALERSHIP - DAY 1

BILL BABOWSKY ("BB"), a wiry, dapper-looking man in his mid-thirties, is circling a baby blue Cadillac. A SALESMAN follows on his heels.

SALESMAN

She's a beauty.

BB

(looking at Salesman)

Who?

SALESMAN

What?

BB

Who's the beauty?

SALESMAN

The car.

BB

I thought maybe you saw some chick walking by. I lost my concentration. Why do they call cars 'she'? They never say 'he'... always 'she.'

The Salesman shrugs his shoulders. BB walks around the Cadillac.

BB

Very nice... very nice.

CUT TO:

2 EXT. NEIGHBORHOOD - LINE OF ROW HOUSES - DAY 2

We hear YELLING.

3 INT. ROW HOUSE - DAY 3

NORA, a rather plain, but attractive woman in her early 30's, is yelling up the stairs.

NORA

You're a sick man! Sick! Do ya hear me?! Do ya hear me?!

(CONTINUED)

3 CONTINUED:

3

Peeking around the bannister from the second floor is ERNEST TILLEY, also in his 30's, handsome in a boyish way.

TILLEY

Who's sick?

NORA

Who do ya think I'm screaming at?
How many of you are there up there?
There's only you, and you're a sick
human being.

TILLEY

(quietly, coming
down a few steps)

Where's my white on white shirt?
The nice one, you know.

NORA

It's like yelling through a wall
to you. I'm carrying on about
what a disgusting human being you
are, and all you want to know is
where your white on white shirt is.

TILLEY

Yes, the one with the permanent
stays.

CUT TO:

4 EXT. CADILLAC DEALERSHIP - DAY

4

BB is now sitting in a cubicle in the office with the
Salesman, going over the contract on the car.

BB

Now don't try to hustle me here
... you know what I mean. I hate
being hustled. Give me an honest
price, not one of your 'special'
deals... give me an honest price.
Do I make myself clear?

SALESMAN

Now, how much are you willing to
pay?

BB

There ya go... there ya go...
you're doing it... you're doing
one of those hustle numbers.

(CONTINUED)

SALESMAN

I'm just trying to get an idea
how much you're willing to pay.

BB

Four dollars... I want to pay four
dollars a month.

SALESMAN

That's not an honest answer.

BB

What do ya want to hear? That I'd
love to pay three hundred and fifty
a month... is that what you want to
hear? Tell me how much you want me
to pay and I'll tell you how much
I'll pay, but don't do a hustle on
me... I don't like that. How much
do I want to pay? I'd like to pay
nothing!

CUT TO:

Tilley's leaving the house with his tie undone around
his white on white shirt. He carries his sports jacket,
and Nora is standing at the door yelling at him.

NORA

You're being unreasonable. You
don't even want to listen.

TILLEY

I don't know what I did... I got
no idea. If it's my fault, I'm
sorry... I'm sorry. I can do no
better than that. A full
unconditional apology.

Tilley walks down the steps of the house and goes to his
car -- a Cadillac. He gets inside, STARTS the ENGINE and
pulls away. Nora remains on the porch watching the car
... one lonely figure in a neighborhood of hundreds of
duplicate houses.

CUT TO:

BB and the Salesman are coming out of the office.

(CONTINUED)

6 CONTINUED:

6

SALESMAN

If you even have the smallest problem, call me personally and I'll just shoot you straight into the service department.

BB

And I get a loaner if the car's got to stay?

SALESMAN

As we discussed, you get a car if the car has to be kept overnight.

BB

I get a loaner?

The Salesman nods.

CUT TO:

7 INT. TILLEY'S CAR - DAY

7

He drives along, mumbling to himself.

TILLEY

She's gonna drive me to my grave... I'm headed to my grave... the woman's driving me insane... it's not supposed to happen this way.

He starts moving his head -- stretching his neck from right to left.

TILLEY

It's not even eleven o'clock and my neck is stiffening up.

He juts his jaw out.

TILLEY

My neck's tight... it's tight.

CUT TO:

8 EXT. CADILLAC DEALERSHIP - DAY

8

BB gets into the shiny, baby-blue Cadillac, puts it in reverse and starts to back out of the car lot.

9 INT. TILLEY'S CAR - DAY 9

Tilley is doing neck exercises, rolling his head from left to right as he drives. He sees a red light ahead and starts to slow down, continuing to roll his head.

10 EXT. BB'S CADILLAC - DAY 10

BB sees the light is red and starts to back into the street.

11 INT. TILLEY'S CAR - DAY 11

Tilley rolls his head back as he slows to 15 miles an hour.

12 EXT. BB'S CADILLAC - DAY 12

BB backs into the street thinking that Tilley's car is going to stop.

13 INT. TILLEY'S CAR - DAY 13

Tilley is still rolling his head.

CUT TO:

14 EXT. STREET - DAY 14

Tilley's Cadillac and BB's Cadillac CRASH into one another. The entire right rear of BB's shiny, baby-blue Cadillac is smashed. Both men are shocked and momentarily confused. After a beat, both Tilley and BB bolt from their cars. Tilley looks at his buckled hood. BB races up to Tilley's face.

BB

Are you a lunatic? Can't you see I'm trying to back out of this lot? There's a red light, you shoulda stopped.

TILLEY

Me? What are you, crazy? You just want to back into the middle of the street like that. A man's just driving along and you back into the middle of the street. What kind of driving is that? What kind of driving?

(CONTINUED)

BB

There's a red light, I'm making a space for myself... that's what I'm doing, in order to get into the street... that's something ya do!

TILLEY

You came out of nowhere... you bolted out of no place... bolted out of nowhere.

BB

Bolted! At six miles an hour I'm bolting into the street! You schmuck! You schmuck!

He moves toward Tilley.

TILLEY

Back away from me, do ya hear me? Back away from me.

BB

Back away? You want me to back away? I'll back away.

He turns to walk away from Tilley, walks and then turns back and kicks in the headlight of Tilley's car.

TILLEY

You're a fucking lunatic!

He goes for BB, jumps him and they both fall on to the trunk of BB's car. People have started to gather and immediately jump in and pull BB and Tilley apart.

BB

You're a madman! Smashes into me, attacks me... the man is crazy!

People continue to pull them apart.

MAN #1

Come on now, calm down, calm down.

He holds BB's arms. Another MAN grabs for Tilley and tries to pull him off BB.

MAN #2

Take it easy... take it easy...

(CONTINUED)

14 CONTINUED: (2)

14

TILLEY

(to people watching)

Get this guy! Will ya get this
guy? Backs in front of me, and
then kicks my headlight in...
and I'm crazy. You lunatic!

Tilley makes another jump for BB. Again, people try
pulling them apart.

BB

You're going to prison. Death!
Death! They're going to give
you death!

BB looks at his brand new Cadillac with the smashed-in
side.

BB

Car only has one sixteenth of a
mile, and I've been hit.

He turns back and looks at Tilley.

BB

I'm gonna get even with you,
you son of a bitch... I'm gonna
get even with you. This is no
ordinary traffic accident.

TILLEY

You want to drive a Cadillac,
learn how to drive. You want
to get even with somebody? You
picked the wrong person to get
even with. Nobody backs into
traffic, smashes my car and
says they want to get even.
I'm gonna get even!

CUT TO:

15 INT. DINER - DAY

15

Seated at a booth are three aluminum siding salesmen
having their late morning breakfast. SAM PICKLES, a
heavysset man in his 50's, delicately butters his toast,
and is shaking his head sadly.

SAM

Did ya see 'Bonanza' last night?
Can you tell me why Ben Cartwright
had a colored guy stay over?

(CONTINUED)

15 CONTINUED:

15

GIL, who is pouring half a pound of sugar into his coffee, looks up.

GIL

Ben Cartwright had a colored guy
stay overnight at the Ponderosa?

MOUSE, who is picking his teeth with a matchbook, squints at Sam with an investigative look.

MOUSE

Did he know this guy personally?

SAM

No... he was just passing through,
asked if he could stay over, and
Ben Cartwright said 'sure thing.'
It doesn't make any sense... he
invites a strange colored guy in...
invited him in to stay. Is that
crazy or what? If a colored guy
came to my door and said 'can I
stay the night,' I'd tell him
'get the fuck out of here!' It's
nothing personal, mind you.

MOUSE

You're not a bigot, is that what
you're telling us?

SAM

Me? No, I'm not a bigot.

GIL

If you're not, how come you're
making such a big thing out of it?

SAM

It's the fact the Ben Cartwright's
on the Ponderosa... he's in the
middle of nowhere. It's not like
he's living on Reisterstown Road
with houses all around... we're
talking about the West here. It's
the idea that a strange guy comes
to the door in the middle of the
West. It doesn't make sense,
that's all I'm saying.

MOUSE

Come on... you're a bigot, that's
what you are.

(CONTINUED)

15 CONTINUED: (2)

15

SAM

Listen, I'll sell tin to anybody
 ... I don't care who he is. A
 mark's a mark, whether he's
 Chinese, Indian or from Mars...
 I'm thoroughly integrated. Makes
 no difference to me... I just
 wouldn't have one of those guys
 sleep in my house.

CUT TO:

16 EXT. DINER PARKING LOT - DAY

16

Tilley gets out of his car and enters the diner.

17 INT. DINER - DAY

17

He starts walking to the booth where the other tin men
 are. On his way he yells over to the waitress.

TILLEY

Florence, eggs and the toast,
 the way I like it.

FLORENCE, who doesn't have too much energy, calls back
 to Tilley.

FLORENCE

Not too gooey. Coffee right
 away.

She trails the last word. Sam is still talking about
 his problem with "Bonanza."

SAM

I just don't believe that 'Bonanza'
 is an accurate description of the
 West. I say no more.

Tilley slips into the booth next to Sam. He indicates
 for Sam to give him more room.

TILLEY

Come on, give me a couple of more
 inches.

SAM

You want me to take my plate...
 I'll eat in the parking lot.

(CONTINUED)

TILLEY

Come on, Sam, I'm having a terrible morning. You're not going to believe this, some guy just crashed into me... right in the middle of the street... then he attacks me. One of the loonies.

SAM

(biting into his
toast)

Did ya live?

MOUSE

Did you get his name?

TILLEY

Yeah, I got his name. The police came... God, I can't believe it... the guy's an idiot.

He pulls a piece of paper from his pocket.

TILLEY

Yeah, here it is... some Polish name... Babowski... Bill Babowski ... fucking son of a bitch.

GIL

I know the guy... they call him BB.

TILLEY

You know the son of a bitch?

GIL

Yeah, he works with Bagel.

TILLEY

He sells aluminum siding? I don't believe it... of all the people that could run into me, it has to be a fucking tin man. How come I don't know him?

GIL

You musta seen him. He hangs out with Carly Benelli, Cheese ... you know, that group.

TILLEY

I don't know the guy.

(CONTINUED)

GIL

Don't you remember, he was up at the Corral one night when we were there... he's a good dancer. You must have seen him.

TILLEY

I don't know the guy.

SAM

Gil, he doesn't know the guy.

GIL

I thought he knew him, Sam... I can't believe he doesn't know him.

SAM

He seems to be indicating that he doesn't know him.

TILLEY

I don't know the guy!

GIL

He's a good dancer.

TILLEY

What do you want me to do, date him? What do I give a shit if he's a good dancer?

GIL

I thought you saw him. I was amazed, he does a Marengay... I tell you if I was a girl I'd be impressed.

SAM

You're not a girl and you're impressed!

Florence comes over and puts down some coffee in front of Tilley.

TILLEY

Is it fresh?

FLORENCE

Yes, it's fresh!

TILLEY

Just asking, Florence.

(CONTINUED)

17 CONTINUED: (3)

17

Florence starts to walk away.

FLORENCE
You're always just asking.

Gil still talking about BB.

GIL
I'm telling you, you just can't believe how well this guy does the Marengay.

MOUSE
I can't wait to see it.

TILLEY
I'll tell you one thing, when I get a hold of this guy, I'll break both his legs and then he won't dance the Marengay too good.

CUT TO:

18 EXT. INDUSTRIAL PARK IN A RUN-DOWN AREA OF TOWN - DAY18

We see BB pulling up to a building in his banged-up, brand new Cadillac. There are three or four nice Cadillacs parked outside of the run-down building.

CUT TO:

19 INT. OFFICE - DAY

19

The office is filled with second-hand furniture, mismatched desks and a conglomeration of styles. In one corner of the room there are two or three GIRLS working the telephones -- canvassing -- talking to people on the phone to see if they're interested in a demonstration on the benefits of aluminum siding. They all speak in a very congenial tone of voice.

GIRL #1
Good morning, I represent the Superior Aluminum Siding Company. We will have a representative in your neighborhood today. Would you be interested in seeing the benefits of our aluminum product?

(MORE)

(CONTINUED)

19 CONTINUED:

19

GIRL #1 (CONT'D)

(beat)

Yes... well, we do aluminum siding which improves the appearance of your house, and improves the insulation...

CAMERA MOVES TO ANOTHER GIRL.

GIRL #2

... Which improves the appearance of your house, and improves the insulation...

CAMERA MOVES TO GIRL #3.

GIRL #3

... Superior Aluminum Siding Company. We will have a representative...

CAMERA MOVES TO another corner of the room where we see 4 "tin men" salesmen sitting around one of the desks playing cards. MOE is beginning to tell a joke. He is a man in his 50's.

MOE

So the guy goes to the doctor for a physical... they do all those tests, all that stuff, blah, blah, blah...

BB enters the scene and goes over and gets himself a cup of coffee.

MOE

... Doctor says 'when we get all the information back, we'll give you a call.' Leaves the doctor. One day the telephone rings... the guy goes and picks it up.

CHEESE

The guy?

MOE

(immediately aggravated)

The guy!

CHEESE

Not the doctor?

(CONTINUED)

MOE

That's right, the guy picks it up. He gets a phone call... it's the doctor on the line. Doctor says 'I've got some bad news and some worse news.'

BB join the tin men to listen to Moe's joke.

MOE

Guy says 'Well, let me hear the bad news first.' 'The bad news is, you've got twenty-four hours to live.' The guy says 'What's the worse news?' Doctor says 'I forgot to call you yesterday.'

They all laugh. LOONEY, a thin guy who twitches and blinks a lot, stands up.

LOONEY

It's good... I like it.

CHEESE

I never heard bad news and worse news... smart joke.

LOONEY

Yeah... I like it.

CARLY

It's dumb, but good.

BB, who is not laughing, stands behind Cheese who throws 50 cents into the card game.

CHEESE

Up it fifty cents.

LOONEY

I call... I call. I'm in on this one... I call.

MOE

We get it, you're calling.

CARLY

I'm not sure.

BB

Stay with him.

CARLY

I don't know.

(CONTINUED)

CHEESE

Carly, get out of the hand...
I'm holding serious cards. Very
serious cards.

BB

He's bluffing.

CHEESE

If I'm lying, I'm dying.

CARLY

I'm out.

BB

Ballsy move.

Moe throws his hand in, too.

MOE

(to BB)

Did you get the new Cadillac?

BB

Yeah. It's already been hit.

MOE

What?

BB

Didn't have it five minutes,
backing out of the place, and a
guy comes out of nowhere and
bangs into my car.

LOONEY

So, what ya got?

Cheese throws his hand down.

CHEESE

Pair of sixes.

LOONEY

Jacks. Win.

CARLY

Shit! Pair of sixes.

MOE

(about car)

How much damage?

BB

I bet it's six hundred bucks.

(CONTINUED)

19 CONTINUED: (4)

19

LOONEY

Six hundred bucks? I'd get rid of the car. That much damage it won't be any good. You may have dented the frame.

BB

I didn't dent the frame.

LOONEY

When you hit the frame, the car doesn't ride right.

BB

He didn't hit the frame! I'll tell you this, I'm gonna get the son of a bitch. If he would have apologized or something, but this guy gets out, tries to push me around.

CHEESE

You're kidding me?

BB

Yeah... the guy's totally off the wall.

He takes a sip of his coffee.

BB

I'm gonna get him... just for the fun of it.

CUT TO:

20 EXT. LOWER/MIDDLE CLASS NEIGHBORHOOD - DAY

20

BB's Cadillac moves through the neighborhood, and we see homes that all look to be about 30 to 40 years old.

CUT TO:

21 INT. BB'S CADILLAC - DAY

21

Moe is with BB in the Cadillac. BB is driving. Moe is looking through some papers.

(CONTINUED)

21 CONTINUED:

21

MOE

Now, let me see... we gotta be
at the Hickey house at four.

(he looks at
his watch)

It's about three-twenty now...
we've got some time on our hands.
You want to get some coffee?

BB

No, I'm up to here with the
coffee.

He indicates his throat.

MOE

They got any good pool halls
around here?

BB

I don't know.

(beat)

You know what would be fun to do..?
Let's try the Life Magazine
routine.

MOE

(smiles)

Yeah.

CUT TO:

22 EXT. WOODEN FRAMED HOUSE - DAY

22

Slightly run-down. We're looking THROUGH the LENS of a
35mm camera.

BB (O.S.)

You know, I think we've got to
come over about two feet.

The SCREEN SHAKES as BB moves the camera.

CUT TO:

23 INT. WOODEN FRAMED HOUSE - DAY

23

A HOUSEWIFE is looking through the curtains, suspiciously.
CAMERA MOVES TOWARDS the window and we see Moe and BB
moving the 35mm camera around on a tripod. We can
faintly hear their talk.

(CONTINUED)

23 CONTINUED:

23

BB

I think this is a better position...
the light is hitting it, which is
accentuating the effect we're
going for. It's very good...
very good.

MOE

(in a creative pose)
This shows the flaws in the
structure...

CUT TO:

24 EXT. WOODEN FRAMED HOUSE - DAY

24

BB and Moe at the camera and tripod.

BB

(under his breath,
to Moe)
She's at the window.

MOE

Yeah.

BB

(in a loud voice)
This is going to be terrific in
Life Magazine.
(even louder)
Terrific in Life Magazine!
(under his breath)
Come on outside, honey.

MOE

(in loud voice)
This should be our single biggest
issue of Life Magazine.

We see the Housewife coming out of her front door.

BB

(quietly)
Bingo!

The Housewife approaches BB and Moe suspiciously.

HOUSEWIFE

Excuse me. What are you doing?

(CONTINUED)

MOE

Oh, I hope we're not disturbing you, ma'am. We're with Life Magazine... we'll be out of here in just a minute.

BB

(still looking through camera; to Moe)
Move the tripod another foot... another foot.

Moe moves the tripod.

HOUSEWIFE

What do you mean, Life Magazine?

BB

(looking up from camera)
Two minutes, ma'am, and we'll be out of here. We just need the picture for Life Magazine, and we'll be out of here.

HOUSEWIFE

Life Magazine? I don't understand.

BB

It's very simple. Ya know, we're doing this layout about the benefits of aluminum siding -- a 'before' and 'after' kind of presentation.

HOUSEWIFE

A 'before' picture?

MOE

So they see your house, and another one done with aluminum siding... the other house looking so much more beautiful.

HOUSEWIFE

In Life Magazine?

MOE

It's a special issue on home improvements and ways to beautify your home.

(CONTINUED)

BB

A wonderful issue... it's one of the finest pictorial things we've done here at Life... the ways you can improve your house.

(he adjusts the camera)

We're gonna be out of here in no time, ma'am.

MOE

It's gonna look very good, BB.

HOUSEWIFE

My house is going to be the 'before'? Can't mine be like the 'after'?

BB

No, no... we've got a house that looked like yours and it's been done in aluminum... it's very nice.

MOE

Yeah... really shows the contrast of what a house can look like.

HOUSEWIFE

What does it cost?

BB

What? The aluminum siding? Oh... I don't know the figures offhand. Do you have any idea, Moe?

MOE

I think it's fairly reasonable.

HOUSEWIFE

Could my house be the 'after' in Life Magazine and you get another house for the 'before.'

BB

You mean have your house as the 'after' and find another house that looks like your house for the 'before'?

HOUSEWIFE

Is it possible?

(CONTINUED)

BB

What do ya think, Moe? Would that be ethical?

MOE

Well, we didn't sign any agreement with the 'after' house. We'd have to move very quickly, ma'am... you know what I mean?

BB

You'd have to work out an arrangement with an aluminum siding company and they'd have to do the job very quickly for us to make our deadline... we've got a deadline, that's the problem.

HOUSEWIFE

How quickly?

MOE

BB, what do you think? Can we slide the deadline, or what? Six or seven days?

BB

Pressing it. Do you think we could manage it, Moe?

MOE

It's pushing it, BB.

(to Housewife)

What time would your husband be home, 'cos he'd have to go over the figures with the salesman... that's if there's a salesman available this evening.

HOUSEWIFE

He'll be home at seven.

BB

We might be able to work it.

HOUSEWIFE

That would be wonderful.

CUT TO:

25 INT. WOODEN FRAMED HOUSE - NIGHT

25

BB and Moe are sitting on a sofa sipping coffee, looking as if they were members of the family. The Housewife and her HUSBAND are sitting across the dining room table from Carly. Carly is going through papers, adding up figures.

CARLY

Okay... we've got a total of thirty-seven hundred dollars.

HUSBAND

Thirty-seven hundred dollars?

HOUSEWIFE

Honey, we're gonna be in Life Magazine.

ANGLE ON MOE AND BB ON SOFA

BB

(to Moe)

Moe, did you call the office and make sure we can hold up the issue until this job is completed? This house really could be a showcase.

HUSBAND

Thirty-seven hundred dollars!

CARLY

I tell you what... I've got an idea. Do you mind my guys working on a Saturday? 'Cos if my crew can work on Saturday next, that'll free my guys up on Monday. Yeah, that'll really help me out on another job. Anyway, if we can do that, I think I'll be able to knock off three hundred and fifty dollars from the job. You see, I've got an overlapping situation on Monday... I don't want to go into it. What do ya think? We got a deal?

HUSBAND

Yep.

CUT TO:

26 INT. HOUSE #1 - MONTAGE - ANGLE ON LOONEY 26

LOONEY
What are the benefits of
aluminum siding? One: you
never have to paint.

CUT TO:

27 INT. HOUSE #2 - MONTAGE - ANGLE ON CHEESE 27

CHEESE
... You have much greater
insulation.

CUT TO:

28 INT. HOUSE #3 - MONTAGE - ANGLE ON MOUSE 28

MOUSE
... It cuts down on your heating
bills...

CUT TO:

29 INT. HOUSE #4 - MONTAGE - ANGLE ON GIL 29

GIL
So what we've got is efficiency
and the beautification of your
home.

CUT TO:

30 INT. HOUSE - NIGHT 30

Tilley is packing up his sample case. A middle-aged
HUSBAND and wife sit on a couch across from him.

HUSBAND #2
No, I'm sorry, Mr. Tilley, I
just can't afford it.

TILLEY
We haven't even got to discussing
terms. There are so many friendly
financial arrangements that would
hardly be a bite into your weekly
salary.

(CONTINUED)

30 CONTINUED:

30

HUSBAND #2

No... not this time.

TILLEY

Well, as I said, you can always reach me... you've got my card, and when the time comes, let's talk.

The Husband and wife stand to show Tilley to the door.

TILLEY

Hey, give my best to your little son... wonderful kid there. What's his name again, Ronnie?

HUSBAND #2

Randy.

TILLEY

Randy, right. Well, good night.

CUT TO:

31 INT. CADILLAC - NIGHT

31

Sam is singing to the RADIO. Tilley opens the back door and throws his sample case inside. He gets in the driver's seat and slams the car door angrily.

TILLEY

I thought I had 'em... I was this close.

He demonstrates with his fingers.

SAM

The amount of time you spent there, I thought you were ready to send for me to close it up.

TILLEY

Damn! I thought I had 'em.

Tilley STARTS the CAR and pulls out.

CUT TO:

32 INT. PIMLICO HOTEL - BAR/RESTAURANT - NIGHT

32

This is a piano bar with an intimate restaurant at one end. The PIANIST is playing "The Girl From Ipanema."

(CONTINUED)

PIANIST

'Tall and tan and young and lovely,
the girl from Ipanema goes walking,
and when she passes each one she
passes goes... "Ah!"'

The last word of the verse -- "Ah" -- has great emphasis put on it and is lengthened considerably. The people sitting around the piano all join the pianist and say "Ah" in unison. CAMERA MOVES OVER TO a table where Mouse, Sam, Tilley, Gil and a few other tin men set. WING, the head of Gibraltar Aluminum, a tall, strong, imposing figure, holds court. The table is filled with papers, folders, etc., as if Wing's office desk had been transported to the bar. He's reviewing a paper from a job that Mouse has done.

WING

Forty-six hundred dollars. This looks like a sound deal. They own their own house... we won't have any problem getting the financing for them. Real good, Mouse.

He picks up his check book ledger and writes out a check.

WING

(writing)

So, that's one thousand, one hundred and thirty-eight dollars.

Finishes writing check and hands it to Mouse.

MOUSE

Thanks, boss. Pleasure doing business with ya.

Mouse takes the check and pockets it. Wing turns to Tilley and Sam.

WING

Now, what's your guys' story?

TILLEY

Nothing again... came up short. Let me get a little advance... three hundred, just to carry me for a bit.

WING

Tilley, I'm already carrying you for, what is it -- twenty-three hundred? Something like that?

(CONTINUED)

TILLEY

No problem... just in a little slump here.

WING

Don't try to go walking on me.

TILLEY

What do you mean, walking? You think I'm gonna work somewhere else... you've been very good to me... very honorable.

SAM

He's always said that about you, Wing. Always said that about you... he has.

WING

I'll give you hundred and fifty.

TILLEY

Wing, I need a bit more than that... I got expenses.

WING

What's wrong with your wife? She doesn't work?

TILLEY

Yeah, but how much is she gonna make working at the Social Security office?

Wing writes out a check and gives it to Tilley.

TILLEY

Come on, Wing, can't you do better than this... a man in my position in terms of this firm... I dunno...

WING

All right, I'll give you two hundred.

Wing changes amount of check and hands it to Tilley.

MOUSE

(yelling to
cocktail waitress)

Honey, can you get me some Marlboros and a 7 and 7?

(CONTINUED)

SAM

And some scotch, straight up.

Tilley pockets the check.

WING

Now listen, guys, we got a problem here.

SAM

(to Mouse)

Did she hear me say scotch straight up?

WING

My sources tell me this Home Improvement Commission is for real... it's no jackpot. These guys are going to be a real pain in the ass, so any of the scams that you guys are pulling, they get wind of it, they take your license and it's goodbye to this business.

MOUSE

They take away your license? They take away your livelihood? What kind of people are these?

SAM

They have no respect for the working man.

TILLEY

Which scams are they talking about? They got a list?

WING

Any irregularities, you know, selling a house on the pretense that it's a model house and every job sold in the area they get a kickback... the Life Magazine hustle... you guys know all the bullshit numbers we can run.

SAM

Jesus! What a pain in the ass. Do you think this commission's gonna stick around or is it gone with the wind?

(CONTINUED)

32 CONTINUED: (4) 32

TILLEY
They take your license?

CUT TO:

33 EXT. STREET - NIGHT 33

BB's Cadillac moves along the street.

CUT TO:

34 INT. CADILLAC - NIGHT 34

BB and Moe are in the car driving along.

MOE
I wouldn't mind seeing Africa
some time.

BB
Not me. I don't want to go
where they've got snakes.

MOE
They've got snakes?

BB
I've heard they've got snakes
that'll outrun a horse through
the grass. They got a snake
that bites you... you got eleven
seconds to live. No thank you.
I don't want to spend my good
money to visit with that kind
of jeopardy. I'd like to go to
a place where... hold it!

He hits the brakes suddenly.

MOE
What's wrong?

BB backs his car halfway up the street. He stops in the
driveway of the Pimlico Hotel parking lot.

BB
The guy who ran into me...
that's his car.

He puts the car into park and opens the car door.

(CONTINUED)

34 CONTINUED:

35

BB
I'll be back, Moe. I'm gonna
even the score.

He gets out of the car, quickly walks over to Tilley's Cadillac, and with a swift kick, he kicks the headlight that isn't already broken.

CUT TO:

35 INT. ENTRANCE LOBBY TO PIMLICO HOTEL - NIGHT

35

Tilley, Sam, Mouse and Gil are about to leave the hotel. They're putting their coats on just inside the closed door. Tilley is halfway into his coat.

TILLEY
(to Mouse)
Give me eight points I take the
Knicks over the Lakers for 20.

MOUSE
It's too big a spread.

We hear the sound of BREAKING GLASS. Tilley responds to the sound. He looks out of the glass doors and sees BB kicking in the headlight of his car. BB runs back towards his car.

TILLEY
It's that fucking lunatic again.

He races out of the door of the hotel towards BB's car which pulls away and speeds down the street. Several of the tin men run after Tilley. He stands in the street watching the car disappear.

TILLEY
(still looking
after the car)
Can you believe this guy? Is
he sane or what?

MOUSE
Isn't that something?

SAM
What's he got, a gnat up his ass?
What the hell's wrong with the
guy?

GIL
Don't you recognize him from the
Corral?

(CONTINUED)

35 CONTINUED:

35

TILLEY

I don't know the guy!

GIL

I'll never forget his Marengay.

TILLEY

I'll tell you something, if Mr. Marengay wants to play... we'll play.

CUT TO:

36 EXT. STREET - PROFILE SHOT - NIGHT 36

of the porches of one row house on top of another.

37 INT. PORCH OF HOUSE - NIGHT 37

Tilley is letting himself into his house. He goes into the kitchen where Nora is sitting, drinking a cup of coffee and working on a crossword puzzle. He takes off his coat and throws it on a chair.

NORA

(without looking up
from the crossword
puzzle)

Look at you, quarter to three and home already. What happened? You and the fellas run out of things to talk about?

TILLEY

Please! I'm out there working myself to the bone, trying to make a living.

He goes over to the refrigerator and gets himself some orange juice.

NORA

What's a five letter word for a Portuguese overseas province?

TILLEY

Try Macao.

NORA

M-A-C-A-O... that fits.

(CONTINUED)

TILLEY

What're you doing up so late?

NORA

We're off tomorrow.

Beat.

TILLEY

I think this place may be a little too large for us.

NORA

What are you talking about... this match box?

TILLEY

It's got a lot of overhead to it. What do you do... spend your time in the bedroom and the kitchen, that's all. So why do you need a living room and a dining room.

He walks over to the back door and looks out.

TILLEY

Why do ya need a back yard?

NORA

You're not selling anything?

TILLEY

I'm in a slump.

NORA

It happens.

TILLEY

Last year I'm number three top seller... year before, right up there. I can't get my momentum going this year.

NORA

Well, you will. You always do.

TILLEY

(beat)

I'm not sure I like the idea of all this overhead breathing down my neck. When you have a place like this, that's a lot of overhead.

(CONTINUED)

37 CONTINUED: (2)

37

NORA

What are you talking about? The monthly payments on your Cadillac are more than this whole house. Why don't you get yourself something cheaper, like a Chevy?

TILLEY

It doesn't instill confidence in my clients. Cadillac means that you're dealing with someone of importance.

(beat)

I thought I had a couple tonight... they just slipped away... slipped away.

(beat)

I'm gonna take a bath -- my neck's been tight since this morning.

NORA

I'll turn out the lights.

Nora gets up and puts the cups in the sink -- gives a big sigh.

CUT TO:

38 INT. TILLEY'S HOUSE - BATHROOM - NIGHT

38

Tilley is in the tub, lathering himself. Nora enters and sits on the side of the tub.

NORA

You know, Tilley, we hardly ever do things together.

TILLEY

Like what?

NORA

Do things together that are enjoyable.

TILLEY

What would we do together for it to be enjoyable?

NORA

If we went on a picnic... it would be fun.

(CONTINUED)

TILLEY

I don't understand a picnic...
we just go some place... we put
a thing on the ground, and we
eat.

NORA

Yes... it's nice to do that.

TILLEY

Why? I don't get it. It's better
sitting at home and watching TV.

NORA

I think there's something nice
about a picnic... it's fun.

TILLEY

What's fun about it? Ants get
into the food... there's bees.
I don't get it. We have to drive,
it takes maybe an hour to get
there, then you sit in grass and
eat. Why is that fun?

NORA

I just thought it might be nice
to do something together, that's
all... thought it might be fun.

TILLEY

It doesn't sound like fun to me...
you take the stuff you've got here
in the house, you take it someplace
to eat it. It's just as much fun
eating in front of the TV, and
we do that together, don't we? No
ants and no bees... much more
comfortable.

NORA

It's not the same thing.

TILLEY

Scrub my back, will ya, Nora.

Nora picks up the back brush, puts soap on it and starts
scrubbing Tilley's back.

(CONTINUED)

38 CONTINUED: (2)

38

TILLEY

Not too hard!

(beat)

Don't get me wrong, I'm willing to do anything with you. I'm just a little stymied by a picnic. If you want to go, send me a postcard.

Nora drops the brush in the tub and walks out of the bathroom.

TILLEY

What did I say?

CUT TO:

39 EXT. INDUSTRIAL PARK - DAY

39

We see Tilley's Cadillac cruising the streets, obviously looking for someone.

CUT TO:

40 INT. TILLEY'S CADILLAC - DAY

40

Tilley is driving with Gil in the passenger seat.

GIL

I think you make a left here.

Tilley turns the car.

GIL

Yeah... there it is... that's the place... Superior Aluminum... that's it over there.

As Tilley pulls up we see BB's car parked outside of the building.

TILLEY

Okay, Mr. Marengay... here I come.

He reaches into the backseat of the car and takes out a crowbar.

GIL

Hey, Tilley, don't go too wild...

(CONTINUED)

40 CONTINUED:

40

TILLEY
I'll show the son of a bitch.

He gets out of the car, crosses to BB's Cadillac, and smashes in the windshield and all of the windows of the car.

TILLEY
(as he smashes,
wildly)
He'll get a lot of air... won't
be too stuffy in this car when I'm
finished.

GIL
(calling from Tilley's
Cadillac)
Quick, Tilley... let's get out
of here.

Tilley runs back to his car and drives away.

CUT TO:

41 INT. SUPERIOR ALUMINUM SIDING OFFICE - TIGHT SHOT - DAY 41

Of a map of a 15 block area of Baltimore. Colored pins are in place indicating various homes that have been provided with aluminum siding. Another pin goes into place.

BAGEL (O.S.)
That was a good sale, Double B.
Just got a call on a loan...
we're in business.

CUT TO:

ANOTHER ANGLE

We see BAGEL. He's a little guy with a black Fedora and baggy pants held up with suspenders. BB stands with him.

BAGEL
This whole section has been very
fertile for us.

CUT TO:

(CONTINUED)

41 CONTINUED:

41

ANOTHER ANGLE

Moe, Looney and Carly are talking to STANLEY FRANKS, a young guy in his early 20's. He is dressed in the "Ivy League" look of the times.

MOE

(to Stanley)

Sure you wanna get into the tin game?

STANLEY

Money's good, I understand.

LOONEY

Lot of crazy people you're gonna run into when you're knocking on those doors. Hermits that don't see the outside world, Jehovah's Witnesses that try and sell you the Bible at the same time you're trying to sell them tin. People that are just lonely and want to have conversations.

CARLY

Every time you step in that door, you've got to be fast on your feet.

STANLEY

Interesting.

MOE

(quizzing Stanley)

What's the best way to qualify a mark?

STANLEY

What?

MOE

How do you know if you can get the upper hand? How do you know if you're dealing with a guy who's in an inferior position to you, or superior position? How do you know?

Moe puts Stanley on the defensive.

STANLEY

You just have to talk and feel your way.

(CONTINUED)

MOE

Quick way... get a book of matches out of your pocket to light your cigarette... you drop the matches on the floor.

STANLEY

(looks puzzled)

Yeah.

MOE

Guy bends down to pick up the matches for you, you got a mark... you got this guy in your pocket. If he looks to you to pick it up, you've got a long, hard, tough sell on your hands.

BB walks over to the guys, having just poured himself some coffee.

BB

You want to get in good with these people... you want to win their confidence? Good thing to try... get a five dollar bill, take it out when the guy's not looking, drop it on the ground. Guy looks back, pick it up, hand it to him and say, 'Mr. Blah blah, you musta dropped this five dollar bill on the ground.' Two things happen... he says, 'It's not mine,' you say, 'Musta been, 'cos it's certainly not mine,' or the guy takes it. Right away this guy is thinking you must be one hell of a nice guy... you're in. You start chipping away... you start getting inside those people.

Stanley is quite taken by their information. BB puts his cup down and grabs his coat.

BB

Come on, Moe, let's split.

LOONEY

(to Stanley)

Yeah, we'd better go, too. Come on, Stanley.

(to Carly who is hanging behind)

Me and Stanley. It's like a first date.

CUT TO:

42 EXT. SUPERIOR ALUMINUM SIDING BUILDING - DAY

42

BB and Moe approach BB's Cadillac. He sees that all the windows have been smashed in. Moe looks to BB. Looney walks up from behind.

LOONEY

What? You got a special bargain when you bought this car? They come cheaper without windows?

BB reaches into the car and picks up a handful of broken glass. He tosses it up and down in his hands.

BB

This guy's looking to play tit for tat. That's not my game. I'm gonna play hardball.

BB throws the glass down on the ground.

STANLEY

(to Looney, quietly)
What's going on?

Looney just nods for them to go, and they start to walk over to Looney's Cadillac.

BB

I'm gonna find out everything about this son of a bitch, and then I'm gonna find the one thing that cuts him to the quick.

MOE

Let's go inside... make some calls.

BB nods and they start back inside.

CUT TO:

43 INT. POOL HALL - TIGHT SHOT

43

of a pool ball ricocheting off an eight ball. The eight ball drops into the pocket. Tilley throws down his pool stick. We see his partner is Mouse. Gil sits in a chair against a wall.

TILLEY

Damn it! Damn it! I can't believe it... I can't believe I did that.

(CONTINUED)

MOUSE

Well, then, believe it. There's no sense not to believe it, because you did it... so believe it. That's twenty more... you owe me sixty.

TILLEY

You think I can't add?

He goes to rack to re-set. Mouse goes over and puts a nickel in the juke box. A RECORD slips into position, and Harry Belafonte's "Banana Boat Song" begins. Mouse, in unison with the record, sings, and is totally caught up in the song.

MOUSE

'Dayo!... da, da, da, da, day.
Daylight come and he wanna go
home...'

He sings very loudly, especially on the chorus.

GIL

(facetiously)

Oh, this is going to be good.

MOUSE

'Dayo!... da, da, da, da, da, da,
da.'

(he hits his pool cue
on the ground for
emphasis)

'Daylight come and he wanna go
home...'

CUT TO:

Sam is going through some papers on a desk, and comes across an IRS letter addressed to Tilley. He notices that it hasn't been opened. He looks at the postdate mark -- it's five weeks old, dated January 3, 1963.

SAM

Jesus Christ!

We can hear the "BANANA BOAT SONG" through the door, with MOUSE SCREECHING along with it. Sam takes the letter and goes through the door to the pool hall.

45 INT. POOL HALL

45

He approaches Tilley who's just finished racking the balls.

SAM

Tilley.

He nods for Tilley to go over to him. They start to walk together through the darkened areas of the Pool Hall.

SAM

Found this on your desk while I was going over some papers.

He hands the letter to Tilley.

TILLEY

From the IRS. I never even remember seeing it. I must have left it with my other bills. I wonder what it is?

SAM

Maybe it's a refund check.

Tilley opens the envelope and looks at the document.

TILLEY

Hum... says here that they haven't received my 1962 taxes. They seem to be saying that they didn't get my check for four thousand dollars.

SAM

What? It must be a clerical error.

TILLEY

I can't believe they spend all that time and energy to write to me... to single me out.

SAM

What are you talking about? You didn't pay your taxes?

TILLEY

I probably forgot... people forget their taxes all the time... just slipped my mind... I got so many things on my mind.

(MORE)

(CONTINUED)

TILLEY (CONT'D)

I figured they could wait a few years... it's not like they need my money to build a bomber. You think they're waiting for my money before they dig a new road? Are they all sitting there saying, 'Well, it's time we went to see that guy on Pimlico Road... can't run this government without his four thousand dollars.'

(beat)

I figured they'd give me a little leeway. I'm going to pay them... I know I've got a debt... I just need a little leeway.

SAM

You can't mess around with the government. Why don't you go to H & R Block, they'll take care of your taxes for you.

TILLEY

You think I'm gonna let some schmuck know all my business... have some guy pull me over the coals for spending on this and that. I need some privacy.

SAM

Taxes is serious stuff, Tilley.

TILLEY

I can just see that schmuck in that little tax shop telling people my business... how much I make... how much I spend... no way!

SAM

All I can say, is you better get a lawyer or somebody to look into this, 'cos the IRS, they don't fuck around.

TILLEY

Just what I need in my life right now... I'm in a slump and I've got the IRS on me. Like when something goes wrong, it's like...

He throws his arms up in the air in exasperation.

CUT TO:

46 EXT. NORA AND TILLEY'S HOUSE - DAY

46

We see Nora leaving her house, walking down the steps and getting into her car. She STARTS the ENGINE and pulls away. CAMERA HOLDS for a moment, and then INTO FRAME comes Moe's car with BB sitting shotgun. They follow Nora.

CUT TO:

47 INT. SMALL NEIGHBORHOOD SUPERMARKET - DAY

47

Nora enters. Ten seconds later, BB enters. He pulls a shopping cart from the stall, and follows Nora.

ANGLE ON MOE

as he walks up to the front of the supermarket and looks through the window.

ANGLE ON FROZEN FOOD SECTION

Nora is stopped with her cart and is deciding on vegetables. BB has a pile of frozen dinners in his arms.

BB

(to Nora)

Are these any good do ya know?
These TV dinners?

NORA

I don't think they're too good
for you, not a lot of 'em anyway.

She continues to choose her frozen foods. BB continues talking to her.

BB

My wife died.

NORA

(looking up)

Oh, I'm sorry to hear that.

BB

I'm over it now, but it was a
very trying time... very trying...
I've only just started eating
again.

(CONTINUED)

47 CONTINUED:

47

NORA

You know what would be a lot more healthy and satisfying is to get yourself a chicken... just pop it in the oven for a couple of hours with a little bit of seasoning on it. Makes a good meal, and you can make sandwiches with the leftovers.

BB

But then you have to sit and watch it cook. Something seems sad about a man sitting alone in a house and watching a chicken cook.

CUT TO:

48 EXT. SUPERMARKET - DAY

48

Moe is looking through the window of the supermarket. From his POV we see BB and Nora. BB says something and Nora laughs. Then Nora says something and BB laughs, holding her arm.

MOE

He's an amazing sort... he's got the gift.

CUT TO:

49 EXT. STREET - ACROSS FROM SUPERMARKET - DAY

49

A man sits behind the wheel of a plain-looking Ford. Stanley, the new tin man, pulls up in his car behind him, gets out and walks to the other man's car. He kneels down and talks to the driver of the car. There seems to be a serious exchange but with the sound of TRAFFIC and the cars passing THROUGH FRAME, we're unable to hear what is taking place. Stanley nods, taps the side of the car, car drives off. Stanley goes back to his car and drives off.

CUT TO:

50 INT. MODEST HOUSE - DAY

50

Tilley is selling to a MAN and his WIFE. The Man wears a seersucker suit and a bow tie -- he is a mousie little man, and his Wife is the female equivalent.

(CONTINUED)

50 CONTINUED:

50

MAN

Thank you, Mr. Tilley. I can't believe it... this is the most generous thing anyone's ever done... Swell! Like a gift from heaven.

WIFE

The Lord has certainly blessed us this evening.

TILLEY

Well, what can I say... I'm a modest person... I just do what I can to help.

MAN

Thanks again.

He opens the door for Tilley and Tilley walks out.

CUT TO:

51 EXT. MODEST HOUSE - DAY

51

As the door closes behind Tilley, he goes to where Sam's car is parked and gets in the passenger seat.

SAM

So, what's the scoop?

TILLEY

We got 'em!

He's very excited.

SAM

You're kidding?

TILLEY

Take a look at this, Sam.

Tilley shows him the written contract. Written across the front of the contract in big, bold, black letters are the words: "THIS JOB IS FREE." Sam looks at Tilley.

SAM

Are you fucking crazy? You just gave them forty-two hundred dollars in aluminum siding free?!

(CONTINUED)

51 CONTINUED:

51

TILLEY

(smiles)

This is the best scam I've ever thought of in my whole life.

He kisses his hands with wild smacking sounds. He's ecstatic.

TILLEY

It's in my blood... I'm brilliant... I'm fucking brilliant... this is such a brilliant scam... I'm beside myself.

SAM

What are you talking about?

TILLEY

Here it is... you go back in the house and this is what you say...

CUT TO:

52 INT. MODEST HOUSE - TIGHT SHOT ON SAM - DAY

52

SAM

Mr. Tilley is crazy... he had a nervous breakdown.

WIDEN to include Man and Wife from before.

MAN

What's that?

SAM

He's been under a lot of pressure recently... he snapped... he had a nervous breakdown... it's the saddest thing I've ever seen. Let's be honest about it, nobody gives away forty-two hundred dollars' worth of aluminum siding free.

MAN

I thought it was very generous, but sometimes the Lord moves in mysterious ways.

(CONTINUED)

SAM

Let me tell you something, when I go and see his boss and show him this contract, he's out of this business... he'll lose his home ... his wife and kids will be thrown out onto the street. He'll probably spend some time in an institution, so God knows what will happen to his wife and kids. Anyway, it's not your problem.

MAN

Why do they have to be thrown out onto the street?

SAM

You don't expect his boss to pick up the forty-two hundred job, do ya?

MAN

Hmm.

SAM

Yeah, it's a bad state of affairs.
(beat)
Let me ask you something, sir.

MAN

Yes?

SAM

You don't think there's some way you could work with me to try and resolve this, do you?

MAN

How so?

SAM

Let's look at it this way, what if I can sell you this job at a wholesale price... kind of lessens the burden. The big boss won't get so angry, and maybe won't throw the guy's wife and kids out... at least they'll have a roof over their heads.

MAN

What kind of wholesale price are we talking about?

(CONTINUED)

52 CONTINUED: (2)

52

SAM

You got a cup of coffee?

WIFE

I'll get you a coffee... won't be a minute.

SAM

Let's just sit down and kick this around.

The Wife goes into the kitchen.

SAM

(calling to Wife)

No hurry, ma'am.

The Man turns to sit down, and as he does so, Sam throws a \$5 bill on the ground.

SAM

What you doing throwing your money around?

He bends to pick up the \$5 note.

MAN

What's that?

SAM

I found a five-dollar bill, here by the side of the chair.

CUT TO:

53 INT. CORRAL CLUB - NIGHT

53

The place is crowded... jumping with activity. A local band is playing on a tiny stage. BB's on the floor dancing with a girl. He's doing some good moves, and it's obvious that he's a real crowd pleaser. Sitting at the bar are Looney, Stanley and Carly.

CARLY

The buzzard had a great gimmick. You know, when it came time to measure a job, he'd cut the yardstick and reglue it together ... he took out seven inches so his square footage would always be higher. That way he'd always make a few extra bucks on the job.

(CONTINUED)

53 CONTINUED:

53

Stanley laughs and looks at Carly.

STANLEY

You're kidding?

CARLY

Yeah... he'd always put his hand over the break when he was measuring. Nobody looks at a yardstick to see how long it is.

LOONEY

(laughs)

I never did that... I never did that... I was never very good in arts and crafts. I could never make the ruler come out right.

The song ends.

ANGLE ON BB

He pats his dancing partner on her rear, she walks back to her table, and BB walks over to where Moe is sitting. BB picks up his beer can, holds it up to Moe as if he's going to make a toast.

BB

Here's to Nora.

Moe smiles, picks up his can, they tap their cans, and both take a swig of their beers.

ANGLE ON BAR

Stanley is really enjoying the stories Carly and Looney are telling.

STANLEY

What else? Give me another story ... these stories are great!

LOONEY

Just a minute... I've got one. You know it's like the faster you can start spiking a job, the guy can't back out of the deal.

(MORE)

(CONTINUED)

53 CONTINUED: (2)

53

LOONEY (CONT'D)

Shoe had some customers that he thought was fragile on coming for the buy. He'd say to the guy 'here let me show you how bad a shape your house is in,' and he'd rip off a piece of wood, maybe fifteen feet wide. The guy's house looks like shit so it makes it hard for him to back out of the deal when half the side of his house is missing. The Shoe's a fucking wonder.

CUT TO:

54 INT. SAM'S CAR - NIGHT

54

Sam is driving and Tilley is rubbing his hands together with excitement.

TILLEY

Fantastic, Sam! A twenty-seven hundred sale! 'This job is free'! What a beaut! I'm out of the slump! Tilley's riding high again ... Tilley's back! We ought to go and celebrate. Let's go to the Corral and have a drink... we can turn the paperwork in a little later.

SAM

Gil says that's where 'Marengay' hangs out.

TILLEY

Gil keeps saying it... I've never seen him.

(laughing and hitting the dashboard)

I'm riding high... twenty-seven hundred dollars... 'this job is free'... the man went insane... lost control of himself... his wife and children are out on the street!

(he laughs)

Sometimes I'm brilliant... I'm fucking brilliant... I can't believe it.

CUT TO:

55 INT. CORRAL CLUB - ANGLE ON MOE AND BB - NIGHT

55

They're looking at the girls, sizing them up.

BB
(pointing to a
girl)
See that one, if you were married
to that one two weeks you'd have
to put your head out of the window
for air... this one smothers.
(looking over to
another girl)
That one is the kind that can't
live without you...
(whiney voice)
... 'Where were you? When will
you be home?'

MOE
I should get out of here. I told
my wife I'd be home early tonight.

BB
Christ! It's not even one o'clock
yet.
(beat)
How long you been married now?
What is it? Twelve... twelve
years?

MOE
Sixteen.

BB
Holy God! Sixteen years? What
do you think? Is it worth it?

MOE
Yeah.

BB
Why do you think?

MOE
It's hard to answer.
(beat)
Seems better than if she wasn't
there.

BB
Quite a recommendation... can't
wait to do it.

He laughs.

(CONTINUED)

55 CONTINUED:

55

ANGLE ON DOOR

Tilley and Sam come through the door and walk over to the bar.

TILLEY

(to Sam)

Scotch straight up?

SAM

Yeah.

TILLEY

(to barman)

Scotch straight up and a rum
and Coke for me.

He looks around the room at the women.

TILLEY

Looks like there's good action
here tonight.

SAM

What do you expect, it's half
price night for divorced women.
The place is hopping.

ANGLE ON BB AND MOE

BB

Look how much more complicated
things are now. There used to
be a time you met a girl, you
courted and then you got married
and lived happily ever after.
Now, see that one over there...

(he points to

girl at a table)

... that's Helen Armstrong...
maiden name used to be Tudor.
Get this, she dated Charlie
Rider when I was in high school,
seemed like they were together
forever. They broke up, she
started to go with Lenny
Mardigian, they got married,
she's Helen Mardigian. That
goes on two years... three years,
something like that.

(MORE)

(CONTINUED)

BB (CONT'D)

They divorce, dates Billy Small for a couple of years, lives with John Isaacs for a year, marries Tommy Selnini... that marriage goes in the toilet, but fast. Now she's dating Charlie Rider who was divorced by Evelyn Chartoff who used to be Evelyn Gage before that.

(beat; he looks at Moe and laughs)

So much for relationships.

ANGLE ON SAM AND TILLEY AT BAR

SAM

I'm beginning to believe in God.

TILLEY

You were never one of those atheists, were you?

SAM

No, I'm not saying that, but I'm beginning to give God more thought.

TILLEY

So, what did you do? Have some kind of religious experience?

SAM

I tell ya... I took my wife for lunch yesterday... we went and had some smorgasbord, and it kind of happened.

TILLEY

You found God at the smorgasbord?

SAM

Yeah.

TILLEY

Sam, people have religious experiences like on a lake or when they go up into the mountains, that kind of thing.

SAM

Maybe... but I had mine in a smorgasbord.

(CONTINUED)

TILLEY

(laughs)

Sam, you're too much.

SAM

I went to get myself a salad and I started to see all these vegetables, you know how they have all those salads laid out so that when it's time to get to the main course you won't eat too much... that scam to get you filled up so you don't eat too much chicken and beef and all that other stuff.

TILLEY

Yeah, yeah... I get the point. So?

SAM

So I see celery, I see the lettuce, tomatoes, cauliflower... and I think, all these things come out of the ground... they just grow out of the ground. They had corn -- out of the ground... radish -- out of the ground. You say to yourself, how can all these things come out of the ground? You know what I'm talking about? All these things are out of the ground.

TILLEY

(not understanding)

Yeah.

SAM

I mean, how can that be? It just happened that way? And I'm not even getting into the fruits... I'm just dealing with vegetables right now. With all those things coming out of the earth, there must be a God.

TILLEY

(looking at Sam)

I'm not getting the same religious effect that came over you. I don't know why, but I don't feel like running to a church to pray right this second.

(CONTINUED)

55 CONTINUED: (4)

55

SAM

You gotta admit, it's amazing.

TILLEY

Yeah, yeah...

(he turns away
and looks across
the room)

I don't believe it. See the guy
over there?

He looks in the direction of BB.

TILLEY

That's the son of a bitch who
crashed into my car.

Sam looks over to BB.

ANGLE ON BB AND MOE

BB's looking through the crowd and sees Tilley.

BB

I don't believe it! Mr. Banana
Head is here.

MOE

What?

BB

That crazy guy that banged into
my car and smashed my windows in.
I don't fucking believe it! I'm
gonna get him.

ANGLE ON TILLEY

TILLEY

I'm gonna get him!

Both BB and Tilley weave their way through the crowd to
get to one another. In the confusion of all the people,
they both go right past one another and then look around
for one another. They see that they're in the opposite
direction, and end up going towards one another again.
Moe and Sam wander over to their guys.

(CONTINUED)

BB

You got a lot of nerve banging into my car, and you've got a lot of fucking nerve smashing my windows in.

TILLEY

What're you talking about? Why would I want to break your windows?

BB

You didn't smash my windows in?

TILLEY

I'm a hard-working guy... I don't go around breaking windows. I've got better things to do.

BB

You didn't break my windows?!
You didn't break my windows?!

He pushes Tilley.

TILLEY

Push me one more time and I'm gonna have to redefine your face.

BB pushes him. Tilley starts to go for BB and they scuffle about. Moe and Sam try to pull the guys apart.

ANGLE ON LOONEY AND CARLY

They move through the crowd to BB and Moe. The band keeps playing. Moe and Sam, with the help of Looney and Carly, pull Tilley and BB apart.

BB

Come on, let's go outside... let's settle this in the parking lot.

TILLEY

Oh, no! You're not gonna get near my car... you're not gonna kick in my headlights again...

(beat)

... What am I talking about? I didn't even drive tonight. You wanna duke it? Let's go.

They both head out the door. The other tin men follow, and others who have been paying attention to this altercation, also follow.

CUT TO:

56 EXT. PARKING LOT - NIGHT

56

Tilley and BB come out of the club and start to look for a place in the lot where there's some room to fight. The crowd eagerly follows right on the heels of BB and Tilley. BB and Tilley both take off their sports jackets.

BB
 (seeing the people
 gathering around)
 What is this? What is this crowd
 here? We're charging admission?

TILLEY
 Back away... give me some elbow
 room.

BB and Tilley both take up fighting stances and circle one another looking to take a shot. A police car pulls into the lot. The sound of the tires on the gravel catches Moe's attention and he sees it's the police.

MOE
 (quietly to BB
 and Tilley)
 Police!

Tilley and BB immediately drop their guards and lean against a car. One cop gets out of the police car and heads into the club, the other cop stays behind in the car. No one knows quite what to do since the policeman is so nearby.

TILLEY
 (casually leaning
 against the car;
 to BB)
 You're a lucky man... the police
 showed.

BB
 We'll see who's the lucky one.

He picks up his coat and leaves with Moe.

CUT TO:

57 INT. SOCIAL SECURITY OFFICE - TIGHT SHOT OF LARGE CAKE 57
 with lit candles on it. The cake reads "FAREWELL ADA."

ANGLE ON CAKE

as it passes row upon row of SECRETARIES typing in the
 Social Security office.

(CONTINUED)

57 CONTINUED:

57

All of a sudden everything goes black, the typewriters stop and all we can see are the lit candles. We hear a huge chorus from all of the Secretaries in the Social Security office:

SECRETARIES (O.S.)

Surprise!!!

Lights go on again, and we see a group of GIRLS gathered around the cake placed on one of the desks. At the center of the group is ADA, in her late twenties, and very pregnant.

ADA

I never expected this. What a lovely cake.

GIRL #1

Blow out the candles then.

Ada blows out the candles, missing a couple, and getting help from one of the other Girls.

GIRL #2

Nine candles for nine months!

Everyone laughs.

GIRL #3

We'll miss you, Ada... you'd better bring that baby in to visit us.

GIRL #1

Register him for his social security number.

A couple of girls hand around glasses of Coca-Cola. Nora stands in the midst of the girls, pleased for Ada. She yells out.

NORA

I love ya, Ada, and if you're smart you won't come back.

The cake is being passed out, and people are talking -- it has become somewhat of a party atmosphere. Nora turns to her friend, NELLIE.

NORA

I've just decided... I'm going out with him.

(CONTINUED)

57 CONTINUED: (2)

57

NELLIE

You're kidding?

NORA

I have to. I just want to know what it's like to be with someone else.

She sips her Coke.

NORA

Because if what I've got with Tilley is as good as it gets, I just...

(she shrugs her
shoulders)

... I gotta know.

NELLIE

Well, how are you going to manage it?

NORA

Tilley doesn't get home until at least two in the morning.

NELLIE

I hope you know what you're doing ... you speak to some guy at the frozen food section for five minutes, you could jeopardize your whole marriage.

NORA

Everything I've done in my life has been safe and practical, and where's that gotten me?

(she lifts her paper
cup)

Well, here's to who knows what.

They touch their cups.

CUT TO:

58 INT. BB'S APARTMENT - LIVING ROOM

58

This is a two-story apartment in a renovated building. It has high ceilings and exposed brick. It is sparsely-furnished, but what there is is decent-looking. We see Nora and BB dancing closely in the shadows of the darkened room.

(CONTINUED)

A Frank Sinatra record is playing on the RECORD PLAYER in the b.g. -- it is "IN THE WEE SMALL HOURS OF THE MORNING." A bottle of wine is on the coffee table. The remains of Chinese food in containers are alongside.

NORA

I'm still nervous.

BB

Well, I guess that's to be expected.
You want me to take you home?

NORA

No, not right now.

They dance quietly for a moment.

BB

Every time I listen to Sinatra, I always remember when I used to work in Atlantic City back in the late 40's... you know, a busboy job... Sinatra used to play at the 500 Club, and we used to take our dates and say, 'Hey, you wanna go and hear Sinatra?' Then we'd just lean on the door of the club in the alley and listen to the music. I think the girls were looking for something a bit more uptown.

Nora laughs.

NORA

I'd go with you and lean against the door.

They dance for a bit and look at one another. He leans toward her, holds her tight and kisses her. Then the RECORD STICKS on the words "that's the time"... "that's the time"... "that's the time"... BB slips off one of his loafers, while still embracing Nora, kicks it so that it hits the side of the record table. The RECORD SLIPS a little and continues to play correctly.

NORA

(she looks at BB)
You've got a pretty good aim.

BB

I sure do.

CUT TO:

59 INT. BB'S APARTMENT - BEDROOM - NIGHT 59

Nora is sleeping in the bed, BB slips a robe on, looks at her and then goes down the stairs to the living room. He takes a piece of paper out of his jacket pocket on the back of a chair, and dials a number on the telephone.

CUT TO:

60 INT. PIMLICO HOTEL - BAR - NIGHT 60

TELEPHONE RINGS at the bar, the BARMAN picks it up.

BARMAN

(into phone)

Yeah, he's here... just a minute.

The Barman calls over to Tilley who we see sitting at a table with some of the other tin men.

BARMAN

Hey, Tilley, somebody wants ya on the phone.

Tilley gets up from the table and goes over to the phone.

TILLEY

Yeah, this is Tilley...

CUT TO:

61 INT. BB'S APARTMENT - BEDROOM 61

BB on phone.

BB

Hey, asshole... here's the ultimate 'fuck you'... I just poked your wife!

CUT TO:

62 INT. PIMLICO HOTEL - BAR 62

Tilley on phone.

TILLEY

What are you talking about?

CUT TO:

63 INT. BB'S APARTMENT - BEDROOM

63

BB on phone.

BB

She's in my bed right now with a
big smile on her face.

CUT TO:

64 INT. PIMLICO HOTEL - BAR

64

Tilley on phone.

TILLEY

Well, that's just fine by me...
she's a pain in the ass... an
albatross around my neck. You're
welcome to her... keep her... and
may you both rot in hell!

Tilley slams the phone down.

CUT TO:

65 INT. LIVING ROOM

65

BB puts the phone down -- looks puzzled.

BB

Is this a setup? That son of a
bitch... I bet he set me up... I
thought I got him, and he got me.
That son of a bitch!

CUT TO:

66 EXT. STREET - NIGHT

66

Tilley pulls up in his car in front of his house. He
runs up the front steps.

67 INT. TILLEY'S HOUSE

67

He opens the door, flips on the lights and looks around.
He races upstairs and starts rifling through the closet
and drawers, pulling out Nora's clothes -- her dresses,
skirts, blouses, and coats -- and he opens the window
wide and throws them out. He screams as he tosses
underwear and the rest of her clothes.

(CONTINUED)

67 CONTINUED:

67

TILLEY

I'm a free man! I'm a free man!

He grabs Nora's shoes and throws them out onto the street. Then he goes into the bathroom and piles all of her toiletries in his arms, tosses them into a trash can. Takes a suitcase from a shelf in the bedroom, opens it, throws in the trash can. He clears out her underwear drawers and empties them into the suitcase, closes the suitcase and then throws that out of the window. He's out of breath, exhausted and sweating. He goes downstairs into the kitchen to get himself a drink. He sees a pair of Nora's slippers under the kitchen table, he picks them up, opens the back door and tosses them outside. Locks the door. He stands there as if a motor is running inside of him. Walks out of the kitchen.

68 EXT. TILLEY'S HOUSE

68

He exits the house, gets into his car and drives away.

CUT TO:

69 INT. TILLEY'S CAR - NIGHT

69

Tilley is driving. The same Sinatra record "IN THE WEE SMALL HOURS OF THE MORNING" is playing on the car RADIO. Tilley does his now familiar neck exercises to relieve tension. He's hard to read... a mixture of happiness and sadness.

CUT TO:

70 EXT. DINER - NIGHT

70

THROUGH the window of the diner we see Tilley sitting alone at a table drinking a cup of coffee. The Sinatra record "IN THE WEE SMALL HOURS OF THE MORNING" plays over this.

CUT TO:

71 EXT. STREET - NIGHT

71

Nora is getting out of her car in front of her house. She starts to walk toward the house and stops as she sees her clothing, shoes, etc. scattered all over the lawn. She tries to take in the scene -- coats are lying on hedges, underwear on the flower beds... she's shocked.

(CONTINUED)

71 CONTINUED:

71

NORA
 (quietly)
 Oh, my God!

She just stands there and tears run down her face.

LONG WIDE SHOT

of Nora's BACK TO the CAMERA, with all her possessions strewn over the front garden of her house.

CUT TO:

72 EXT. BB'S FRONT DOOR - NIGHT

72

Nora is standing at the door with her suitcase in hand. BB is at the door.

NORA
 He must have gone crazy... I
 don't know what happened to him...
 he must have found out I was with
 you... I don't know... I don't know
 what to do.

She starts to cry. She goes to hug BB.

NORA
 Can I stay with you for a day or
 two?

BB puts his arms around Nora.

BB
 Sure.

CUT TO:

73 INT. POOL HALL - LONG SHOT - DAY

73

of a nearly empty pool hall. One guy plays alone in the far corner of the room. Tilley comes down the stairs of the pool hall and starts to walk toward the back rooms -- CAMERA FOLLOWS him. He opens the door and goes through.

74 INT. GIBRALTAR ALUMINUM SIDING COMPANY

74

CAMERA CONTINUES TO FOLLOW him INTO the offices of Gibraltar Aluminum Siding Company.

(CONTINUED)

We PASS BY THREE GIRLS on telephones -- they are soliciting jobs for the salesmen. CAMERA GOES FROM one Girl TO the other.

GIRL #1

Hello, this is Gibraltar Aluminum Siding Company, we're taking a survey...

GIRL #2

... Would you be interested in our field representative giving you a home demonstration?

GIRL #3

... Home demonstration. We will have some factory representatives in your area today as it happens.

A voice calls out.

VOICE (O.S.)

Tilley! Let me see you.

Tilley walks over to the coffee machine.

TILLEY

Wing, give me a minute to get a cup of coffee here.

Tilley passes Sam on the way to the coffee machine. Sam is looking through the sports page of the newspaper, along with Mouse and Gil.

SAM

What about 'Super Highway' in the seventh... it's paying 7 to 1. Ran well in its last race.

Gil looking at the newspaper.

GIL

'Super Highway'...

TILLEY

Four in the fourth... twenty bucks.

SAM

Who's that?

TILLEY

I don't know... it just came to me -- number four in the fourth.

(CONTINUED)

74 CONTINUED: (2)

74

SAM

(looking at Tilley)
 Number four in the fourth -- 'Rider's
 Revenge' -- 60 to 1, never been in
 the money. Nice pick, Tilley.
 Why don't you just throw the
 twenty dollars in the trash can
 right now.

TILLEY

'Rider's Revenge'... I like that
 name. I've gotta go and see Wing.
 (a little pissed off)
 Look, we can be scientific from
 now to doomsday, but we gotta be
 gutsy and go for the big one.

Tilley goes through the door into Wing's office.

75 INT. WING'S OFFICE

75

His office is equally messy and thrown together as
 everything else in the Gibraltar offices. As Tilley
 closes the door, his coffee, which is filled to the top
 of his cup, spills over the top and starts to burn his
 hand.

TILLEY

Ah! Ah!

He jumps back, and puts his coffee down on a desk, and
 wipes his hand on the back of his jacket.

TILLEY

What's up, Wing?

Wing is sitting at his desk which is cluttered with
 papers.

WING

You lost a sale, Tilley. The
 Hudsons' loan didn't go through.

TILLEY

What do ya mean? They wouldn't
 clear the loan?

(CONTINUED)

WING

This Mr. Hudson's some guy. He's got three outstanding shoplifting charges, failure to pay child support from a previous marriage ... guy's overdue on his mortgage, overdue on his car loan, and he was fired from his last job for misappropriation of funds.

TILLEY

What's wrong with this world? There are sick people out there! Thievin' son of a bitch like that takes up my time... cuts into the amount of hours I have available to deal with other people interested in my wares! There's no fucking sympathy for the working man in this country.

WING

They don't make our job easy, Tilley.

TILLEY

(lamenting)

Wing, it was such a beautiful thing... you shoulda seen how I worked. Like a magician... 'this job is free'! It was my best... my best! There's no fucking justice in this world... there ain't no justice.

Tilley goes to pick up his coffee off the desk.

WING

Did you see the paper?

TILLEY

What section?

WING

Take a look at this.

He hands the newspaper to Tilley.

TILLEY

(reading)

'Home Improvement Commission... Hearings begin today...' Is this McCarthyism? What are they gonna see? If there are any communists?

(CONTINUED)

75 CONTINUED: (2)

75

WING

Just cool down the scams, okay,
Tilley?

Tilley shrugs his shoulders.

CUT TO:

76 INT. CONVERTED TOBACCO WAREHOUSE - DAY

76

An area has been set up for hearings to take place. This seems to be a temporary headquarters until something substantial can be worked out. There are boxes and crates all over. There's a long table with a number of commissioners behind it, and a defense table a little way across the room. MICROPHONES are being used, and the sound BOOMS -- ECHOING off the walls. A small gallery of people are watching the proceedings.

ANGLE ON JOHN MASTERS

who is presiding over the hearings. Even though he wears a tie and a vest, he is nonetheless very sloppily dressed. To his left and right are two other home improvement commissioners.

MASTERS

Now, when you made your initial sales pitch, did you indicate that you would be giving free storm windows with the job?

ANGLE ON MURRAY BANKS

A typical aluminum sidings salesman, in his early 40's. He leans into the microphone.

MURRAY

Free storm windows?

MASTERS

Yes. That you would provide a free set of storm windows with the sale of aluminum siding.

MURRAY

No, sir. I wouldn't be able to make any money if I was giving away storm windows. My cost of a storm window is somewhere like...

(CONTINUED)

MASTERS

(cutting him off)

The point being that you had no intention of giving away the storm windows.

ANGLE ON BB AND MOE

Standing by the door at the back of the warehouse.

MURRAY (O.S.)

The storm windows, as I can recall, was not an issue. I mentioned that I thought the storm windows would cut down on their heating bill, and that they would obviously enhance the look of the house with the aluminum siding work we were going to do.

MASTERS (O.S.)

So, you weren't dangling a free set of storm windows as a come-on to selling them the aluminum siding job? Because it says here, and I'm reading from a statement from Mr. Tabaleri...

MOE

(to BB)

What do ya make of all this?

BB

It's the future, Moe... it's the future.

MASTERS (O.S.)

'It was my understanding that the storm windows were included in the price of the sale.'

CUT TO:

Moe and BB are walking away from the warehouse toward BB's car... AWAY FROM CAMERA.

MOE

Where do you think they're getting this information from?

(CONTINUED)

77 CONTINUED:

77

BB

I dunno... looks like any tin man gets in that hot seat, then he's had it.

MOE

Then they can take your license forever... it don't seem fair.

They walk by a Volkswagen "beetle" car that's parked in front of BB's Cadillac. BB stops and looks at it.

BB

Boy, I tell ya, I bet you could sell a ton of these things.

MOE

That? Too silly-looking.

BB looks at the car for a few more seconds, then goes to get into his car.

BB

Ever see a dealership?

MOE

No.

BB

Interesting.

They get in the car and drive off.

CUT TO:

78 EXT. RACETRACK - ANGLE ON STARTING GATE - DAY

78

as it bolts open and the horses charge out.

CUT TO:

79 INT. TURF CLUB AT RACE TRACK - ANGLE ON SAM AND TILLEY
- DAY

79

Sitting at a table. Sam is studying the racing form, Tilley is studying the menu.

(CONTINUED)

TILLEY

I keep racking my brain. I gotta find a way to really get even with this guy. It isn't enough to wreck his car... even breaking into his house and messing it up or something, that don't have enough impact. I mean, the man poked my wife! I gotta come up with something ingenious... something ingenious.

Sam sees a WAITER approaching and indicates to Tilley to get off the subject. Waiter arrives at their table.

SAM

(to Tilley)

So, what do ya think?

TILLEY

I think I'll take some meatloaf.

WAITER

(writes on check)

Meatloaf.

TILLEY

No, I think I'll have some fish. No, no... fish doesn't fill you up. Meatloaf.

He closes the menu.

WAITER

So, it's meatloaf?

SAM

(to Tilley)

What do you think, 'Sally's pride' in the second?

(to Waiter)

Get me a Bloody Mary.

WAITER

(to Sam)

Anything other than the Bloody Mary?

TILLEY

(to Sam)

What number is Sally's Pride?

(CONTINUED)

SAM

Six.

(to Waiter)

No, I don't like to eat until
the third race.

Waiter walks off.

TILLEY

(putting his hand
to his forehead)

Six... six... six... six.

(beat)

I'm thinking one. Whose one?

SAM

Mr. Motor.

TILLEY

Then that's it, I'm going with one.

SAM

Tilley, this is insane. You're
picking horses because you think
you're clairvoyant or something.

TILLEY

Sam, I'm not doing too well by
checking the stats, so why not.
I put my hand to my forehead, I
see a one -- Mr. Motor in the
second... twenty bucks.

They both look toward the track, the horses race to the
finish line. Number nine streaks across the finish line.

SAM

Hallihan's Daughter.

TILLEY

(laughing)

I got it... I got it...

He picks up the racing form.

TILLEY

Three to one... hundred and
sixty smackers.

(laughs)

Hand to the forehead! Hand to
the forehead!

(CONTINUED)

SAM

You're not exactly talking about a long shot. Mr. Motor, for instance, is coming off at 50 to 1.

Tilley taps his forehead, with his eyes closed.

TILLEY

Third race, I see a six... I see a three. I don't think the verdict's in on that one yet.

Tilley stands up and is going through his money and race tickets.

TILLEY

Wing paid a hundred on number five, he loses, I got hundred and forty... next race I'll lay down the bet.

(beat)

What you taking in this race?

SAM

Thrifty's Delight -- number four -- 20 bucks.

TILLEY

You take Thrifty's Delight -- 20 bucks, I got 20 on Mr. Motor, Wing's got a hundred on Night Fire. What's the odds on Night Fire?

SAM

Twenty to one.

TILLEY

I don't see Night Fire winning. Fuck it, I'm not gonna even place the bet... I just made a hundred bucks.

SAM

What are you, crazy? What happens if he wins?

TILLEY

He's not gonna win... I feel it.

(CONTINUED)

79 CONTINUED: (4)

79

Tilley heads towards the betting booths. Wing enters near the booths, Tilley yells to him.

TILLEY

Hey, Wing, we're sitting just off the left of the entrance. I'm gonna lay down your bet right now. See you in a minute. You lost the first race, in case you don't know.

CUT TO:

80 EXT. STREET - DAY

80

BB's Cadillac is moving along the street.

CUT TO:

81 INT. BB'S CADILLAC - DAY

81

BB is behind the wheel, Moe is beside him in the passenger seat.

BB

I tell you something, she's getting on my nerves.

MOE

Who, Nora?

BB

Yeah, yeah... who else is it gonna be... 'who, Nora"!... who else is there?

(beat)

The whole idea of being with a girl on consecutive nights is new to me. It's one thing when they're with you for a night, but when they live with ya, it's stretching the point. They got a lot of things they bring with them... you go to the bathroom you see 'things' you never saw before.

MOE

So, what's the todo?

(CONTINUED)

81 CONTINUED:

81

BB

Well, they move your stuff around and it's not where it used to be... I'm not used to that.

MOE

You mean all this time you've never lived with a girl?

BB

What?! Did we just meet? How long we been partners? No, I've never lived with a girl!

MOE

Boy, oh boy! Did you wake up on the wrong side of the bed today?

BB

Yes, I did. I came in last night, she was sleeping on my side of the bed. In my life I never got out of bed on the left side... in my life, never from the left.

(beat; he looks
out of the car
window)

I got close once up in the Catskills. I met this girl, Dorian. For a week we were together, but it wasn't the same because she always went to her room to change and do all that stuff. She didn't have things in my room.

BB gives a big sigh.

BB

All this 'cos I'm trying to get even with some guy.

(beat)

You know what? I think I got to see her and put an end to this.

CUT TO:

82 INT. SOCIAL SECURITY OFFICE - DAY

82

We see hundreds of secretaries typing away, and clerks sitting at desks. BB walks into the office, peeking his head around the corner, feeling a little uncomfortable. He starts to walk around trying to find Nora out of all the secretaries and clerks.

(CONTINUED)

82 CONTINUED:

82

ANGLE ON NELLIE

Nora's friend. She looks up from the typewriter and sees BB. In his thick overcoat, huddled up, he seems a little lost, and it's obvious that he's looking for someone.

NELLIE
 (calling across
 to Nora at the
 next desk)
 Is that him?

NORA
 (looks up and and
 BB wandering around)
 Yes.
 (she smiles
 and yells)
 Bill!

BB turns towards Nora. Nora waves to him, happily, with a twinkle in her eye. BB feels conspicuous -- people are looking at him. He gives a little wave.

BB
 (softly)
 Yeah.

CUT TO:

83 INT. SOCIAL SECURITY OFFICE - COFFEE AREA

83

Nora gives BB a small kiss.

NORA
 I'm glad you stopped by. This
 is a real surprise.

BB
 Listen, I got a problem.

NORA
 Oh. How can I help?

BB
 Um... er...
 (realizing that
 she didn't
 quite get the
 point)
 Well, the problem is... like...
 is like... eh, you know... you're
 the problem.

(CONTINUED)

NORA
(quietly, obviously
really taken
with him)

Really. How so?

BB
There's things that are bothering
me.

NORA
Like what?

BB
You know... things.

NORA
Things?

BB
You know, like things that come
up... stuff... like... you know,
annoyances.

NORA
Annoyances?

BB
Hard to explain... very hard.

NORA
Well, try.

BB
As an example... I came home
last night, I get undressed, and
I realize you're sleeping on my
side of the bed. I've always
slept on that side... it's
something I've always done.

NORA
Then why didn't you just nudge
me a bit and tell me to go and
sleep on the other side?

BB
I didn't want to wake you up...
I thought you might think it was
kind of stupid or something.

NORA
Well, that's easily changed.

(CONTINUED)

83 CONTINUED: (2)

83

BB

But there are other things...
bigger things. But I realize
just talking about it, they all
sound petty and silly.

NORA

Listen, if you think all of this
is going too fast, maybe I should
move out. Is that what you want,
Bill?

BB looks around, very uncomfortable, and he shrugs.

NORA

I really care for you, but if
you think it's best.

(beat)

I don't want to make you unhappy.

After a long beat.

BB

I don't think we've got to take
drastic action.

Nora smiles.

BB

Thought I'd come by and get things
off my chest... talk it out.

(beat)

Listen, I'm going over to Pimlico...
catch the seventh race... wanna
come?

NORA

I can't get away from work.

BB

I know.

He goes to walk away, then turns back and gives her a
quick kiss. He turns and walks away. Nora watches him
as he walks by the rows and rows of secretaries and
clerks.

CUT TO:

84 INT. TURF CLUB AT RACETRACK - CLOSEUP OF TILLEY - DAY

84

watching a race.

(CONTINUED)

84 CONTINUED:

84

TILLEY
 (very excited and
 animated)
 We're taking a thirty-to-one
 shot... number eight... come on
 number eight... 'Streamers...'
 come on, you sucker!

CUT TO:

85 EXT. RACETRACK - DAY

85

We see horse number eight in the lead, coming around the home stretch.

CUT TO:

86 EXT. GRANDSTANDS - DAY

86

Moe and BB are watching the race.

CUT TO:

87 INT. TURF CLUB - ANGLE ON TILLEY, SAM AND WING - DAY

87

Tilley is still yelling for his horse, Sam and Wing watch quietly.

TILLEY
 Thirty-to-one... a hundred bucks
 on you, number eight. There's a guy
 up here who put a hundred on ya.
 Come on... come on... come on,
 baby... come on, baby!

88 EXT. RACETRACK - FINISH LINE - DAY

88

Another horse -- number 14 -- races past the winning post.

CUT TO:

89 INT. TURF CLUB - ANGLE ON SAM, TILLEY AND WING - DAY

89

TILLEY
 Nooooooooo!

(CONTINUED)

89 CONTINUED:

89

Wing smiles.

WING

(quietly)

I've got myself a winner.

Tilley turns to look at Wing. Sam turns towards Tilley looking concerned. We see the totals flashed on the board indicating that the winning horse pays \$16.30.

CUT TO:

90 EXT. GRANDSTAND - ANGLE ON MOE AND BB - DAY

90

BB

(smiling)

Way to go... Southern Belle.

Moe tears up his ticket.

BB

Should have bet with me, Moe.

CUT TO:

91 INT. TURF CLUB - ANGLE ON WING, SAM AND TILLEY - DAY

91

WING

(smiles)

Very nice!

TILLEY

That was your horse, Wing?

WING

Yeah... Southern Belle. You oughta know, you bet her for me.

TILLEY

Of course.

Wing goes to look at form.

WING

(to Tilley)

I'm gonna go with the favorite in this one -- Fordnee Lane.

(MORE)

(CONTINUED)

WING (CONT'D)

I tell you what, I won sixteen plus on the other race, from those winnings you can bet me eight hundred.

TILLEY

Eight hundred?

WING

Yeah... I wanna bet eight hundred on Fordnee Lane.

TILLEY

(feeling uncomfortable)

Fordnee lane -- eight hundred.

Sam is looking at Tilley knowing that he's really in a jam.

TILLEY

Eight hundred.

WING

(calling to Waiter)

Waiter, can you get me a cup of coffee?

Tilley looks over to Sam, with panic on his face. Wing turns back to Tilley and Sam.

WING

You guys want anything else?

TILLEY

(nods "no")

Er... hum... er... hey, Wing... I tell you, I got a problem.

WING

What is it?

TILLEY

It's the eight hundred on Fordnee Lane. I haven't got it.

WING

No, you got it wrong. You take it from the sixteen plus I won... the eight hundred.

(CONTINUED)

TILLEY

I haven't got the winnings.

WING

(angry)

What do ya mean, you don't have my winnings?

TILLEY

Wing, it was the craziest thing... I didn't want to mention it earlier because it was so nuts... it was the craziest thing.

WING

What?

TILLEY

I don't know how to even tell you this without being embarrassed for myself. It was an accident... it's like one of those things out of the blue... it's crazy... you can't explain it... it happens.

WING

(to Sam)

Sam, what is he talking about?

SAM

(quietly)

He had an accident of some sort.

TILLEY

It happens... I don't know how... I don't know how to explain. It's too crazy, I swear to God, Wing.

WING

Wait a minute... you're telling me that I didn't win the last race?

TILLEY

You won, Wing... you won, it's just that you're not getting any money... it was a fluke. I swear, I don't know how it could have happened. A ten-year-old couldn't have made the mistake I made... I don't know, I swear.

(CONTINUED)

WING

(to Sam)

What the fuck is he talking about?

TILLEY

If there was some way I could make it up, believe me, I would, because you know where I stand.

There's a beat while Wing just looks at Tilley.

TILLEY

You know where I stand, Wing. If there was any way, believe me, I'd make it up. I'd give you thirty percent of what you didn't get because it was a fluke... I'm willing to make some kind of retribution.

WING

You just pocketed the God damned money... you just took my money and slipped it into your God damned pocket, didn't you?

TILLEY

No. I'd split fifty-fifty with you, that's how badly I feel under the circumstances.

WING

You get this straight, you son of a bitch, you owe me sixteen plus... I want sixteen plus.

TILLEY

Am I trying to shirk my responsibility? That's not the way I see it... it was a fluke, a crazy thing that happened, but I stand behind my honor on this... put it on my tab.

WING

(to Sam)

What the hell is wrong with him?
What the hell is wrong with him?
He's stealing money from me...
what the hell is wrong with him?
Can you tell me?

(CONTINUED)

91 CONTINUED: (4)

91

SAM

I don't know the whole story.

WING

You work with him, Sam... for Christ sake...

Wing is totally frustrated.

TILLEY

What do you mean, wrong? It was a fluke... it was an accident. I don't know what the hell went wrong. It was a one-in-a-million thing that happened to me when I went to place that bet. I'm trying to do what I can.

WING

(shaking his head)

Tilley, what the hell happened to you?

CUT TO:

92 EXT. RACETRACK - LATE AFTERNOON

92

Tilley and Sam are leaving the racetrack and walking to Tilley's Cadillac.

SAM

Why didn't you at least give him the six hundred that you pocketed from the six races he lost?

TILLEY

Fuck him! It's on my tab. At least I've got six hundred in my pocket right now. It's like another loan. Sam, you got to think about today. Today, I got six hundred bucks in my pocket. You know what I'm saying?

SAM

Yeah.

(CONTINUED)

TILLEY

It's like some guy trying to sell me life insurance. You think I'm gonna take some money out of my pocket to give to some jerk so that somebody can take it when I'm dead? No, Sam, you gotta live for today. I'm gonna live as good as I can every day. You know what I'm saying?

As Sam and Tilley walk towards Tilley's Cadillac, BB and Moe are walking to BB's Cadillac parked close to Tilley's car. They see each other.

TILLEY

(yelling to BB)

Hey, Mr. Marengay went to the track!

BB

Did you bother to bet, or did you just hand your money to the tellers?

TILLEY

(laughing)

The sarcasm's killing me.

(beat)

I thought you were looking to get even.

BB

Who's your accountant, mister, 'cos I think you're down in the debit side.

TILLEY

Who's stuck with my wife. You or me?

He laughs.

BB

You want me to believe that you were setting me up with your wife as some kind of decoy?

TILLEY

Decoy is the word!

There's a long beat as the two guys eye one another. Then, almost in a soft apologetic manner, BB speaks.

(CONTINUED)

92 CONTINUED: (2)

92

BB
Okay then, you win.

BB gets into his car.

TILLEY
I win?
(to Sam)
That guy would never let me win.
He must be setting me up. The
son of a bitch is setting me up,
Sam.

SAM
For crying out loud, why don't
you just leave it at that... you
win.

TILLEY
I couldn't have won.
(beat)
I smell a rat.

BB's car pulls away. Tilley and Sam watch him go.

CUT TO:

93 INT. BB'S CADILLAC - DAY

93

BB's driving and Moe is in the passenger seat.

MOE
BB, I think you're getting a
little humility in your blood.

BB
If getting Nora is part of losing,
Thank God I didn't win.

CUT TO:

94 EXT. OLD TOBACCO WAREHOUSE - DAY

94

A temporary sign is posted on the door and a painter
is filling in the name -- "HOME IMPROVEMENT COMMISSION."

CUT TO:

This is the office of the Home Improvement Commission. Desks, chairs and filing cabinets are all over the place (not yet organized) and boxes and cartons are stacked against a wall. ANGLE ON John Masters walking with a file under his arm. He walks across the half-empty warehouse where workers are renovating the space. He approaches a table where Stanley is seated with his feet up, nursing a hot cup of coffee. Masters throws a file down on the table.

MASTERS

This is good, Stan... nice work.

Stanley nods.

MASTERS

Fossey says it should go down very well with the city council. Could help us appropriate more funds. This goes a long way to establish our credibility in what we're trying to do.

We hear a LOUD, SAWING noise and HAMMERING echoing through the warehouse throughout this scene.

STANLEY

There's a lot more where this came from.

MASTERS

You know what I think you should do now. Why don't you pull some files... some files that were completed, others that went unsold, and I'll have somebody run it down, talk to the customers and get some statements.

STANLEY

Pulling files is another thing. That might not be easy.

MASTERS

To sneak a few here and there when you can.

STANLEY

I'll see.

MASTERS

I think that might be good.

CUT TO:

96 EXT. STREET - NIGHT

96

BB's Cadillac is parked in front of a house.

MOE (O.S.)

What do you think if we made this one of our factory showcase houses?

MAN (O.S.)

What's that?

BB (O.S.)

It's a good location... get a lot of traffic on this street.

CUT TO:

97 INT. HOUSE - NIGHT

97

BB and Moe are selling to MR. and MRS. SHUBNER, a young couple. The TELEVISION is ON in the background.

SHUBNER (MAN)

What does that mean, Mr. Gable?

MOE

You know what I do, Alan? I pick certain houses that are strategically located, we put up the aluminum siding, and for every referral, for every person who sees this quality job that we do... sees how beautiful it is... I give you two hundred dollars.

SHUBNER

Two hundred dollars?

MOE

That's right. God knows how many homes we could sell by people passing this house. It's perfectly placed for that.

(taking out his
wallet)

Alan, this is how confident I feel that this house will drum up business for me.

He peels off four hundred dollars and hands the money to Shubner.

(CONTINUED)

MOE

Four hundred dollars... I'm giving you commission on two house referrals before I put a panel on the side of your house... that's how confident I feel.

SHUBNER

You think that many people are going to...

MOE

(interrupting
Shubner)

I'm certain of it. I'm not giving away four hundred dollars for my health... I'm a businessman, and I'm a good businessman. This is good business for me. I'm giving it away 'cos I believe in this house, believe that it will refer me to other jobs which means money in my pocket, which means money in your pocket.

SHUBNER

You got a deal, Mr. Gable.

BB smiles. Suddenly Moe winces in pain.

SHUBNER

Something wrong, sir?

Moe collapses to the floor.

CUT TO:

Moe is being wheeled on a gurney by a couple of nursing attendants. BB walks alongside.

BB

I finally got hold of May... she was over your sister's.

MOE

(breathing heavily)
Oh, I forgot.

BB

She'll be down here shortly.

(CONTINUED)

MOE

BB, I don't have any insurance.
If I die, May's got nothing...
nothing... nothing for Leonard.
The only money I've got is in
my pocket. That's all I got.

BB

Just take it easy, Moe... rest.

MOE

Did they sign? Did they sign?

BB

Don't worry about it now.

MOE

Goddamn it, BB! Did you sign
them?

BB

Don't worry... don't worry. I'll
take care of it tomorrow.

MOE

Goddamn, my chest hurts.

(beat)

I always taught you, BB, never
walk out of a place without a
signed contract. Somebody's
word ain't spit.

BB

They'll sign, Moe. Don't worry,
they'll sign.

They round the bend of the corridor.

CUT TO:

BB is on a public phone to Nora. We never see Nora, we
just hear her voice.

BB

This is kind of new to me, but I
thought I better call and tell
you I'm gonna be late... maybe
two or three. I never had
anyone there to call before,
but I thought I should call,
you know.

(CONTINUED)

99 CONTINUED:

99

NORA (V.O.)

Why? Do you think you have some obligation?

BB

I dunno... I thought I'd better call, that's all.

NORA (V.O.)

Well, I'm glad you did.

BB

I don't know what's gonna happen to Moe.

NORA (V.O.)

Well, I hope he's okay.

(beat)

I'll see you when you get in.

She gives BB a kiss on the phone.

BB

(looks at the receiver)

Yeah.

He hangs up the phone and walks to a room opposite. He opens the door and stands in the doorway looking at Moe who is lying beneath an oxygen tent.

CUT TO:

100 INT. DINER - DAY

100

Tilley, Sam, Mouse and Gil are sitting in a booth having just finished breakfast.

SAM

Let me see what the damage is.

(he reaches for the bill, hums as he reads)

Babum... babum... babum... babum...

He hands the bill to Mouse.

SAM

Mouse, figure it out, will ya?

GIL

Why don't we just split it five ways?

(CONTINUED)

TILLEY

No way! I didn't eat anything,
so why should I pay for Mouse...
he eats like an animal.

SAM

Well, sometimes you'll eat more
than he does, and it'll even out.

TILLEY

No way! He's a pig! He always
eats more than anyone else. Why
should I pay for his food?

MOUSE

What're you talking about?
Today I happened to have eggs and
flapjacks, some cantalope, some
juice and then another juice.

TILLEY

Like an animal! Like an animal!

MOUSE

But yesterday, what did I have?

TILLEY

What did he have?
(turning to Sam)
Sam, what did he have?

SAM

Let me get out my notebook. How
the fuck do I know what he had?

TILLEY

Well I don't remember what he
had. Gil, what did he have?

GIL

Pancakes?

MOUSE

No.

Through the diner window we see Nora's car pull up and
park outside the diner.

TILLEY

(to Mouse)
Then what did you have?

MOUSE

Guess.

(CONTINUED)

TILLEY

What is this, a quiz show? We don't know what you had. What did you have?

MOUSE

I had very little.

TILLEY

Very little!! You eat like an animal! It couldn't have been very little.

MOUSE

I didn't have that much... doesn't anybody remember?

SAM

We don't remember, I don't know why.

GLI

I could have sworn he had pancakes.

TILLEY

He said he didn't have pancakes.

MOUSE

I'll give you a clue... maple syrup was used.

TILLEY

I don't give a shit.

SAM

French toast.

There's a KNOCK at the window of the diner.

TILLEY

French toast? He had more than French toast.

MOUSE

Yes, but not a lot more.

We hear further RAPPING on the window.

TILLEY

I don't give a damn... it's split five ways.

(CONTINUED)

100 CONTINUED: (3)

100

GIL
(to Tilley)
Your wife's knocking on the
window here.

Tilley looks to the window, acknowledges Nora and points to the far end of the diner, she nods and starts walking across the front of the diner to the door.

101 INT. DINER - DAY

101

Nora and Tilley are sitting alone at a table drinking coffee.

TILLEY
Was not long ago you never would
have seen a woman in here.

NORA
You don't have to tell me. How
many nights did you drop me off
and come up here all the time?

TILLEY
I know. I was just trying to
be congenial... you know, start
a conversation off, on a nice
kind of light level, you know.
So, what's the scoop, Nora?

NORA
Well you know, I think we really
should get divorced.

TILLEY
Makes sense. You want some more
coffee?

NORA
Yeah, I'll have some.

TILLEY
(shouting to
waitress)
Florence, some coffee here.
(to Nora)
It's for the best.
(beat)
You know, we were kind of fooling
ourselves, weren't we?

(CONTINUED)

NORA

Yes, it went wrong somewhere along the line -- I don't know where though.

TILLEY

Yes, something went wrong... I don't know.

Florence walks over and pours coffee for Tilley and Nora, then walks away.

TILLEY

So you like this guy?

NORA

Yeah, I like him.

TILLEY

All in all I guess it'll all work out for the best.

NORA

I'm glad you feel that way.

TILLEY

Yeah, can you figure it out? A guy bangs into my car, thinks I did him in, tries to get even with me by stealing my wife, you two people fall in love... can you figure that out?

NORA

What?

TILLEY

You telling me you didn't know this was the guy?

NORA

This was that guy?

TILLEY

Yeah, I told you I ran into another tin man.

NORA

He didn't tell me he was a tin man... he told me he sold baby pictures.

(CONTINUED)

101 CONTINUED: (2)

101

TILLEY

It's your life. All I know is
this guy has a bent weather vane.

NORA

Oh, God! Not another tin man.

CUT TO:

102 INT. SUPERIOR ALUMINUM SIDING COMPANY OFFICE - DAY

102

We see and hear the Girls working the telephones, as
before.

GIRL #1

Good afternoon, this is Superior
Aluminum Siding. We're going to
have...

GIRL #2

... a salesman in your area
today...

BB is sitting in a chair across from Looney.

LOONEY

Beeb, why don't you let Stanley
work with you. I'm off to Florida
at the end of the week for some
sun and fun. Let Stanley work
with you, and when I get back,
we'll see how Moe's doing.

BB

I don't know. To be honest with
you, I think I'd rather work alone
... he's too green. Is he a pain
in the ass?

LOONEY

No. He don't talk much; he's a
good listener, so he can't really
get on your nerves. He's a lousy
pool player and he can't play
cards for shit, but...

BB

(interrupting)
So what good is he?

(CONTINUED)

102 CONTINUED:

102

LOONEY

Studious type... takes a lot of notes.

BB

(smiles)

If this is a sales pitch, I think you got to work a little harder 'cos I don't think you've got good product.

CUT TO:

103 EXT. INDUSTRIAL WAREHOUSE - ANGLE ON BB - DAY

103

As he comes out of the Superior Aluminum building and walks towards his car. We see Nora driving her Chevy in front of BB's car. She drives her car forward, and then reverses it hard into BB's Cadillac. He runs over to the driver's side of Nora's Chevy.

BB

What are you, crazy?!

Nora drives the car forward and then backwards again almost running BB down. She rolls down the window (automatically) so that she can yell.

NORA

You're a goddamn tin man!

Then she backs the car up. BB tries to go around the front of the car.

BB

Wait a minute! Wait a minute!

Nora starts to move the car towards him. He moves away, and her car smashes into the side of his car. She presses the button to the window and rolls it down just a shade.

NORA

You wanted to win me just to get even with my husband... screw you!

She rolls up the window, floors the car, and drives away.

(CONTINUED)

103 CONTINUED:

103

ANGLE ON LOONEY

as he walks out of the building. He sees BB's car all smashed up.

LOONEY

(to BB)

I think you ought to get rid of this car... it's bad luck.

Nora's CAR SCREECHES around the corner.

LOONEY

Is that the guy again?

BB

No, it's his wife.

LOONEY

There's some kind of sickness that runs in that family.

CUT TO:

104 INT. POOL HALL - TIGHT SHOT OF MOUSE - DAY

104

He's singing "The Banana Boat Song."

MOUSE

'Day-O! da,da,da,da,day... daylight come and he wanna go home...'

ANGLE ON TILLEY AND GIL

at a table playing pool. Mouse is standing next to his trusted JUKEBOX, belting out his favorite Harry Belafonte song. In b.g.:

TILLEY

(to Gil)

Why can't they get rid of that fucking record? It's not a hit anymore... nobody cares about this song anymore... it's history.

Mouse continue singing in the background.

MOUSE

'Day-O! da,da,da,da,day...'

GIL

We can always smash the juke box, or break in and steal the record.

(CONTINUED)

TILLEY

(lining up a shot)
He's getting on my nerves. The
guy eats like an animal, and
sings like an asshole.

GIL

Maybe it's me, but I'm beginning
to like it.

Tilley hits the ball and sinks the shot.

TILLEY

(happily)
Yes, sir... yes, sir!

ANGLE ON SAM

He comes out of the back room into the pool hall, and
walks over to the table where Tilley and Gil are playing
pool. He drops an open envelope onto the pool table.

SAM

(to Tilley)
Take a look at this crap.

TILLEY

IRS? They're not gonna leave me
alone!

SAM

Home Improvement Commission.

With those words there's a genuine moment of concern from
all of the tin men -- even Mouse stops singing. Tilley
picks up the envelope and pulls out the letter.

TILLEY

We've got to appear?

SAM

I think that's the gist of what
they're saying.

Gil looks over Tilley's shoulder at the letter. Mouse
comes over.

MOUSE

Holy Christ!

TILLEY

Can't we just ignore it? How do
they know we got the letter.

(CONTINUED)

SAM

It's certified.

TILLEY

What do you think, Sam?

SAM

I dunno... I don't know what they've got.

TILLEY

Why is this happening? Am I paranoid or something? I mean, why is this happening? The government is after me... the state is after me... Mr. Marengay... somebody is always after me. What the hell's going on here? I'm just this guy. What's the big deal? They can't get along without me? The government can't operate unless they've got Tilley's money... the Commission's after my job! This shit's driving me insane! All the lying, thieving, stealing corporations in this world, and the IRS takes the time to come for me? There's billions of dollars out there but they've got to come and get Tilley's four thousand dollars!

(turning to Mouse)

Turn off the fucking Belafonte song now, or I'm gonna break the goddamn machine!!

CUT TO:

BB is sitting at the bar, getting drunk. Stanley sits next to him. A girl approaches (RUTHIE).

RUTHIE

Come on, Beeb, let's dance.

BB

Not tonight, Ruthie, my dancing shoes are on holiday.

RUTHIE

You sure?

(CONTINUED)

BB

I'm more than sure.

Ruthie moves off. BB takes a shot of whiskey and downs it, and then drinks some beer.

STANLEY

Who was the best you ever saw?

BB

Best I ever saw? Best tin man
I ever saw?

He holds up his shot glass towards the bartender, and the bartender fills it up.

BB

Harry Apel... Dandy Flynn... those
guys had good lines, but they
burned themselves out too fast.
Best? Moe's the best... the best
there ever was. If he's in the
door, he's got a sale. The best
closer ever.

STANLEY

What's some of the hustles he
used to pull?

BB downs another shot glass of whisky.

BB

God damn Nora... God damn Nora!
I'm trying to adjust... I'm
putting up with things I never
put up with in my life. I mean,
give me a break... give me a
break, woman.

Stanely wants to get back to the topic of best tin man.

STANLEY

(making light)

So, what are a couple of things
you and Moe have done?

BB

(still on the
subject of Nora)

It was getting to be real pleasant
... figure that.

(long beat)

More than pleasant. To hell with
her!

(CONTINUED)

105 CONTINUED: (2)

105

STANLEY

How come Moe's so good? Why do you think, huh?

BB

Great man, Moe. Great man.

BB holds out his glass again to the bartender who refills it. BB downs the shot and drinks more beer.

BB

I don't know why they're so irrational... chicks. I dunno. I think it's because air gets inside 'em.

(beat)

She probably went back home, to her husband.

(looks at his watch)

Eleven-thirty... he wouldn't be home yet.

(takes out a \$10 bill from his wallet)

This ought to cover it, Stanley.

He puts the \$10 bill down on the bar and walks out of the club.

CUT TO:

106 EXT. STREET - NIGHT

106

Sam's Cadillac moving along a row of houses.

CUT TO:

107 INT. CADILLAC - NIGHT

107

Sam is driving the car, Tilley is in the passenger seat, very drunk.

TILLEY

They got no right. You know what I'm saying, Sam? They've got no right.

Tilley takes a drink from a pint of whisky he has open.

(CONTINUED)

107 CONTINUED:

107

SAM

They've got nothing concrete against us, because if it's just hearsay stuff, it's neither here nor there.

TILLEY

(looking around)

Where's my car? What happened to my car?

SAM

It's better I drop you off.

TILLEY

Yeah, it's better.

CUT TO:

108 INT. TILLEY'S BATHROOM - NIGHT

108

Tilley is in the bathroom washing his face in the sink, trying to sober up. He lifts his head out of the water and bangs it on the faucet. He grabs his head in pain and then slides down the tiled wall to the floor.

CUT TO:

109 EXT. STREET - NIGHT

109

BB's Cadillac pulls up in front of Tilley's house. We see BB looking up and down the street, with his head out of the car window. He's very drunk.

BB

He ain't here.

He gets out of the car and looks around the street some more. He stumbles up to a couple of parked cars, looking for Nora's car. He falls into some trash cans in front of the house.

CUT TO:

110 INT. TILLEY'S HOUSE - BATHROOM - NIGHT

110

Tilley is lying on the floor. His eyes open at the sound of the TRASH CANS FALLING. He struggles to his feet and walks through the bedroom. We hear the sound of MORE TRASH CANS RATTLING.

(CONTINUED)

110 CONTINUED:

110

Tilley goes to the bedroom window and looks out. He sees BB struggling to his feet, surrounded by trash cans and garbage.

TILLEY

I knew I could smell a rat! The son of a bitch is coming for me... the son of a bitch never wants to leave me alone!

Tilley walks over to the night table, opens the drawer and pulls out a revolver.

CUT TO:

111 EXT. STREET - NIGHT

111

BB making his way up the front stairs to Tilley's house.

CUT TO:

112 INT. TILLEY'S HOUSE - NIGHT

112

Tilley makes his way down the stairs, and creeps to the front door.

TILLEY

(quietly)

You want to rob my God damn house? I'm gonna make it easy for you.

(unlocks the door
and leaves it
ajar)

Come and rob Tilley... come on... take everything he's got.

CUT TO:

113 EXT. FRONT DOOR OF TILLEY'S HOUSE - NIGHT

113

BB knocks on the door. The door swings open. He waits a moment, unsure as to what to do.

CUT TO:

11436 INT. TILLEY'S HOUSE - OTHER SIDE OF FRONT DOOR

114

Tilley stands behind the door with the gun, waiting. BB steps inside the house.

(CONTINUED)

114 CONTINUED:

114

BB

Hel...

Before he can finish the word "Hello," Tilley hits him hard in the head with the butt of the gun. BB falls to the ground unconscious.

CUT TO:

115 INT. TILLY'S HOUSE

115

BLACK SCREEN. Then a light goes on, and we see the inside of a refrigerator. PULL BACK to reveal Tilley at the refrigerator in the kitchen of his home. He is putting eggs and rotten tomatoes from the refrigerator into a bowl. He looks at a piece of celery, but it's so wilted and has no strength for his purpose that he throws it down. He picks up other vegetables, but settles for the eggs and tomatoes. He closes the refrigerator door and makes his way to the living room. We see BB lying on the floor, unconscious. Tilley sits down across from him with the bowl in his lap... he watches BB. BB starts to come to.

TILLEY

(to BB)

You're a sick man! You smash my car, you steal my wife, and now you come to rob me! You're one demented human being.

BB tries to focus on Tilley.

TILLEY

I'm going to call the police and send you to jail... but I'm going to humiliate you first.

Tilley throws an egg at BB and hits him in the head. BB is groggy and confused and still drunk.

BB

What're you doing?

TILLEY

What do ya want to break into my house for? This ain't the fucking Rockefeller mansion! There ain't thirty-eight television sets here.

(MORE)

(CONTINUED)

TILLEY (CONT'D)

They ain't saying 'Nelson, I think we've had a break-in... count the sets to see how many we've got left.' There ain't tons of jewelry hanging out of drawers... it ain't like I don't know which watch to put on, I got so many. I'm a working man, trying to make an honest living. What fucking morality you got, asshole?!!

Tilley throws another egg at BB and hits him in the head again. Egg yolk drips down BB's face. He tries to get off the floor, but can't.

BB

You're the craziest human being on the face of this earth!

Tilley, getting ready with another egg.

TILLEY

What else do you want from me? Huh? What else?! I've got enough problems with the I.R.S. busting my balls and the Home Improvement Commission bullshit to contend with. I don't need aggravation from you.

BB

(still trying to get up; wiping his face)
Nobody does this to me and lives!
Nobody!

TILLEY

(throws an egg)
How do ya like your eggs? Over easy?
(picks up a tomato)
Side of tomatoes?

He throws a tomato.

BB

You're going to rue the day you ran into my car. This ain't the end... this is just the beginning.

Tilley throws another egg.

CUT TO:

116 INT. POLICE STATION - NIGHT

116

A POLICE OFFICER is interrogating Tilley behind the main desk of the police station. There's a lot of activity during this interaction... people coming and going.

TILLEY

A guy breaks into my house and I'm being charged with assault? It makes no sense...

POLICE OFFICER

(with pencil and paper)

Let's get it down right. The guy broke into your house, you hit him in the head with a gun, went to the refrigerator, took out eggs and tomatoes and threw them at him.

TILLEY

I was defending myself... he was stealing from me.

POLICE OFFICER

It doesn't sound like defense to me.

TILLEY

I wanted to humiliate the guy. Here I am, out busting my ass all day making a decent living, I come home, and some schmuck is trying to steal from me.

POLICE OFFICER

So you hit him with a gun, and pelted him with eggs and tomatoes?

TILLEY

If I had some soup I would have thrown soup at him... is there any law you can't throw eggs?

POLICE OFFICER

Mr. Babowski claims he didn't break into your house.

TILLEY

What did I do? Invite him in so that I could throw eggs at him?

(CONTINUED)

116 CONTINUED:

116

POLICE OFFICER

Maybe Mr. Babowski intended to break into your house, but these circumstances of the guy being pelted with eggs and tomatoes is something we need to look into.

Tilley shrugs his shoulders.

TILLEY

He's lucky that he didn't rob me last week, 'cos then my wife was living at home and we had all kinds of things in the fridge... I could have thrown barley soup, pumpkin pie, candied yams... yeah, he got off light.

CUT TO:

117 EXT. POLICE STATION - DAY

117

Tilley and Sam exit the building. Seconds later BB and Bagel come out of the police station. Both pair of men head for their respective Cadillacs. BB has egg stains all over his suit.

BB

(to Bagel)

I can't believe it, the man throws eggs at me and now I'm gonna have breakfast with him.

BAGEL

His partner says maybe the two of you can sit down and come to some kind of settlement.

CUT TO:

118 INT. TILLEY'S CAR - DAY

118

Tilley is sitting in the driver's seat and Sam is next to him.

TILLEY

What am I supposed to say to him? The man has been a pain in the ass since the day he rammed into my car.

(CONTINUED)

118 CONTINUED:

118

SAM
Just air your differences and
we'll put an end to this.

CUT TO:

119 EXT. POLICE STATION - LONG SHOT OF POLICE STATION AND TWO CADILLACS 119

as they start to pull out of the parking lot.

CUT TO:

120 INT. COFFEE SHOP - DAY 120

Tilley, Sam, BB and Bagel are sitting at a table together looking at menus.

BB
(looks up from his
menu)
I tell you what... I'll drop the
charges against you, and we can
wipe the slate clean.

TILLEY
I appreciate it.

SAM
See how quickly you can clear it
up?

TILLEY
But I don't understand how the
slate gets wiped clean when he
breaks into my house and I'm the
one charged.

BB
I told you, I wasn't breaking into
your house. I was looking for
your wife.

TILLEY
All right... all right... I'm too
tired... the slate's clean... the
slate's clean.

The WAITRESS approaches.

(CONTINUED)

WAITRESS

What will you have?

TILLEY

Couple of eggs over, some hash browns, some toast -- toasted dark... butter on the side, large grapefruit juice and some coffee.

The Waitress writes his order.

TILLEY

On second thought, instead of the eggs over, if I ordered soft boiled eggs do you take them out of the shell or leave them in the shells?

We can see that BB is getting a little irritable.

WAITRESS

We leave them in the shell.

TILLEY

I don't like them that way because they get hot in the hand and it's hard to scoop the stuff out... it's not good... and you get little bits of shell in there and it doesn't taste good.

BB

Why don't you just order some scrambled eggs and be done with it... all right?

TILLEY

If I'm going to order, at least I ought to be content with my food.

BB

I'm getting a little hungry... I've got a headache as it is. Just order some eggs so some other people can have something to eat before the lunch trade comes in.

TILLEY

(looks to Sam)

Why do I need a guy telling me what I should or shouldn't eat?

(CONTINUED)

BB

This is not a four-star restaurant
... we're not having a gourmet
meal... we're ordering breakfast,
for Christ sake!

TILLEY

It so happens I haven't been to
this restaurant before. I don't
know how they do their eggs... if
they're over easy and they're
gooey, I'm not happy with it...
and I'm not happy if the soft
boiled eggs are left in the
shell...

BB

(to Waitress, cutting
Tilley off)

Can I have some French toast and
a cup of coffee?

(to Bagel)

Bagel, what do you want?

TILLEY

Hey! I'm ordering here. At least
you can have the courtesy to let a
man order his breakfast.

BB

(to Waitress;
ignoring Tilley)

French toast and a cup of coffee.

TILLEY

(to Sam)

Sam, this guy gets on my nerves...
from day one! I knew it then and
I know it now.

Tilley stands up from the table and starts to leave.

BB

I'm back to pressing charges
against you!

Tilley turns and is face-to-face with BB.

TILLEY

You want to play that way? This
game ain't over, mister... it
ain't over...

(CONTINUED)

120 CONTINUED: (3)

120

BB stands up. The Waitress steps back and looks concerned.

BB

All right, you want to finish it now? You want to finish it right now? I'm ready... I'm ready now!

TILLEY

You're ready?! You're ready, that's what you're saying?! You're ready now?! I have to be intimidated... I have to be brought here to be intimidated...

BB

I can't stand it any longer. You're driving me out of my mind.

BB lunges for Tilley across the table, Sam and Bagel try to intervene -- the Waitress doesn't know what to do.

BAGEL

Come on, guys... take it easy... take it easy.

TILLEY

Get the people with the straitjackets... this man is out of control.

Tilley and BB pull at one another.

BB

We're gonna finish it... we're gonna finish it.

Bagel and Sam pull them apart.

SAM

(to Tilley)
Come on, let's get out of here.

Sam ushers Tilley to the door.

TILLEY

I'm not finished with him, Sam.
(to BB)
You heard me... I'm not finished with you, mister.

(CONTINUED)

120 CONTINUED: (4)

120

He storms out of the coffee shop with Sam. Bagel sits back, looking relieved. BB composes himself. The Waitress nervously stands by.

BB
 (to Waitress)
 So, I'm having French toast and coffee.
 (to Bagel)
 Bagel?

CUT TO:

121 INT. HOSPITAL - MOE'S ROOM - DAY

121

Moe is in bed, still hooked up to tubes. His breathing is deliberate and he seems weak. The CAMERA SLOWLY PANS TO BB who is sitting by Moe's side.

BB
 Moe, when you decided to marry May, how did you know?

MOE
 Know what?

BB
 How did ya know?

MOE
 You mean to make up my mind to marry her?

BB
 Yeah. How did ya know?

Moe shrugs his shoulders as if he doesn't know.

BB
 (suddenly angry)
 This Nora is a pain in the ass, Moe... a pain in the ass. It's worse now than when she used to be around.

Moe smiles.

BB
 You wanna hear something? The other night at the Corral Club, I turned down a dance.

(CONTINUED)

MOE

You turned down a dance?

BB

What's the odds on that? You think you can come up with odds on that one?

MOE

Hundred to one BB don't dance... a hundred to one against.

There's a beat.

MOE

I'm getting out of the business, BB... I've got nothing for all this.

BB

Lot of good times, Moe.

MOE

A lot of good times, but I can't live off the good times.

(beat)

You know, my brother-in-law has offered me a job at Hess Shoes. I think maybe I should do it. You get there in the morning, you come home at night... you get health benefits... I get to be assistant manager.

BB

That's it, Moe? You're gonna spend the day measuring people's feet? 'You're an "E" fit... you're a "D" wide... you got a high arch... I'll show you something in an alligator... something with a wing tip...' How can you talk about that all day long?

(beat)

Moe, you're the best tin man there ever was. Nobody's a better closer.

MOE

It's over, BB... it's over.

(CONTINUED)

121 CONTINUED: (2)

121

BB looks at Moe for a long beat. He's obviously greatly affected by this.

BB

So, May's happy about this Hess Shoe thing, heh?

MOE

To say the least.

CUT TO:

122 INT. SAM'S CADILLAC - DAY

122

Sam is driving and Tilley is in the passenger seat.

SAM

You know, when I saw 'Bonanza' the other day, something occurred to me. There's those three guys living on the Ponderosa and you never hear them say anything about wanting to get laid. You never hear Hoss turn to Little Joe and say 'I had such a hard-on when I woke up this morning.' You know ... they never talk about broads ... nothing. Ya never hear Little Joe say 'Hey, Hoss, I went into Virginia City and saw a girl with the greatest ass I ever saw in my life.' Ya just see 'em walking around the Ponderosa saying, 'Yes, Pa,' and 'Where's Little Joe?' Nothing about broads. I don't think I'm being too picky... at least once if they talked about getting horny. I don't care if you're living on the Ponderosa or right here in Baltimore, guys talk about getting laid.

(beat)

I'm beginning to think that show doesn't have too much realism. What do you think, Tilley?

TILLEY

Sam, I can't concentrate on 'Bonanza' shit...

(MORE)

(CONTINUED)

122 CONTINUED:

122

TILLEY (CONT'D)

I've got too much on my brain,
what with that asshole and the
Home Improvement Commission, I
don't want to have to worry about
whether Little Joe got laid last
night.

(beat)

Let's go and eat something.

SAM

Yeah, we'll go and have some lunch
at the smorgasbord.

CUT TO:

123 INT. THOR'S SMORGASBORD RESTAURANT - DAY

123

Tilley and Sam are in line at the buffet. Sam fills up his tray and moves off to the cashier. Tilley hangs behind staring at all the food. He looks up to the ceiling.

TILLEY

(very quietly)

God, if you're responsible for all
the stuff down here, maybe you got
a moment's attention for me.

(beat)

Between the I.R.S., this Home
Improvement Commission and Mr.
Marengay, I got it up to here with
this bullshit. To be frank with
you, I'm in the toilet here. If
you can see your way...

A WOMAN with a tray starts to approach Tilley. Tilley turns to her.

TILLEY

Listen, I'm praying here... go
around.

WOMAN

I wanted to get some of the salad.

TILLEY

It's out of order... go around.

He signals for her to walk around him. The Woman looks at him and moves down the line.

(CONTINUED)

123 CONTINUED:

123

TILLEY
 (looking up to
 ceiling)
 Do what you can, all right? I
 appreciate it. Amen.

Tilley helps himself to some salad.

CUT TO:

124 INT. SUPERIOR ALUMINUM SIDING OFFICE - DAY

124

The usual office activity. BB is at a desk. He picks up the phone and dials.

BB
 Nora Tilley, please.

We hear a WOMAN'S VOICE on the other end of the phone.

WOMAN (V.O.)
 What department is she with?

BB
 She's with Social Security.

WOMAN (V.O.)
 Which department is Social Security?

BB
 I dunno... she's there somewhere
 ... yeah, on the third floor...
 she's got a desk towards the back.

WOMAN (V.O.)
 Just a moment... checking.

ANOTHER ANGLE

In the b.g. Stanley has gone over to a filing cabinet and is starting to look through the files. Cheese wanders over to him.

CHEESE
 Stanley, can I help you look for something?

STANLEY
 No, I'm just making myself busy.

CHEESE
 Well, I wouldn't do that. Bagel don't like nobody looking at the files.

(CONTINUED)

124 CONTINUED:

124

BACK TO BB

on phone. He's still holding for Nora. We hear a RING on the other end of the phone.

NORA (V.O.)

Mrs. Tilley.

BB

Nora, this is BB.

The PHONE goes DEAD. BB reluctantly puts the receiver down.

CUT TO:

125 INT. TOBACCO WAREHOUSE - DAY

125

The Home Improvement Commission is in session. Tilley and Sam sit at the defense table. Masters presides over the commission table where four or five other commissioners sit.

MASTERS

(into microphone
to Tilley & Sam)

Didn't you approach Mr. Boloshevski August 18, 1961, while he was cutting his front lawn and tell him that his house had been selected, as one of only 16 homes in the state of Maryland, for a free aluminum siding job?

TILLEY

What's the name again?

MASTERS

Boloshevski.

TILLEY

Doesn't ring a bell.

(to Sam)

Sam, does it ring a bell to you?

SAM

(leans into microphone)

It doesn't ring a bell to me either, sir.

MASTERS

Didn't you suggest that for a nominal labor charge, he would receive over five thousand dollars' worth of aluminum siding?

(CONTINUED)

TILLEY

That's an awful lot for nothing.
Doesn't sound like good business
to me.

MASTERS

Mr. Boloshevski was ultimately
charged twenty-four hundred
dollars for labor, which according
to our figures is about the average
cost of an aluminum siding job.

SAM

(leans into the
microphone)

I don't get the point of this.

MASTERS

Twenty-four hundred dollars that
you charged for labor, is the same
as if Mr. Boloshevski had purchased
the aluminum siding and had the
labor done.

TILLEY

Maybe I'm missing the point here,
but if he paid twenty-four hundred,
which is the cost of the job, I
can't see anything wrong with that.
I don't know the guy, but I don't
quite get the problem.

MASTERS

What we're getting at here... what
we're trying to stress, is that
the job was sold under false
terms. The man didn't win any
award... he was not getting
aluminum siding at a special price.
A clear case of deception was
involved here.

TILLEY

(to Sam)

What's he talking about? The man
got the job for twenty-four hundred
dollars, and that's what it costs
in aluminum siding.

(MORE)

(CONTINUED)

TILLEY (CONT'D)

(leans into
microphone)

Um... I don't know... we have no recollection of this particular job, but I don't know if this is deception. Look, if you work in a clothing store, some guy tries on a suit, it looks like shit, but you tell him it looks wonderful. The guy's standing there looking like a sack of shit, the salesman says what a great suit and the man buys it. That's deception as far as I can see, but I don't understand the deceptiveness that you say we're responsible for... if I make myself clear.

SAM

(leaning into
the microphone)

I'd go along with that as well.

MASTERS

What we're trying to establish are the principles that have been laid down as part of the Home Improvement code of ethics... that you cannot mislead someone intentionally, and I think that's the principle that applies to this.

TILLEY

Did somebody put a gun to this guy's head and make him spend twenty-four hundred dollars? I don't get the point here. I don't know the specifics of this case, not being privy to all the information, but all I can say is this guy got a fair price for a fair job.

Another commissioner, BUD DELANEY, takes the microphone.

DELANEY

(to Tilley)

Do you know Mr. and Mrs. Rayburn of 156 Aberdeen Avenue, Essex?

(CONTINUED)

TILLEY

(looks to Sam
and shrugs his
shoulders; then
into mike)

I think you'd have to familiarize
me.

DELANEY

The couple purchased twenty-eight
hundred dollars' worth of aluminum
siding and the two of you were the
salesmen on record. They say, and
I quote here, 'that they would
have received one hundred and
fifty dollars per home for every
person in the neighborhood who
saw their house and decided to
buy aluminum siding.'

(looking up from
paper)

Is that true?

TILLEY

It sounds right.

DELANEY

Are you aware that, according to
the Home Improvement code, you
are not allowed to exceed a
twenty dollar limit in
incentives?

TILLEY

(shrugs his shoulders)

We wanted to be a little more
generous, that's all.

DELANEY

The couple said that they never
did receive any money from any
other jobs, as you had promised.

SAM

(leaning into
microphone)

We didn't get any leads from them.
Their house was not the showplace
that we thought it would be. It
didn't generate the activity that
we had hoped.

(CONTINUED)

125 CONTINUED: (4)

125

TILLEY

(interrupting)

But should a referral turn up in the community, we'd be more than happy to give them twenty dollars instead of the hundred and fifty.

MASTERS

(leaning into microphone)

Excuse us for one moment.

He then leans over to Delaney, and they start to confer. Tilley and Sam watch, wondering what's going on. Masters leans in the other direction, holding his hand over the microphone, and he talks to the other commissioners. They nod in approval, then Masters leans back into the microphone.

MASTERS

Thank you very much, gentlemen. Should there be a reason in the future to call you back, we would like to reserve that right.

TILLEY

(leans into microphone)

Glad we could be of some service.

Tilley and Sam get up from the table and walk out of the building.

CUT TO:

126 EXT. TOBACCO WAREHOUSE - DAY

126

Tilley and Sam are walking toward Tilley's car.

TILLEY

(rubbing his hands, gleefully)

We beat 'em, Sam... we beat 'em! What a piece of cake! No problem! They ain't got nothing on us... clean as a whistle... we're clean as a whistle!

SAM

I need a drink. I hate inquisitions.

CUT TO:

127 EXT. SOCIAL SECURITY OFFICE - NIGHT

127

Heavy RAIN is falling. Nora, with an umbrella, walks quickly across the parking lot. Suddenly BB slips under the umbrella with her.

NORA
(reacting sharply)
I don't want to see you anymore.

She pulls away from BB and continues walking. BB walks behind her, getting soaked in the rain.

BB
I gotta talk to you.

NORA
I don't want to listen.

BB
Give me a chance to explain. You owe me that much.

Nora still walking toward her car in the downpour.

NORA
I don't owe you anything.

BB lets her walk away. After a beat, he yells out.

BB
It was a lousy thing to do, okay?
It was a lousy thing to use you
to get back at your husband... but
the fact is that I never would
have met you otherwise.

Nora stops and turns to look at BB.

BB
(more quietly)
It was lousy... it was a
disgusting, terrible thing...
but a lot of good came out of it.

NORA
What kind of a person would come
up with such a devious thing?

BB
I'm not always a nice guy, I
admit that. I got a lot of
training in deceit... it's an
occupational hazard.

They stand looking at one another in the rain.

(CONTINUED)

NORA

I'd like to know what it is about me that I have to fall for tin men. What kind of character flaw do I have?

BB

I didn't want to have to come here. I wish that I didn't have to ever see you again. I've gone this far in my life without having to have this kind of thing happen to me. I was going through life, sailing along, pretty good... doing okay, and I tried to get even with some crazy guy... and I'm here.

NORA

The wet becomes you. Gets rid of some of the slickness.

BB

I don't like the idea that I'm not in control of this, but if this stuff's got to happen, I guess I've got no choice. I wanna... ya know...

(he gets angry)

... I wanna be with ya! Okay, I said that... I said it, okay?! I wanna be with ya! It pisses the hell out of me, and I'm gonna tell you that to your face, but I want to be with you because... I miss you and I'd like to live with you... I'd like to marry you... and that's that!

Nora eyes him carefully. The rain falls on her umbrella and the rain beats on BB's head. After a long moment.

NORA

I was hoping for something a little more romantic... but, okay.

A slight smile comes to BB's face.

CUT TO:

128 INT. PIMLICO HOTEL - BAR/RESTAURANT - NIGHT

128

Tilley and Sam are sitting at the bar nursing a couple of drinks. In the b.g., the pianist is playing "Last Night When We Were Young," and a few people are sitting around the piano joining in with the song.

SAM

Ya know, Tilley, we been working together for over a year.

TILLEY

Yeah, must be about that.

SAM

I've been thinking that sometimes a different combination makes for better luck. Ya know what I mean? I mean, maybe the two of us ain't the right combination.

TILLEY

I'm just getting used to ya, Sam.

SAM

Let's face it, we're not exactly setting the world on fire.

TILLEY

It's a slump... it's a slump, Sam.

SAM

Maybe it's a slump, but like baseball, some time they have to change the lineup to get the team going again.

TILLEY

You're not serious about this, are you, Sam?

SAM

Yeah.

TILLEY

You're serious? You wanna get another partner? You don't think I'm gonna pull out of this?

SAM

I know you're gonna... I know you're gonna.

TILLEY

So?

(CONTINUED)

SAM

Look, we beat the Commission today
... you know, we got a little bit
of a victory. We split right now
and maybe we can add to that...
you know what I'm saying?

TILLEY

I know... I know. Change in the
lineup. Okay, maybe it'll help...
maybe it'll help.

(he drinks his
whiskey)

You got any ideas for a new
partner?

SAM

Well, I had a conversation with
Solly Shavitz, so... maybe I'll
go with him.

(beat)

Mouse is gonna need a new partner
because Dennis is going into used
cars.

TILLEY

Mouse! Mouse! He gets on my
nerves... He eats too much.

(beat; he holds
up his whiskey
glass)

Here's to some pretty good times,
huh?

Sam smiles.

CUT TO:

Looney, looking tanned, sits with Stanley at the bar.
BB and Nora are dancing in the b.g.

LOONEY

I don't get it... the broad
smashes into his car and he takes
her dancing. Some kind of dating
ritual that I'm not familiar with.

STANLEY

BB's a pretty good tin man, huh?

(CONTINUED)

LOONEY

Pretty good? Whew! Man's what legends are made of. Started selling pots and pans door to door at sixteen. Nothing he can't sell.

ANGLE ON BB AND NORA

The song ends and BB walks Nora back to the table they were sitting at.

BB

You're gonna come back and stay the night?

NORA

I dunno... all my things are back at Nellie's -- the other side of town.

(beat)

I know what I could do, I'll go back to the house... there's still a few things I left behind ... at least I can get a change of clothes.

They both sit down. BB looks at Nora.

BB

I'm glad this is working out.

NORA

You really happy?

BB

Yeah.

NORA

You don't really show a great deal of exuberance.

BB

Honey, for me... I'm a parade.

CUT TO:

130 EXT. STREET - TILLEY'S HOUSE - TIGHT SHOT OF HAND - NIGHT

130

Rattling a special padlock. PULL BACK to reveal Tilley at his front door, trying to get in.

(CONTINUED)

CAMERA PANS to see Nora's car pulling up in front of the house. Nora turns off the car lights and exits the car. She starts up the front walk and stops.

NORA

What happened?

TILLEY

The I.R.S... they need my furniture. They got some living room somewhere in this country that needs to be furnished.

NORA

They're taking the furniture?

TILLEY

The furniture, the whole house. They locked it up... they confiscated it.

NORA

(yelling up to him
on the porch)

What do you expect? You expect to get some preferential treatment ... you're some special case? You've got to pay your taxes just like everybody else has to pay their taxes!

Tilley shrugs.

NORA

How many arguments did we used to have about filing your taxes?

TILLEY

We had a lot of arguments.

Nora starts toward him. Tilley sits on the steps.

NORA

(as she sits beside him)
There's a responsibility that you've got to have. It's a long way from high school, Tilley.

TILLEY

I was doing pretty good there for a while... doing pretty good. Had my house, had a wife, a Cadillac... I still got my Cadillac.

(CONTINUED)

NORA

Where are you gonna sleep?

TILLEY

I'll stay at Sam's for a couple of days until I get set up.

(beat)

What're you doing here, anyway?

NORA

There's just a couple of things you didn't throw out of the house ... a couple of things I didn't find in the drawer.

TILLEY

I don't know... I did a pretty good house cleaning number on you.

NORA

Listen, about the divorce. Do you want to file, or should I file?

TILLEY

I got to be frank with you, this guy is nuts.

NORA

He told me all about it... all about how you threw eggs at him.

TILLEY

He told you it was about eggs? The guy tried to break into my house. He tried to steal things from me.

NORA

He was trying to find me. We had an argument.

TILLEY

I think you'd be making a big mistake if you married him.

NORA

It's not for you to make decisions for me.

TILLEY

I think maybe I should, because I think you're being misled... I think you're confused. I think...

(CONTINUED)

NORA
(interrupting him)
I know what I'm doing.

TILLEY
(interrupting Nora)
Nora, listen to me. I know about
guys...

NORA
(cutting him off)
I appreciate your concern, but
it's not for you...

TILLEY
(interrupting her)
But this guy is as bad a choice
as you could make. Bad choice.

NORA
You're a good one to give advice...
you're sitting on the steps,
locked out of your house because
you can't pay your taxes, and
you're going to give me advice on
life?

TILLEY
I'm not giving you a divorce, and
that's it. I'm looking out for
your welfare. No divorce.

Nora looks at him, starts to say something, then stands
up and walks down the steps of the house toward her car.

TILLEY
(yelling to her)
It's for your own benefit, and
you'll thank me for it.

Nora turns toward Tilley and suddenly snaps.

NORA
My benefit! You don't give a
damn about me! You don't give
a damn who I marry. The reason
you don't want me to marry is
because he's the one taking your
wife, and you've got your own
problems with him.

(MORE)

(CONTINUED)

NORA (CONT'D)

You don't care about me... it's the same bullshit you're doing. That's what it always is with you, Tilley. It's always you! The I.R.S. took your house... your furniture! You don't say anything about my things in the house. I've got things in the house I worked damn hard for, and things that belonged to my family... the headboard that was given to me by Aunt Josephine, it's got to be at least a hundred years old... and the hand-embroidered footstool...

TILLEY

What footstool?

NORA

The hand-embroidered footstool over by the TV.

TILLEY

I don't remember seeing that.

NORA

It's been there forever... it was my granny's.

TILLEY

It's been there forever? I've never seen it.

NORA

You've never seen it!? You've never seen it!? You put your feet on it to watch TV... the hand-embroidered footstool.

TILLEY

I don't know what you're talking about. I never put my feet up to watch TV.

NORA

That's the way you are, Tilley, it doesn't mean anything to you. You don't care if they take it all away. It's all you, Tilley! That's the way it's always been.

(CONTINUED)

130 CONTINUED: (5)

130

She stands there for a moment, then turns back to her car, gets in, slams the door and drives off. Tilley stands on the front steps with a puzzled look on his face.

TILLEY
Hand-embroidered footstool?

He walks over to his car, gets in and STARTS the ENGINE... shaking his head in disbelief.

CUT TO:

131 EXT. SUPERIOR ALUMINUM BUILDING - NIGHT

131

BB drives up to the building in his Cadillac, the passenger door opens and Stanley gets out.

STANLEY
Thanks for the lift back, BB.
See ya around.

BB (O.S.)
Okay, Stanley.

Stanley closes the car door and BB drives off. Stanley watches BB's car turn the bend, and then he goes toward the office door.

CUT TO:

132 INT. SUPERIOR ALUMINUM OFFICE - NIGHT

132

Stanley is standing at the filing cabinet going through files. He takes some files and puts them to one side. Then, satisfied that he's got everything he needs, he picks up the files and turns to leave. BB is standing at the door watching him.

BB
You know something, Stanley, I
can always smell a guy who's not
made of tin.

He walks over to Stanley.

BB
It's against the law to steal
files. I could call and have
you arrested and sent to jail,
right now.

(CONTINUED)

STANLEY

I'll put everything back, nobody's
the wiser.

BB

You work for the Commission, is
that it?

Stan nods "yes."

BB

Doesn't the Commission have
enough information? They got to
send out guys like you to spy?

STANLEY

Well, we just started out, and if
we had some really good hard facts
of some infractions, it would give
us a lot of credibility in the
community.

BB walks closer to Stanley, looks at him for a second,
grabs him by his tie and pushes him backwards. Stanley
crashes into the filing cabinet.

BB

You know what your big problem
is, Stanley? You're lazy. If
you want to find out stuff, then
you dig... you get on the phone...
you canvas... 'We're from the
Home Improvement Commission...'
Go find your leads... that's what
we do all the time. You're just
lazy, Stanley. If we're doing
something wrong, you should
collect all your evidence.
Instead, you snoop around...
steal files. What is this?
Undercover time? You think
you're breaking up some big drug
ring? Is this the Mafia you've
infiltrated? All you've got here
is a bunch of guys selling tin
for Christ sake!

(beat)

You want some files?

He walks over to the filing cabinet, flips through some
files and pulls out three files. Stanley has gotten up
from the floor. BB throws the files down on the desk.

(CONTINUED)

132 CONTINUED: (2)

132

BB

Here... here's some jobs I did.
Leave Moe out of this... he quit
the business.

Stanley gathers up the files from the desk.

BB

Go on, get out of here.

Stanley starts for the door, and turns back.

STANLEY

Why are you doing this?

BB

If it's not gonna be you, it's
gonna be somebody else... and if
it's not tonight, it's gonna be
another time.

Stanley exits the office. BB picks up the files that Stanley had taken out of the filing cabinet, and starts to put them back. Then he slams the filing drawers closed very hard.

CUT TO:

133 INT. BB'S HOUSE - BEDROOM - NIGHT

133

BB and Nora are in bed together.

NORA

Maybe if I talked to him another
day he'll change his mind. I
mean, he's like that... one day,
he's this way and another day he's
that way.

BB

You don't need to talk to him.

NORA

I mean, he's probably, you know,
upset about the I.R.S. taking the
house and all our stuff.

After a beat.

BB

Ever see a Volkswagen?

(CONTINUED)

NORA

What?

BB

You know, those little Volkswagens.

NORA

What does that mean?

BB

It's a car... a little car.

NORA

What does that have to do with anything?

BB

I dunno... they're interesting.

NORA

What?

BB

It's interesting.

NORA

What's so interesting about a car?

BB

I dunno. It's a little thing... you know, a little thing. Guy tells me they don't even have radiators... they're air-cooled.

NORA

Yeah?

BB

It's interesting... different... something new. I like it.

CUT TO:

Wing is standing up at the blackboard chalking out schedules and sales. Tilley stands back and looks at the board, seeing his name up with Mouse.

(CONTINUED)

134 CONTINUED:

134

TILLEY

(to Wing)

Tilley and Mouse. It looks weird,
doesn't it? Looks very weird.

WING

Let's hope you have some better
luck with Mouse.

CUT TO:

135 INT. POOL HALL

135

The pool hall is fairly unlit, except for the slight shaft of light falling over several tables. Gil is playing pool with another tin man. Mouse, Sam, and three or four other tin men are playing pool.

ANGLE ON STAIRS TO POOL HALL

BB comes down the stairs into the pool hall.

ANGLE ON GIL

He stops playing pool.

GIL

(under his breath)

Mr. Marengay.

He goes over to the office door, opens it and yells to
Tilley.

GIL

Hey, Tilley... Mr. Marengay's
out here.

Tilley comes out of the office and stands looking at BB.

BB

Can I talk to you in private, or
do I have to talk to you over
fourteen pool tables?

Tilley moves down the hall toward BB.

(CONTINUED)

BB

We've got enough that's going down between the two of us, but the fact of the matter is that I love your wife, and I want to marry her.

TILLEY

I don't care who she marries, but I don't want her marrying you!

BB

Why don't we just talk about this in a nice, rational manner.

TILLEY

Rational? You're going to be rational?

BB

We've got our problems, but let's try and isolate this particular situation.

TILLEY

Isolate... isolate... I like this kind of talk. What the hell nonsense is that?

BB

What are you gonna gain from this thing here?

TILLEY

Now let me see here... I've got to isolate that for a moment and think it over.

BB

Nobody's going to benefit from making me mad.

TILLEY

You ought to hear yourself. You know that? You ought to listen to the way you talk. You come in here, you want to take my wife... you want to isolate this situation... you want to be rational. I've got no tolerance for you, mister. You know what I'm saying?

(CONTINUED)

BB
 What you're saying is you don't
 want to discuss this, am I
 right?

TILLEY
 (after a beat)
 You like pool?

The other tin men move closer to Tilley and BB, crowding
 in.

BB
 I enjoy the game.

TILLEY
 Why don't we play a little game
 of eight ball? If I lose, I
 consent to the divorce... if you
 lose, you give Nora up... walk
 away from her.

BB stares at Tilley; Tilley eyes BB.

BB
 (quietly)
 Rack 'em.

HARD CUT TO:

TIGHT SHOT OF CUE BALL

hitting the balls on the break. A seven ball drops into
 the pocket. CAMERA PANS TO BB who has a smile on his
 face at the successful break he just made. He quickly
 moves around the table, lines up a shot and sinks the
 ball. Tilley looks a little concerned. BB moves around
 the table quickly, confidently. He lines up another
 shot. He carefully strokes the pool cue between his
 fingers, hits the ball, and sinks the shot. He moves
 around the table -- he has a particularly complicated
 shot.

BB
 Combination... side pocket.

The tin men react. BB hits the ball and sinks it.

BB
 That's four.

(CONTINUED)

He quickly surveys the table and sees his next shot. He hits the ball, it goes toward the pocket, but bounces back slightly, missing the pocket. Tilley quickly goes to work. He sinks his first shot... his second. He makes a difficult shot.

TILLEY

Yes, sir! Yes, sir!

Tilley keeps moving around the table, sinking one ball after the other. He's enthusiastic, excited and confident. He sinks another ball, and another. He sinks every ball, then he eyes the eight ball for the coup de grace.

BB

(trying to shake

Tilley)

You make this one here, and you win.

TILLEY

Don't I know it... don't I know it!

He shoots. The eight ball heads for the pocket and doesn't make it. It hangs up on the felt about two feet from the pocket.

BB

Bad break.

BB quickly goes to work... sinks every one of his balls. He eyes the eight ball carefully. Tilley's nervous. A couple of the tin men make private side bets whether the ball goes or doesn't. BB lines up the shot; he shoots, and it misses, hanging up on the lip of the pocket.

TILLEY

Tough break.

Tilley quickly moves and sinks the eight ball.

TILLEY

You lose.

BB

Yeah... that puts an end to one of our differences. Now, concerning you...

TILLEY

Yeah?

(CONTINUED)

BB

I'm gonna beat the crap out of you. You want it here or do you want it outside?

TILLEY

Outside.

BB turns his back on Tilley to move toward the door. Tilley swings with all his might and hits BB in the back of the head. BB almost falls to the ground. Tilley goes to hit him again. BB hits him in the face, knocking him back. Tilley falls back... BB starts to move toward him. The tin men move in.

TILLEY

Stay out of this... this is between the two of us.

BB gets to his feet... the two guys eye one another, moving. BB quickly moves with incredible cat-like speed with four hits into the stomach, really fast, and one hit to Tilley's head. Tilley falls into the rack of pool cues, they all fall to the ground. BB goes to jump on Tilley. He slips on one of the pool cues and falls to the ground.

ANGLE ON DOOR TO OFFICE

Wing is standing watching the fight. He looks disgusted ... shakes his head.

BACK TO TILLEY AND BB

Tilley moves toward BB. BB hits him hard in the stomach again. Tilley keeps coming at BB. He rams him and knocks him to the ground. Tilley pushes BB's head onto the ground, trying to hit it against the floor. BB gets a hand free and hits Tilley hard in the side of the head. The tin men have seen enough and jump in and pull Tilley and BB apart. AD LIBS: "That's enough, you guys" ... "Come on, break it up." BB and Tilley stand up. BB brushes his suit down with his hand.

BB

I think our business is finished.

Tilley just stands watching BB. BB walks up the steps of the pool hall and exits.

CUT TO:

136 EXT. INDUSTRIAL ESTATE AREA - DAY

136

BB drives up to the front of the Superior Aluminum Siding building. He stops the car and gets out. He is fairly disheveled and has a bruise on his cheek. He walks up to the entrance of the building.

CUT TO:

137 INT. SUPERIOR ALUMINUM SIDING OFFICE - DAY

137

Three or four GIRLS are on the phones canvassing for sales.

GIRL #1

... Improves the insulation...

GIRL #2

... We'll have a representative in your area...

Carly, Cheese and Looney are sitting around a desk drinking coffee.

LOONEY

... Danny's an example of that. Danny goes into a bar, chicks lined up and down the bar. Walks up to one and says, 'Honey, would you like to fuck?' She'd slap him in the face. He'd move down to the next girl, say the same thing... she'd slap him. Then he'd just keep moving down, going from one girl to the other. Fifteen, maybe sixteen girls would tell him to get lost... to get the hell out of there...

BB enters, says "hi" to the Girls, moves to get a coffee.

LOONEY

... Call him names... but he doesn't take it personal, you see ... he keeps going, and then the next girl smiles. He says, 'Why don't you buy me a drink'... he scores. Every time. He goes through a lot of girls, takes a lot of slaps in the face, but he never takes it personally...

BB moves over to the guys.

(CONTINUED)

137 CONTINUED:

137

LOONEY

... And he always gets what he wants.

Looney looks up and sees BB's face.

LOONEY

Hey, Beeb. What happened to you? That broad beat the shit out of you?

BB smiles.

LOONEY

I think you must enjoy these masochistic relationships. Smashes your car... punches you in the face...

Bagel walks out of his office and across to NICK, a tin man sitting at a desk across from Looney. He hands Nick a file.

LOONEY

(to Bagel)

Bagel, you ought to get a load of this broad Beeb's messing with.

BAGEL

(looking over to BB)

Looks a little too romantic for me.

He walks back to his office.

CHEESE

You know who's no longer married to who?

CARLY

Well, we ought to know. There's like a million fucking people living in Baltimore. How many guesses do we get?

(NOTE: The following action and dialogue will run concurrently.)

(CONTINUED)

CHEESE
It's not that hard if you
think about it.

LOONEY
Ruby and Joe.

CHEESE
No, but they're friends
of them.

LOONEY
Friends of them...

CARLY
Ed and Ethel?

CHEESE
Ed and Ethel aren't that
friendly with Ruby and Joe.

CARLY
What are you talking about?
I went to a party, not two
weeks ago at Ed and Ethel's,
and they invited Ruby and
Joe over.

CHEESE
It doesn't mean they're
friendly because they're
invited to a party. They're
friendly, but not that
friendly. Couple I'm
thinking about were very,
very tight with Ruby and
Joe.

LOONEY
Do we have any money bet
on this, because otherwise
we could be thinking and
not gaining anything from
this discussion.

CARLY
Frank and Vivien?

LOONEY
Frank and Vivien broke up?

A MAN comes into the
office from outside.
He's carrying an envelope.
He approaches Nick, who is
closest to the door.

MAN
I have a certified letter
here for William Babowski.

NICK
(points to BB)
The guy over there.

The Man approaches BB who
is standing back from the
group a little.

MAN
William Babowski?

BB
Yeah.

MAN
I have a certified letter
for you.

BB takes the letter.

MAN
(hands BB a piece
of paper)
Would you please sign.

BB picks up a pen and
signs the paper.

MAN
Thank you.

He turns and exits the
office. BB looks at the
envelope, opens it and
pulls out a summons. He
reads it: "You are
summoned to appear before
the Home Improvement
Commission at 9:30 A.M.
on Wednesday, April 6,
1963."

(CONTINUED)

CARLY
I don't know... I'm just making names up for Christ sake.

CHEESE
They did break up, but that's not who I was thinking about.

LOONEY
I'd like to call on Vivien... she's one hot broad.

CARLY
Then why don't you call her?

LOONEY
I stood her up in high school... she's hated me for nearly fifteen years.

CHEESE
You stood up Vivien Marshall? Are you an idiot! What an idiot.

LOONEY
I stood her up for Denise, who happened to have been my wife. So, yes, I was an idiot. If I knew then what I know now...

CARLY
What was your ex-wife's maiden name?

LOONEY
Essex.

CARLY
Denise Essex. Did she have a sister named Wilma?

LOONEY
Yeah.

CARLY
You're kidding me.

BB smiles and walks over to Bagel who is standing outside of his office looking through some files. BB hands him the summons -- Bagel looks at it.

BAGEL
Jesus Christ! I think you should take some legal counsel, Double B.

BB
Not necessary.

BAGEL
Better to err on the safe side.

BB
I'd rather handle it myself.

BAGEL
Want me to find out what they've got against you? I know a clerk down there. For a price I could get the inside scoop. These guys are just fishing right now.

BB just shakes his head "no." Bagel looks at him.

BAGEL
You okay, Double B?

BB
Yeah... yeah.

BAGEL
Because ever since Moe went down you seem a little off your feed to me.

BB
Thanks for the concern, Bagel, but I'll be all right.

(CONTINUED)

137 CONTINUED: (4)

137

CHEESE
 What does this have to do
 with the couple who broke
 up?

BB puts the summons into
 his breast pocket and
 exits the office.

CARLY
 We'll get to that once we've
 discussed Wilma... they'll
 still be broken up... we'll
 get to that in a minute.

LOONEY
 How do you know Wilma?

CUT TO:

138 EXT. PIMLICO BAR/RESTAURANT - NIGHT

138

Tilley drives into the parking lot of the Pimlico -- he
 heads for a dark corner of the lot where about eight cars
 are parked. As he's about to park his car, he sees Wing
 talking to Masters in the car next to his. Tilley's a
 bit confused, stays in his car watching them. After a
 couple of beats, Wing gets out of the car and heads for
 the Pimlico. Masters drives off. Tilley gets out of
 his car and catches up to Wing.

TILLEY
 Hey, Wing, isn't that the putz
 from the Commission?

Points to car driving out of parking lot.

WING
 Masters? Yeah.

TILLEY
 What the hell's he doing hanging
 around here?

WING
 He wants information.

TILLEY
 I nailed his ass the other day,
 Wing. Can't lay a finger on me.
 I was amazing, you should have
 been there. I was amazing... I
 was respectful, courteous, but I
 was slipping and sliding... they
 couldn't touch me.

(CONTINUED)

138 CONTINUED:

138

WING

I got a real problem, Tilley.
Come inside, I'll buy you a drink.

CUT TO:

139 INT. PIMLICO BAR - NIGHT

139

Tilley and Wing are sitting at a table. The pianist is playing, and people are sitting around the piano joining in with the song.

TILLEY

You're gonna sell me out to the
Commission? Wing, am I hearing
this right?

WING

I'm up front with you about this...
I'm up front with ya, Tilley.
I've got my balls in a vice...
what am I gonna do?

TILLEY

Is this about the money I owe
you? Are you just pissed? You
want to get even because of the
horse race? I told ya it was an
accident.

WING

Tilley, it's got nothing to do
with the money.

TILLEY

You're selling me out? You're
gonna let them bury me? Jesus
Christ, Wing... Jesus Christ!
I'm not gonna be able to work in
this business? Wing, this was
my chosen field!

WING

Masters was gonna take this
company apart. You're the low man
on the totem pole, Tilley. There's
a lot of guys earning a good
living... no sense for it all to
go up in smoke. You understand,
don't you, Tilley? It's just
business.

(CONTINUED)

TILLEY

Jesus Christ!

WING

Listen, Tilley, you owe me sixteen plus from the race, and you're in for over two grand on the books, so I tell you what... I'll wipe the slate clean.

He takes out his wallet from his pocket, and peels off a few notes.

WING

Here's a thou until you get yourself set up. I can do no better than that.

TILLEY

(looking at the money)

You'd sell me out for a lousy three thousand dollars? Three thousand dollars and I got to go down the toilet? Jesus Christ, Wing, how long the two of us been busting our asses together ... Jesus Christ! We got some history to this relationship for Christ sake. Masters puts a little squeeze on you, you just sell out. Three thousand dollars?!

WING

The bottom line is, I'm running a business, Tilley.

(he peels off another couple of hundred dollars from his wallet)

Here's another deuce. I carried you a long time, Tilley. I've done a damn sight more than a lot of other guys would have done for you... and I don't see no gratitude from you.

He gets up to leave.

(CONTINUED)

139 CONTINUED: (2)

139

WING

You can finish up whenever you like.

(throws a few
dollars on
the table)

I'm sorry, Tilley. That's the way of the world.

He pats Tilley on the back and walks away.

CUT TO:

140 EXT. VACANT PARKING LOT - NIGHT

140

Tilley's Cadillac drives into the lot which overlooks the harbor. We see the harbor city lights surrounding the lot.

CUT TO:

141 INT. TILLEY'S CADILLAC - NIGHT

141

The RADIO is playing. Tilley stops the car, turns off the lights, but leaves the radio playing. He leans into the back of the car and takes a pillow off the back seat. He props the cushion up against the passenger side, and lies down, looking up to the roof of the car.

CUT TO:

142 EXT. CADILLAC IN PARKING LOT - LONG SHOT - NIGHT

142

of the car sitting in the deserted lot.

FADE TO BLACK.

FADE UP ON:

143 INT. BB'S APARTMENT - KITCHEN - EGGS - DAY

143

being fried in a frying pan on a stove.

NORA (O.S.)

(yelling)

Bill! Better hurry up,
everything's ready.

(CONTINUED)

143 CONTINUED:

143

ANOTHER ANGLE

Eggs being slipped onto a plate with some bacon and hash browns.

ANOTHER ANGLE

BB comes into the kitchen of his apartment. He is tying his tie. WIDEN SHOT to include Nora.

NORA

I can't believe that you're up so early. This is a rare occasion.

BB

Yeah. I just got some business downtown I gotta take care of.

He stands there watching Nora as she prepares the plates of food.

NORA

Toast will be ready in a second. Coffee's on the table.

He continues to stand watching her -- she's not aware that he's watching her. She waits for the toast to pop up out of the toaster.

BB

Listen, Nora. I... um... I... er ... lied to you the other day.

Nora is still waiting for the toast, looking inside the toaster to see if it's getting brown.

NORA

How so?

BB

I went to see Tilley about the divorce.

She turns to look at him.

BB

He was not too agreeable, and one thing led to another, and we decided to shoot some pool to settle the matter.

NORA

What?!

(CONTINUED)

143 CONTINUED: (2)

143

The toast pops up -- she ignores it.

BB

We played pool. If I won he'd give you up, if I lost I'd give you up.

NORA

You played pool for me?

BB

Nora, I had no choice.

NORA

It's the most despicable thing I've ever heard in my life. I mean, it's disgusting... guys shooting pool to determine my future.

BB

Nora, I had no choice!

(beat)

Hand me the toast.

NORA

Get the toast yourself.

BB takes the toast out of the toaster.

BB

I'm just trying to be honest. It's been on my mind... on my conscience.

He picks up a plate.

BB

This plate yours or mine?

NORA

Why don't you take both... maybe you can choke to death on one of them.

BB takes one of the plates and goes toward the table. Nora watches him a beat, amazed that he doesn't seem to recognize the seriousness of the situation.

(CONTINUED)

NORA

(angry)

How can you be so... how can you not understand how wrong that is? I can't understand that mentality! Shoot pool for me! It's insane.

BB dips his toast into his eggs.

BB

Tilley is not the most rational man in this world. I tried to talk to him... he wouldn't listen. So, what are my options? You know what I'm saying? What are my options?

NORA

I can't believe you had to shoot pool! Don't you understand that ... don't you understand how crazy that is? You're sitting there... you're eating your eggs as if it's normal business in life here! Like feudal lords or something you used to read about in history books.

BB

All right, I'm sorry.

Beat.

NORA

What happened?

BB

I lost.

He dips more toast into his eggs and eats.

NORA

You lost?

BB

I blew the eight ball.

NORA

You lost?

BB

Yeah.

(CONTINUED)

143 CONTINUED: (4)

143

NORA

What does that mean?

BB

It means I'm supposed to give you up, and I'm never supposed to see you again.

NORA

Will you stop eating the eggs for a minute! How can you tell me things like this and casually eat your eggs?! What does this mean, Bill?

BB

Well, I'm supposed to give you up as part of honoring that agreement, but I'm not that honorable a guy.

He smiles, takes a quick sip of his coffee.

BB

I gotta go.

NORA

Why are you running off so fast here?

BB

I told you, I got some business downtown.

He gives her a kiss. Starts to go, turns back, gives her another kiss, more passionate this time.

BB

I'll see you later.

He goes down the hall to walk out the front door.

144 EXT. BB'S APARTMENT - FRONT DOOR - DAY

144

Nora walks behind him, stands and watches him go out the door and down the front steps. He gets into his car and drives off. Nora stands at the door watching the car drive away.

CUT TO:

145 EXT. DOWNTOWN STREET - DAY

145

Tilley pulls his Cadillac into a parking space just a little up the street from the tobacco warehouse which houses the Home Improvement Commission. He gets out of his car, locks the door and starts down the street. BB's car drives past Tilley. CAMERA FOLLOWS BB's car as he pulls into a parking space close to the Commission building.

CUT TO:

146 INT. TOBACCO WAREHOUSE - DAY

146

Corridor off the main hearing room. The hearing is not yet in session. Tilley sits on a bench against a wall. He glances up, his eyes drop and then he looks ACROSS CAMERA. CAMERA PANS TO the opposite side of the corridor where BB sits on another bench against a wall. BB glances off at Tilley and then drops his eyes. CAMERA PANS BACK TO Tilley. A few beats go by. Both men are uncomfortable with one another's presence.

TILLEY

(finally, to BB)
You gotta testify, huh?

BB

You?

TILLEY

Yeah.

BB

You got a lawyer?

TILLEY

Nah. I already testified once.
I beat 'em before, I'll beat 'em
again.

(beat)

You got a high-priced mouthpiece
to speak for ya?

BB

I don't need one. I don't expect
to win.

TILLEY

How so?

BB

I gave them some pretty
incriminating evidence.

(CONTINUED)

146 CONTINUED:

146

TILLEY

You gave them evidence?

BB

The only way I could think to get out of this business.

He smiles.

TILLEY

(points, laughing)

Hey, that's good... that's good, yeah.

There's activity in the hallway.

VOICE (O.S.)

The hearing for the Home Improvement Commission is now in session.

Tilley stands.

TILLEY

(to BB)

So... how's Nora?

BB

She's doin' all right.

A MAN comes out of the hearing room.

MAN

Ernest Tilley?

TILLEY

Yeah... here.

(turns to BB)

Take good care of her.

CUT TO:

147 INT. TOBACCO WAREHOUSE - LONG SHOT OF HEARING ROOM - DAY 147

of the Home Improvement Commission. Five or six commissioners are behind a long table, led by John Masters, there is a gallery of observers, and Tilley sits at the defense table across from the commissioners.

MASTERS

(into microphone)

Are you aware that that's a violation of sections 258 and 261?

(CONTINUED)

TILLEY

I'm not aware of the section numbers. Sometimes you get a little overzealous in the heat of the sales pitch, that's all.

BB is watching the proceedings. CAMERA HOLDS ON him.

MASTERS (O.S.)

Was it the heat of the sales pitch on February 23rd of this year that made you write across a contract 'This Job Is Free'?

ON TILLEY

who is falling apart.

TILLEY

As I remember, no sale was made concerning those customers.

MASTERS

It fell out because a loan couldn't be arranged, but the people did agree in principle.

(beat)

The point that we'd like to stress, is that you misled these people. Told them the job was free. Then you sent in your closer with some cover story about how you had suffered a nervous breakdown, and a sale was ultimately made for twenty-three hundred and seventy-seven dollars. That is misleading and deceptive sales practice.

TILLEY

It was temporary insanity. I don't know... it just came over me ... it might have been something I ate. I don't know... it was crazy, I'm the first to admit it was a crazy thing to do. Believe me...

(CONTINUED)

147 CONTINUED: (2)

147

MASTERS

(cutting him off)

We have other specific examples of deceptive sales practices on your behalf concerning a job carried out on December 11, 1962. You violated sections 241 and 247. And concerning a job sold to Mr. and Mrs. DeFranco on October 9, 1962, violations of sections 251 and 257 took place.

TILLEY

What are all these numbers here? I'm not familiar with all these section violations.

ON BB

who is watching the proceedings intently.

MASTERS (O.S.)

It is the feeling of this commission that these infractions are severe violations of the Home Improvement Laws, and therefore constitute misuse of the license to sell aluminum siding as approved by this state.

CAMERA ON MASTERS

MASTERS

It is the decision of this commission to revoke your license to sell aluminum siding...

CAMERA ON TILLEY

He's not very happy.

MASTERS (O.S.)

... Which will prohibit you from practicing in the state of Maryland.

TILLEY

Are you sure? Maybe the guys want to think this over.

(CONTINUED)

147 CONTINUED: (3)

147

BACK TO MASTERS

MASTERS

Thank you, Mr. Tilley. You may hand over your license to the clerk of the commission on your way out.

TILLEY

gets up from the table and goes to the back of the room to exit the building. He stops at a desk just inside the door where the clerk is sitting. Tilley pulls out his wallet, takes out a small document, and throws it down on the desk. He exits the building.

CUT TO:

148 INT. TOBACCO WAREHOUSE - DAY

148

Same as before, except now we see Stanley enter and sit amongst the observers.

ANGLE ON MASTERS

MASTERS

Will Mr. William Babowski please come forward.

BB walks over to the defense table and sits down.

MASTERS

You have the right to have a lawyer present if you so wish.

BB

I do not wish.

CUT TO:

149 EXT. TOBACCO WAREHOUSE - DAY

149

Tilley walks down the street toward his car. Suddenly he realizes that there's an empty space and his car is gone. Tilley's a little confused, thinking that perhaps he parked elsewhere. A YOUNG BLACK KID walks up to Tilley.

(CONTINUED)

149 CONTINUED:

149

KID

Did you have a car parked here?
A Cadillac?

TILLEY

Yeah. What about it?

KID

A man told me to say they took it.

TILLEY

Who took it?

KID

Man said, the tax man. Gave me a
dollar to tell you so.

Tilley walks over and stands in the empty space where
his car had been.

TILLEY

Tax man! Fucking I.R.S. How low
can you get? How low can you get?

He walks around in the space as if somehow his car might
reappear. He mumbles to himself.

TILLEY

They're lowlife. How can people
come and take a man's car?... His
Cadillac?

CUT TO:

150 INT. TOBACCO WAREHOUSE - DAY

150

The hearing is continuing with BB at the defense table,
and Stanley watching.

MASTERS

I think with the number of
violations on your record, Mr.
Babowski, this commission has no
recourse but to revoke your state
license.

CAMERA ON STANLEY

MASTERS (O.S.)

Would you please drop off your
license with the clerk of the
commission on your way out.

(CONTINUED)

150 CONTINUED:

150

BB

BB
 (leaning into the
 microphone)

Thank you.

BB gets up and walks to the back of the room. He stops at the same desk as Tilley, but instead of going into his wallet like Tilley, he just reaches into his suit pocket, pulls out a license document and tosses it onto the table. Then he heads out the door.

CUT TO:

151 EXT. TOBACCO WAREHOUSE - DAY

151

BB walks down the street, making for his car. He sees Tilley still standing in the vacant parking space. Tilley sees BB. BB stops.

BB
 Sorry about your license.

TILLEY
 Yeah. You in there?

BB
 Yeah. They got my license as well.

TILLEY
 Sorry to hear it.

BB
 What are you doing standing there?

TILLEY
 This is where my car used to be.

BB
 Stolen?

TILLEY
 I.R.S. Fucking bandits! Bandits!
 Thieving sons of bitches!

BB looks at Tilley for a beat.

BB
 You need a ride uptown?

TILLEY
 I could use one.

(CONTINUED)

151 CONTINUED:

151

BB

Come on.

They cross the street and go toward BB's Cadillac. BB gets in the driver's side, Tilley gets in the passenger side, and the car pulls out.

CUT TO:

152 INT. BB'S CADILLAC - DAY

152

BB's driving and Tilley's in the passenger seat.

TILLEY

Some bullshit commission, huh?

(beat)

Tell me, where's it written in the Constitution that says you can't hustle for money? Where's it written? It ain't like I went into an alley and hit a guy over the head with a brick and stole his money... not like I broke into somebody's house and stole his stuff. All I'm doing is selling... where's the crime in that?

BB

I don't know what the world's coming to.

TILLEY

You're telling me. I don't know what the world's coming to.

CUT TO:

153 INT. BB'S CADILLAC - LITTLE LATER

153

BB's still driving and Tilley's in the passenger seat.

BB

You know what our big crime is? We're nickel and dime guys. We're small time hustlers. They got us because we're hustling nickels and dimes.

(CONTINUED)

153 CONTINUED:

153

TILLEY

Nickels and dimes. You got a good point there, BB. You're right on the money with that kind of thinking.

BB stops the car at a stop sign. Something catches BB's eye. THROUGH the windshield we see a Volkswagen "beetle" going from right to left.

ANGLE ON BB

as he watches the car.

BB

Gotta find a new business to get into.

TILLEY

New? Very hard to find something new to get into.

BB puts his foot on the gas and starts to drive.

BB

Maybe... maybe not.

TILLEY

Better put on my thinking cap... not easy to think of something new.

CUT TO:

154 EXT. STREET - LONG TELEPHOTO SHOT OF CITY - DAY

154

showing stacks of houses as the Cadillac drives away. A MacDonaldd golden arch is being put in place by a crane on the horizon line. It's almost as if it's a rainbow across the far side of town, and the Cadillac will drive through it.

BB (V.O.)

Believe me, we'll find something. It's just a matter of time.

TILLEY (V.O.)

Yeah... matter of time.

Beat.

(CONTINUED)

BB (V.O.)

You know, I hear the new Cadillac's gonna be out in a couple of months.

TILLEY (V.O.)

You're kidding?

BB (V.O.)

Yeah... they're changing the body. I hear it's a beaut.

TILLEY (V.O.)

Maybe I should put in my order now.

BB (V.O.)

What're you talking about? You ain't got a pot to piss in.

TILLEY (V.O.)

Give me the pot... I'll fill it.

FADE TO BLACK.

THE END