

SCRUPLES
"Pilot"

Written by

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Scruples
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ACT ONE

FADE IN:

EXT. RODEO DRIVE - NIGHT

LIGHTS, out of focus, glittering, an almost psychedelic swirl. The SOUNDS of a red carpet EVENT: a CROWD murmuring; LIMOS pulling up: a rock BAND playing in the distance. A CHYRON reads:

"BEVERLY HILLS, 1978"

MAGGIE MACGREGOR (OC)

Ready? In three, two, one...

The picture suddenly SNAPS INTO FOCUS, revealing MAGGIE MACGREGOR, 27, vivacious, in a sparkling 70's evening gown, standing in front of the multicolored lights of a spectacular store entrance, holding a microphone.

MAGGIE MACGREGOR (CONT'D)

(to "camera")

Welcome, everyone! It's Maggie MacGregor, coming to you tonight from the hottest Hollywood party of the year!

WIDEN to reveal the "camera" MAGGIE's talking to is a bulky 1970's handheld, operated by a cameraman. A SOUND MAN dangles a BOOM MIKE over her head...while all around we see the activities of a major event in full swing: SPOTLIGHTS sweep the sky; FLASHBULBS pop; VALETS scramble, PAPARAZZI jostle; FANS shout from behind barricades as LIMOS disgorge elite celebrities, starlets and moguls, who follow a red carpet toward the entrance, above which glows an elegantly-wrought SIGN reading: "SCRUPLES".

MAGGIE

It's the most anticipated fashion event ever on fabled Rodeo Drive: the opening of Scruples, the shopping palace that's going to blow the lid off fashion in this crazy town!

She turns toward a LIMO pulling up at the curb.

MAGGIE (CONT'D)

Everyone's here. Streisand, Cher, Redford, Halston, Ralph Lauren...

She points as a tuxedoed MAN, and a gorgeous young STARLET (MELANIE ADAMS, 21, bewitching in full 70's slinkiness) step from the limo to the adulation of the FANS.

MAGGIE (CONT'D)

There's producer Bob Evans with hot young actress Melanie Adams, whose exploits on and off camera have been rocking this town. And, oh my goodness, here's Harriet Toppington, the editor of Vogue Magazine.

She "collars" HARRIET TOPPINGTON (48, think Anna Wintour).

MAGGIE (CONT'D)

You've come all the way from New York to be here tonight?

HARRIET

Absolutely. This little shop is going to redefine fashion on the West Coast. And the reason it's here at all is Billy Ikehorn. She practically built this place with her own hands. Turned the old-boy network on its head.

(to the camera)

Congratulations, Billy. Woman to woman, well done.

INT. SCRUPLES - NIGHT - SAME TIME

A fusillade of POPPING FLASHBULBS introduces us to BILLY WINTHROP IKEHORN (35, beautiful, svelte, and chic), perfectly gowned, coiffed and bejewelled, descending the magnificent STAIRCASE which is the focus of this huge, spectacular store. On all sides, the invited mob of glitterati turn to watch. Billy's smile is that of a confident victor, her step that of an elegant tigress. She knows all eyes are on her - yet, as always with Billy, there's a certain feral wariness, an intense private side, a well of secrets, that she keeps to herself; which makes her just that much more regal. From the knot of PHOTOGRAPHERS at the bottom of the stairs a VARIETY REPORTER calls out.

VARIETY REPORTER

Mrs. Ikehorn!

BILLY

Please. Call me Billy.

VARIETY REPORTER

Looks like you've got a hit on your hands with SCRUPLES.

BILLY

Well, I certainly hope so.

A no-shit gal. MURMURS of approval from the glitterati.

BILLY (CONT'D)

As many of you know, it's been a long time coming. But I think my late husband Ellis Ikehorn would be proud.

HOLLYWOOD REPORTER REPORTER

The name: "Scruples". Isn't that odd for a fashion emporium? How'd you come up with it?

BILLY

That's a long story. For now, the important thing is that we're here, and you're here.

(to all)

Welcome, all.

Applause from all around. Billy holds up a hand for quiet.

BILLY (CONT'D)

I would like to open the evening, however, by thanking two people without whose help this dream would never have come true. Spider Elliot...and Valentine O'Neill.

She nods across the room toward SPIDER ELLIOT (28, handsome and irresistibly winning), leaning against a pillar, watching, cool but pleased. Next to him stands VALENTINE O'NEILL (24, cute, an ethereal sylph, Leslie Caron), brimming with emotion.

BILLY (CONT'D)

We've known each other for, let's see, less than a year. But oh, the places we've been. Haven't we?

ANGLE - VALENTINE almost blushes. Hardly moving her head, she casts a quick glance over her shoulder, as we RACK TO JOSH HILLMAN (35), watching. Clearly, something's up between these two.

ANGLE - SPIDER, a smirk on his face, glances across the room...and spies MELANIE ADAMS, eyeing him.

She gives him a tentative little smile. SPIDER'S expression freezes. He looks away.

ON THE STAIRCASE BILLY motions to a WAITER who approaches with a champagne glass on a tray.

BILLY (CONT'D)

Valentine, Spider, I consider myself lucky to call you my partners and friends. I couldn't have done this without you.

(lifts the glass)

So let me make a toast - Remember who you are...what you believe in...and what, in this town, you might become.

(holds up her glass)

To Scruples.

SPIDER, VALENTINE

To Scruples.

JOSH HILLMAN raises his glass, calling out to all.

JOSH

To Scruples!

All around, the clinking of crystal; the BAND breaks into music. DISCO balls begins spinning, enveloping the store in a whirl of lights as we MOVE IN on BILLY, laughing, all cares in the past - for now, anyway. The movements SLOWS, the SOUNDS dim...as, over this, we HEAR a NEW VOICE - older, raspier, but distinguished: the voice of MAGGIE MACGREGOR, now in her 60's, award-winning journalist and TV commentator, her blunt honesty known worldwide in 2012. Call this Maggie our NARRATOR, distinct from her younger self of 1978.

NARRATOR (VO)

Some people like to say she was Cinderella, but that's not true. Cinderella was lucky; Billy did it all on her own. She brought her own damn slippers to the ball.

Still in lyrical SLOW MOTION, we take the younger MAGGIE, now moving into the store, holding her mic, trailed by her camera crew, her face filled with youthful ambition and excitement.

NARRATOR (VO) (CONT'D)

I should know. She was my best friend.

SMASH TO:

EXT. NAPA VALLEY - 1978 - 2000 FEET IN THE AIR

The ROAR of an AIRPLANE ENGINE! A high performance BEECHCRAFT BONANZA BLASTS into view, 2000 feet above the lush curves of a Napa Valley vineyard. A CHYRON READS:

"7 MONTHS EARLIER"

IN THE COCKPIT - BILLY, in black mourning couture, a veil curling around her head, sits next to the hunky PILOT, HANK, in an Ikehorn Enterprises uniform.

NARRATOR (VO)

What she wore, where she went, who she was, people admired; but Billy didn't start out that way. She grew up a poor fat girl, shuffled from Boston to Paris like baggage. Still, by the time she was 28, she transformed herself.

REVEAL in Billy's lap a small, finely-wrought GOLD BOX.

NARRATOR (CONT'D)

And she'd found the great love of her life. But when Ellis died in 1978 - Billy didn't sit still.

Billy taps the pilot's shoulder, points below.

BILLY

There.

Hank nods. The PLANE circles. Billy raises the BOX to her lips and KISSES it: eyes closed, with a look not of grief, but the tender intimacy of a loving goodbye. Then...she PULLS OPEN the cabin WINDOW as Hank CUTS THE ENGINE.

NARRATOR (VO)

God knows she loved that man, but widowhood didn't suit her. Ellis wouldn't have wanted it to.

For a moment, there's no sound but the wind. BILLY SPILLS THE ASHES into the slipstream and blows a final KISS.

BILLY

Goodbye, my darling.

Then, the ENGINES ROAR to life. The pilot banks away.

PILOT
Home, Mrs. Ikehorn?

BILLY
No, Hank.

She points to a spot some miles in the distance, where a small BUILDING stands on a tiny road among the gentle hills.

BILLY (CONT'D)
Put us down.

PILOT
Here?

BILLY
Just put us down.

EXT. A NAPA VALLEY VINEYARD - DAY

BILLY's PLANE sits empty in the foreground, across a rustic road from a tiny, Spanish-style AUBERGE, circa 1920's.

INT. RUSTIC AUBERGE BATHROOM - DAY

Billowing drapes frame a window looking out at a spectacular landscape as BILLY stands in front of the mirror.

NARRATOR (VO)
Even later, after all that happened
- after she'd risen so high and
fallen so low, she never looked
back.

She unpins her veil, looks at her reflection, then turns and opens the DOOR to the BEDROOM...revealing HANK, the pilot, standing in his uniform, still puzzled.

HANK
You're not in mourning?

BILLY
I mourned my husband all the years
he was ill. I was faithful. I loved
him. And now that he's gone...

She flicks a hook on her dress.

BILLY (CONT'D)
...I'm done wearing black.

THE DRESS slides down and away. Billy stands naked, a clear, almost innocent smile on her radiant face, as...

ANGLE, THROUGH THE WINDOW - BILLY and the pilot make love.

NARRATOR (VO)
 (little laugh)
 Face it. That woman had more lives
 than a cat.

EXT. RODEO DRIVE - BEVERLY HILLS - DAY

MAGGIE MACGREGOR, 27, vivacious, in love with life, her hair blowing in the breeze, drives her bright yellow CONVERTIBLE VW BUG down the glitziest strip in California.

NARRATOR (VO) (CONT'D)
 As for me, in 1978 I was young. So
 was Beverly Hills.

Maggie smiles at the fashions on the street, the cars, the conspicuously conspicuous wealth.

EXT. BEL AIR - DAY

Maggie's VW putt-putts up an exquisite, tree-lined driveway toward a spectacular MANSION in the distance.

NARRATOR (VO)
 Paradise. If you could afford it.

EXT. BILLY'S BEL-AIR MANSION - DAY

THE VW weaves through delivery vans and parks between a Mercedes 450SL and a Bentley. MAGGIE gets out.

NARRATOR (VO)
 I met Billy on my first job as a
 journalist, covering her husband's
 business empire. But even then I
 had my sights on bigger things.

INT. IKEHORN LIVING ROOM - DAY

MAGGIE and BILLY at the foot of a spectacular staircase as Billy signs for a floral delivery while Billy's secretary EVIE oversees.

BILLY
 They bought your idea? Maggie,
 that's wonderful!

MAGGIE

It's something totally new on TV: a show about celebrities. Starring yours truly, of course.

BILLY

Naturally.
 (to Evie, per the flowers)
 Have them put in the study.
 (Evie departs)
 Tell me more. What's it called?

They head up the stairs and down the hall.

MAGGIE

"Maggie MacGregor's Sunset Strip". The stars, their lives, the gossip, the rumors...

BILLY

Sounds delicious. Everyone will hate you.

MAGGIE

I hope so. Otherwise, I'm a goner.

BILLY

I'll be sure to warn everyone I know.

MAGGIE

Actually, I was hoping...since you do know everyone...

BILLY

Oh, no. Send them to you like lambs to the slaughter? Is that why you're here?

MAGGIE

Not exactly. I need a gown. A spectacular one. I'll have it back tomorrow.

(shrugs)

Why shop when I can raid the closet of the best-dressed woman in town?

BILLY

Anything to help my up-and-coming young friend.

They move into Billy's BEDROOM: fabulous. A BALCONY overlooks the garden and POOL. Double doors lead to an enormous CLOSET.

MAGGIE
So, how's the young widow?

BILLY
Oh, keeping busy, knitting shawls.

MAGGIE
Except, you don't knit.

BILLY
(wry smile)
I miss Ellis. But life goes on.
It's time for a new chapter.
(opens the closet doors)
Go crazy.

REVEAL BILLY'S INCREDIBLE CLOSET - rows of fabulous, expensive, impeccable clothes. Tiers of exquisite shoes, lingerie, accessories. It's a small cathedral of taste.

MAGGIE
I feel like a junkie in a cocaine den. Maybe I'll just move in.

She steps in as EVIE looks into the room.

EVIE
Mrs. Ikehorn? Call for you. Mr. Franklin.

BILLY
Thanks, Evie.

She moves to her DESK, passing an EASEL set up by the balcony window, and lifts her PRINCESS PHONE.

BILLY (CONT'D)
Good morning, Royce.

INT. ROYCE FRANKLIN'S OFFICE - DAY

ROYCE FRANKLIN, 52, smooth, powerful, at his desk in the conservative law offices of Franklin, Marshall & Bening.

ROYCE
How are we this morning?

BILLY
You know. Still in the process of sorting things out.

ROYCE

On that note, I'd like to stop by tomorrow? Regarding the estate. Nothing important, but best to keep things moving forward. Say eleven?

BILLY

Make it ten.

ROYCE

I have a breakfast.

BILLY

I have a lunch.

ROYCE

Ten it is.

BILLY hangs up as we RACK TO MAGGIE who, a slinky GOWN draped on her arm, has exited the closet and stands at the EASEL.

MAGGIE

Billy? What is this?

BILLY

(smiles)

You found it. My next chapter.

REVEAL, on the easel, an ARCHITECTURAL RENDERING: the outlines of a magnificent STORE FRONT, with insets of several FLOORS of rooms - showrooms, fitting rooms, etc. We may recognize it as the store in the opening scene. MAGGIE stands transfixed, eyeing it as BILLY joins her.

MAGGIE

My god. It's brilliant. Some kind of store?

BILLY

More than a store. A place for real style in this town.

MAGGIE

Who better to play tastemaker? It's everything you're known for: style, elegance, class...

BILLY

Or maybe just foolhardiness. But it's a dream I've had for years; Ellis, too. Then he fell ill, and there just wasn't time, but he loved the idea.

(a little smile)

(MORE)

BILLY (CONT'D)

He'd say; "if anyone can make this work in the fashion wasteland of Beverly Hills, it's you". Maybe this is my way of making him proud.

MAGGIE

So what do we call it? "Billy's Place". No -

BILLY

The first thing to do is find people to make it happen: designers, dressmakers, people with vision. I want the best.

MAGGIE

Then go to Paris.

BILLY

(firmly)
No. Not Paris.

MAGGIE

Why not? All those years you lived there -

BILLY

Paris is old. Stuffy. I want my store to be young. Surprising. Unique.

MAGGIE

So, where do you start?

BILLY

I go to New York in two days. To see what's new and to meet people.

MAGGIE

Perfect! I'll be shooting there next week. We'll have dinner, drink Black Russians, and make total fools of ourselves.

BILLY

If I even remember how.

MAGGIE

It's like knitting: you will.
(seeing Billy eyeing the drawing, eyes moist)
You're lucky to have had a love like that.

BILLY

"Have". Some things don't ever die.
 (brushing away the tears)
 Anyway...try it on. Go.

She nods to the GOWN in Maggie's arms. Maggie heads back toward the closet. Billy looks back to the drawing.

BILLY (CONT'D)

I do need a name...

PUSH PAST HER out to the balcony, over the lush landscape of Southern California as

NARRATOR (VO)

What she got, of course, was something more: two kids who would change her life. Call it kismet, or coincidence; or...

INT. SPIDER ELLIOT'S STUDIO/LOFT - CHELSEA - DAY

NARRATOR (VO)

...just call it New York.

DOWNTOWN MANHATTAN floats in the arched loft windows as SPIDER ELLIOT sticks his sleepy head out from under a pile of sheets to see JACKIE WYNDHAM - 23, tall, willowy, British, perfect in every way a magazine model is perfect - pulling on bra and panties, stuffing last night's in her bag, dressing to leave. Across the floor lie the remnants of last night's photoshoot - cameras, lights, cables, sheets. Spider blinks.

SPIDER

Leaving so soon?

JACKIE

It's practically noon, Spider.

SPIDER

Daylight. What a drag. Come back and we'll make it go away.

JACKIE

Can't. I've got a shoot uptown. Scavullo.

SPIDER

Scavullo will wait. This is love.

JACKIE

Do you even know what that is?

SPIDER

How bout you teach me?

He grins. She pulls on her skirt, buckles her belt.

JACKIE

Gotta say, Spider, you're a rarity - a guy in this business who actually likes women. Just watch your step. Harriet doesn't like her henhouse invaded by wolves; particularly when the wolf - that would be you - is her handpicked new discovery.

SPIDER

I think I can handle Harriet.

JACKIE

Just remember: the editor of Vogue has very long nails.

She picks up her bag, turns toward the LOFT ELEVATOR.

SPIDER

It's broken, babe. Remember? Just the stairs.

JACKIE

Bye, Luv. I'll think of you all...the...way down...

She smiles and goes out. Spider rolls, stretches luxuriously, then pulls from beneath his pillow a SILK SCARF.

SPIDER

Jackie. You forgot your...oh, hell...

He jumps out of bed - naked - and hustles across to the stairwell door, bangs it open and steps out into

THE STAIRWELL LANDING - CONTINUOUS

...where there's no sign of JACKIE. He calls down the stairs.

SPIDER (CONT'D)

Hello? Jackie??

He shrugs and turns to go in...as the DOOR SLAMS behind him. Spider, naked, holding the SCARF, tries the door; its locked.

SPIDER (CONT'D)

Uh-oh....

He looks down the stairwell, considers going down but, discards that plan. Looks up...just as, above, a DOOR SLAMS. FOOTSTEPS are heard descending. He calls.

SPIDER (CONT'D)

Hello?

VALENTINE'S VOICE

(from above, a touch of French accent)

Yes? Who is it?

SPIDER

Before you come down, I think you should know -

VALENTINE'S VOICE

Yes, the lift. I know. *Et puis zut.* And I have to march down these stairs in a *fucking* pair of...

VALENTINE O'NEILL appears on the stairs above, carrying a PORTFOLIO. She stops as she sees SPIDER naked on the landing.

VALENTINE

...heels.

Spider covers his crotch with the SCARF.

VALENTINE (CONT'D)

You forgot your pants.

SPIDER

You noticed.

VALENTINE

(per the scarf)

But your choice of paisley? Inspired.

SPIDER

Thanks. I'm Spider Elliot. 4-A.

VALENTINE

The photographer? How impressive.

(her eyes on the scarf)

That is to say...I'm Valentine O'Neill.

SPIDER

And I need a phone.

VALENTINE
(little smile)
Among other things. Yes?

INT. VALENTINE'S LOFT - ONE FLOOR ABOVE - MINUTES LATER

SPIDER, a TOWEL now wrapped around his waist, noses around the loft as VALENTINE rummages in her closet. The loft is crowded with PACKING BOXES.

SPIDER
How long have you lived here?

VALENTINE
(in the closet)
Nearly now a month. But I've barely had time to unpack.

SPIDER
Hope I'm not too noisy downstairs.

VALENTINE
Your guests have a tendency to moan.

Spider flips open Valentine's PORTFOLIO, eyes the designs as

VALENTINE (CONT'D)
I loved your spread in Vogue last month. The one with the snake?

SPIDER
You're a designer. From Paris?

VALENTINE
Yes, Paris. I'm hoping to...how did you know?

She appears in the closet doorway, holding a pair of TROUSERS. Spider nods to the portfolio.

SPIDER
You're designing for Paul Prince.

VALENTINE
Yes. As a matter of fact, we have a shoot tomorrow. Quite a big one.

SPIDER
Paul Prince is old news.
(per the designs)
So are these.

VALENTINE

Pardon?

SPIDER

My advice? Burn them.

VALENTINE

I worked hard on those!

SPIDER

They look like hard work. Where's the inspiration? The flow? The sex?

VALENTINE

Perhaps we're done with this conversation. Pants?

SPIDER

Here's what I see: in front of me, an artist, bursting with ideas.

(noticing)

You smell like lemon.

(per the portfolio)

What I see in here...is a talent in chains.

(tosses portfolio aside)

You need to break free. Make love to your designs. You do know how to make love?

VALENTINE

Get out.

SPIDER

I could give you some pointers. About the designs, I mean, not -

VALENTINE

Get. Out.

Trousers in hand, she advances on him as he retreats in front of her, clutching his towel around his waist.

VALENTINE (CONT'D)

Exactly who, or what, do you think you are? Coming into my house -

SPIDER

(per the trousers)

Would you mind -

VALENTINE

Snooping around, insulting my work.

SPIDER

Trust me. You'll thank me in the
long run.

She's backed him to the DOOR, reaches to open the door as...

SPIDER (CONT'D)

You have great instincts. Your
designs, just let them flow. Like a
really great orgasm.

(per the trousers)

Now may I -

VALENTINE

Out!!

She PUSHES him backwards onto the LANDING and, still holding
the pants, SLAMS THE DOOR in his face. Spider stands in his
towel. He hesitates, then knocks on the door.

SPIDER

You know, when you think about it,
this could be the start of a
beautiful friendship. Hello?
Valentine?

NARRATOR (VO)

It was the start of something, all
right. But who knows how it might
have turned out, if they hadn't met
Billy.

EXT. BILLY'S MANSION - ELLIS' OFFICE - (NEXT) MORNING

ROYCE FRANKLIN's manicured hand FLIPS open the lid of a
mahogany HUMIDOR and lifts out a very expensive CIGAR as

ROYCE

I find simple is better. We'll run
through the documents, have her
sign, and be on our way.

He turns to JOSH HILLMAN, standing with his briefcase by the
leaded windows of the leathered-and-librariated study.

JOSH

She may have questions about the
arrangements.

ROYCE

I think she'll listen to me.

(then)

Very fine, this humidor.

(MORE)

ROYCE (CONT'D)

A gift from me to Ellis. She has no use for it now. Remind me not to leave without it.

(as the study DOOR opens)

Ah, Billy.

BILLY is just entering. Royce and Josh step forward to greet.

BILLY

Hello, Royce. Josh.

ROYCE

Good to see you. Under the circumstances.

JOSH

So sorry for your loss, Mrs. Ikehorn.

BILLY

Thank you. I think you should know how highly my husband spoke of your work over the last few years. And Royce, let me say again how much I appreciate all you've done for Ikehorn Enterprises. Your words at the funeral last week were truly gracious.

ROYCE

It was my pleasure. I like to think Ellis and I were more than just business associates. In fact -

BILLY

You said there were documents?

Josh moves to open his briefcase.

ROYCE

Our focus today will be on your husband's personal estate, as opposed to corporate properties, which are overseen by the Board. Am I going too quickly?

BILLY

I'm managing, thanks.

ROYCE

With that in mind, the demise of the principle shareholder requires the appointment of a qualified trustee.

BILLY

I see. What do you need from me?

Royce motions to Josh, who opens the briefcase and hands a folder of documents to Royce as

ROYCE

We need to confirm that with your signature on one or two documents.

BILLY

(little puzzled)

"Confirm?"

ROYCE

The paperwork's a nuisance, I agree, but without paper, where would we lawyers be?

BILLY

First let me run an idea by you. It's a store. Actually, more than just a store. I guess the word might be "emporium".

ROYCE

Interesting. Many of my clients' wives choose to dabble in charities. Very rewarding. Still, a little shop? There's no harm in that.

BILLY

For the record, I'm no longer your "client's wife". And who said anything about 'little'?

JOSH can't resist a surreptitious smile.

ROYCE

You have experience in retail?

BILLY

I know style. And I know women.

ROYCE

Women. Ah. Well, of course, this can be worked out as we go along.

(reaches for a pen)

In the meantime -

BILLY

If it's all the same to you, I'd like to read those over before I sign. As my husband always did. At least, before he became ill.

ROYCE

No need to bother. I've reviewed them myself.

BILLY

Well, then, that'll make two of us.

She smiles, nicely, but firm. CUT TO:

EXT. DRIVEWAY - ROYCE'S BIG MERCEDES - A MINUTE LATER

ROYCE AND JOSH get in and close the doors.

ROYCE

Who the hell does she think she is?
(snorts)
An "Emporium". As if she understood the first thing about business.

He starts the car. Josh, poker-faced, looks over.

JOSH

You wanted me to remind you. About the humidior?

ROYCE

I'll tell you this: she'll be lucky to run a lemonade stand when I've finished with her.
(under his breath)
Bitch.

The MERCEDES PULLS AWAY as we

FADE OUT

END OF ACT ONE

ACT TWO

FADE IN:

INT. BILLY'S BEDROOM - AFTERNOON

An IMAGE comes into focus: on Billy's desk, a PHOTO of BILLY (then Billy Winthrop) posed in front of the EIFFEL TOWER. Her outfit's anything but stylish. Most of all, she's quite fat.

NARRATOR (VO)

The turning point of Billy's life was Paris, when she turned into a glittering swan.

PUSH PAST to ANOTHER PHOTOGRAPH, taken 6 months later: a chic COUPLE, laughing, carousing. The man is sophisticated and continental; the woman is, incredibly, BILLY - now sleek, shapely, stylish, beautiful.

NARRATOR (CONT'D)

But Billy wouldn't talk about Paris. No matter how often I asked.

OFF CAMERA we HEAR YOUNG MAGGIE, through the window

MAGGIE

C'mon, you can tell me. That Count Whoever-he-was. Was he handsome? He must have been - after all, he was French.

PUSH over the BALCONY to the POOL below, where MAGGIE, street clothes, and BILLY, in a bathing suit, lounge on chaises.

BILLY

Can we stick to the subject, please?

MAGGIE

If the subject is Frenchman.
(making up a story)
The Count: he was beautiful, but fatally flawed. No - he'd was wounded, in just the wrong place. Terrible. We should go there now.

BILLY

(firmly)
Maggie, let's skip the stories. .
I'm not going to Paris. I'll be in New York, lunching with Halston. Then I'm seeing Ralph Lauren.

(MORE)

BILLY (CONT'D)

And, of course, Paul Prince. Which reminds me...

She turns and calls to EVIE, who has just stepped through the doors, trailed by JAMES (26, Billy's CHEF), a handsome young man in a white serving jacket.

BILLY (CONT'D)

Evie, have the suite at the Sherry-Netherlands prepared.

(to Maggie)

It's been so long since we've been there - since I've been there.

EVIE

Anything else?

BILLY

Would you bring me the papers Mr. Franklin dropped off this morning?

EVIE

And James is here with your lunch.

BILLY

(to Maggie)

Sure you can't stay?

MAGGIE

(scoping out James)

No. Damn it.

(getting up, in a whisper)

He's delicious. Is the food any good? On the other hand, who cares?

She waggles her eyebrows and moves off. Billy sits back and lets the sunlight caress her as we hear the SOUNDS of James setting up lunch: glasses clinking, silverware - the "pop" of a wine bottle cork. Billy looks over at JAMES, at the table, pouring the wine: handsome, broad chest, beautiful hands. He casts a quick look to her; Billy's eyelids blink like a butterfly. James flicks open a napkin, pulls out a chair.

JAMES

Ready for you, Mrs. Ikehorn.

BILLY

Thank you, James.

She gets up, wrapping a sarong around her, and moves to the table, observed all the way by James. She sits. He's now over her shoulder, pushing in her chair. He hands her the napkin.

JAMES
Anything else I can do for you?

Billy, feeling him behind her, takes a breath...

BILLY
That's very kind of you, James...

...as EVIE steps through the french doors onto the patio.

BILLY (CONT'D)
...But not right now, thank you.

JAMES moves off. Evie sets down the folder and departs. Billy takes out the documents, sips her wine, and begins reading. SHE frowns, confused. Flips a page. Her eyes widen. Flips another page....RAGE contorts her face.

BILLY (CONT'D)
Royce, you sonofabitch!!

She leaps up. The WINE spills onto the hot stone, hissing.

INT. SOHO PHOTO STUDIO - NYC - DAY

VALENTINE
Bastard...

WIDE: A VOGUE PHOTOSHOOT in progress on the cavernous studio floor. STYLISTS push racks of clothing, MAKEUP and HAIR ARTISTS buzz in and out; a team of ASSISTANTS set up lighting on a white BACKDROP...as VALENTINE, keeping her voice low, confronts her employer/paramour/fashion designer PAUL PRINCE, whom she's cornered in an alcove.

VALENTINE (CONT'D)
I waited up for you last night. You might have called.

PAUL PRINCE
Sorry, my love, I couldn't get free. My wife -

VALENTINE
You hate your wife. Where were you?

Behind them SERGIO, Prince's assistant, materializes from behind a curtain and not-so-subtly clears his throat.

PAUL PRINCE
Sergio.

SERGIO

It would seem the Queen of Vogue
has a problem.

Sergio nods toward the SET, where HARRIET TOPPINGTON stands,
surrounded by assistants, issuing orders to the PHOTOGRAPHER.

PAUL

Harriet? What problem?

SERGIO

Who knows? More buttons, less
straps, blah-blah. There's panic in
the dressing room.

Paul moves toward the DRESSING ROOM as Sergio eyes Valentine.

SERGIO (CONT'D)

Sorry to spoil the tete-a-tete,
Littletits. But work is work. And
we were up so late last night.

He smiles and glides away. Valentine stands there, puzzled.

VALENTINE

"We?"

At that moment, the PHOTOGRAPHER with Harriet turns into
view. Valentine, blinks: the photographer is SPIDER ELLIOT!

CLOSER on SPIDER and HARRIET, as he sets up the shot.

HARRIET

What I'm saying, my dear, is do not
imagine my magazine is your
personal seraglio.

SPIDER

Moi?

HARRIET

Don't squander your charm on me.
I'm immune. And I hear. Everything.

SPIDER

(calling)

Can I have the model, please? And
music.

He holds out his hand; his ASSISTANT who hands him a
HASSELBLAD. From the speakers comes "DON'T STOP TIL YOU GET
ENOUGH" by Michael Jackson. Spider checks his lens as

HARRIET

You're talented, Spider. But don't bite the hand that feeds you. Leave my girls alone. Particularly that one.

Spider follows her gaze to see, coming toward him, slipping out of her robe, moving like liquid on heels...

MELANIE ADAMS - 21. Stunning. Bewitching. She steps onto the set, turns her eyes to Spider and, with a little smile, bores right into Spider's heart.

MELANIE

How would you like me?

Spider's hooked: the cocksman's in love. For a moment, he's frozen; then he launches into action. As the MUSIC pulses, Spider shoots and Melanie poses. The seconds pass - the action gets hotter, an erotic pas de deux.

SPIDER

That's it. A little more. Baby, lick your lips. Ohhh, yeah...

Melanie, all pouts, moues, fluttering lashes and smiles, drives Spider crazy. The electricity is palpable. Everyone stops to watch the incredible heat between them. Then,

SPIDER (CONT'D)

Got it. Let's move on.

A stylist wraps Melanie in a robe. SPIDER, exhilarated, moves over to Harriet as his assistant approaches with Polaroids for him to inspect.

SPIDER (CONT'D)

(to Harriet)

Happy?

HARRIET

Keep me that way.

She gestures to her assistants, who follow her off. Spider, checks the Polaroids as VALENTINE approaches.

SPIDER

(per the prints)

My god. That girl is magic.

VALENTINE

That's one word for it.

(as he turns to her)

You might have told me.

SPIDER
You were too busy throwing me out.

VALENTINE
I have to learn not to be so -

SPIDER
Unpleasant?

VALENTINE
- sensitive. In any event -

SPIDER
- I accept.

VALENTINE
What?

SPIDER
Your apology. Big of you, actually.

In spite of herself, she smiles.

VALENTINE
Are you always so gracious?

SPIDER
Only when I'm wearing pants.

VALENTINE
Tell you the truth, I hadn't noticed.

PAUL PRINCE calls from across the room, waving.

VALENTINE (CONT'D)
Gotta go. Paul beckons.

SPIDER
"Paul"? If I didn't know better,
I'd think you were sweet on him.

VALENTINE
He's not so bad.

SPIDER
He's queer as a three dollar bill.

VALENTINE
(laughs)
Don't be stupid. He's married!

She goes off, smiling. Spider watches, then heads toward

THE DRESSING ROOM - MOMENTS LATER

Spider marches down a row of MODELS in various stages of dishabille. Each one looks at him, wondering what he can do for her; Spider ignores them, his eyes fixed on the girl at the end: MELANIE ADAMS. He approaches, stands over her. She teasingly ignores him...then, her eyes come up to meet him.

SPIDER

What's your name?

MELANIE

Melanie. Adams.

SPIDER

Well, Melanie Adams you don't know this yet, but I'm the new man in your life.

All sex and suggestiveness and confidence and submissiveness and intoxicating promise, she smiles.

MELANIE

We'll see.

The screen WHITES OUT and we CUT TO:

INT. FRANKLIN, MARSHALL, BENING OFFICES - LATER

BAM! BILLY crashes through the outer doors and storms through the central office, brushing aside receptionists and Royce's secretary, CECILE.

CECILE

Good afternoon, Mrs. Ikehorn. I'm afraid Mr. Franklin is -

BAM! Billy marches into ROYCE FRANKLIN'S OFFICE, where ROYCE, seated at his desk, speaking on the phone, looks up as Billy reaches into her bag and pulls out the DOCUMENTS.

BILLY

Royce, what the hell is going on?

ROYCE

(to phone)

Call you back.

(hangs up)

Cecile, ask Mr. Hillman to join us?

BILLY

Either you've made a mistake or you've lost your mind.

(MORE)

BILLY (CONT'D)
And I hope it's the former.
(per the documents)
This is not what Ellis intended.

JOSH HILLMAN drifts in behind them.

ROYCE
Really. How's that?

BILLY
He intended for his estate to belong to his wife - not just as his heir, but as principal trustee as well. According to these, you would become trustee.

ROYCE
A minor formality.

BILLY
"Minor"? Royce, if that were the case, my entire life would be controlled by you.

ROYCE
I prefer the term "overseen". In my role as liaison to the Board. To protect the Ikehorn name.

BILLY
"Protect"? From whom?

ROYCE
Clearly, your husband felt the need not to burden you with the administration of an estate. Though I have to say, I'm surprised he didn't discuss this with you.

BILLY
Protect from whom, Royce?

ROYCE
None of this, of course, needs to be made public -

BILLY
Don't patronize me. The fact is, I won't be able to spend one nickel of my own money without your permission.

ROYCE
 Splitting hairs, yes. But as
 always, you'll have a monthly
 budget to work from - quite a
 generous one. Anything more would
 be discretionary.

BILLY
 To you.

ROYCE
 As I've said, it's not unusual for
 someone in your position -

BILLY
 My position?

ROYCE
 To be extravagant with their
 inheritance. Jump into things
 prematurely.

BILLY
 A store, for example.
 (then)
 I'm not sure how you engineered all
 this, Royce. What puzzles me is,
 why? What do you have against me?

ROYCE
 Nothing at all. In fact, I've
 always kind of admired the way you
 inserted yourself into Ellis' life.
 From adoring secretary to doting
 wife to heir to his fortune. You've
 done well.

BILLY
 Is that so.

ROYCE
 I've seen it before, of course.

BILLY
 How did you do it? How did you slip
 it by him? Was it right at the end,
 when he was too sick to -

ROYCE
 I knew Ellis before you ever
 existed.

He holds up the papers to her. Billy eyes them...takes
 them...rips them in half, and drops them back on the desk.

BILLY

If you think you can run me over,
Royce, think again. I'm not a
quitter. I will fight you.

ROYCE

How, exactly?

BILLY

Begin with this: you're fired.

She turns and walks out as Royce laughs.

ROYCE

You're out of your depth, Billy.
You can't fire me.

ANGLE - Billy keeps walking across the central office as
ROYCE appears in his doorway behind her.

ROYCE (CONT'D)

You hear me? You can't!!

Billy disappears through the outer doors as Royce turns to
JOSH, who's been watching. JOSH, impressed by Billy, shrugs.

JOSH

Actually, I think she just did.

EXT. BILLY'S LIMO - PARKED OUTSIDE - MOMENTS LATER

The DOOR opens, held by the CHAUFFEUR. BILLY slides in. For a
moment, she sits absolutely still, her face a mask, as the
CHAUFFEUR moves around to the front. Then, suddenly...BILLY
breaks. A deep SOB - of grief, of frustration, of fury. She
looks out the window as we CUT TO:

THE COAST OF BARBADOS - 14 YEARS AGO - FLASHBACK

BILLY WINTHROP, 21, and ELLIS IKEHORN, 51, wearing plush
white robes, sit on a VERANDA overlooking the sea.

BILLY

The hurricane's over. These last
few days seem like a dream now.

ELLIS

A most unexpected dream. Funny, how
life works. We came here on
business. Instead...we've found
each other.

(MORE)

ELLIS (CONT'D)
 (taking her hand)
 Billy Winthrop, will you marry me?

BILLY
 (surprised)
 Ellis -

ELLIS
 I promise. I will never betray your
 trust. I'll always protect you.
 I'll be as you, and you as me.

She gazes into his eyes, looking for his soul. Then

BILLY
 People will say I'm too young.

ELLIS
 Or that I'm too old.

BILLY
 They'll say I seduced you.

ELLIS
 As well they should.

BILLY
 Why me?

ELLIS
 For more reasons, my love, than
 there are stars.

BILLY
 One will do.

He thinks about it, then fingers an AMULET around his neck: a
 tiny, intricate gold MASK - one side smiling, the other
 frowning.

ELLIS
 You see this? It's something I had
 Harry Winston make for me, some
 years ago. As a reminder.

BILLY
 Of what?

ELLIS
 People aren't always what they
 appear to be.
 (smiles)
 You, my dear, are different. You,
 have scruples.

BILLY
Scruples. And that's why you're
marrying me?

ELLIS
That's not enough?

BILLY
More than enough, if it makes you
love me.

Billy drops her robe. Naked, on the veranda, she gets up on tiptoe and puts her arms around him.

BILLY (CONT'D)
Now, let's see. What other reasons
can we think of?

He laughs with happiness.

INT. BILLY'S LIMOUSINE - RESUME

Billy turns from the window. In her tears, a little smile flickers on her face. The smile becomes determination. The determination becomes will. She leans forward to the driver.

BILLY
Eddie.

EDDIE
Home, Mrs. Ikehorn?

BILLY
No. Call the jet.
(beat)
I'm going shopping.

FADE OUT

END OF ACT TWO

ACT THREE

FADE IN:

INT. PAUL PRINCE SHOWROOM - MANHATTAN - SOME DAYS LATER

BILLY sits as two MODELS in PRINCE'S designs pose.

NARRATOR (VO)

So Billy went shopping. She'd made
up her mind; and once Billy made up
her mind, nothing, and no one,
could stop her.

Include PAUL PRINCE and, background, VALENTINE O'NEILL and
SERGIO, watching quietly.

PAUL PRINCE

(per the modelled dress)

Ah. The perfect combination: day
meets night. Wear it to work - so
many women are now - then simply
throw on the jacket, and voila -
off to the opera!

(then)

Thank you girls.

Valentine dials the LIGHTS up higher as Paul looks to Billy.

BILLY

Very nice, Paul.

PAUL PRINCE

Except, you're not pleased.

BILLY

I admit, I'm being particular. This
isn't about one dress. It's about a
look, a line, a concept.

PAUL PRINCE

I could show you some other things -

BILLY

Would you mind if I looked around?
Maybe something will catch my eye.

PAUL PRINCE

Valentine. Help Mrs. Ikehorn find
her serendipity.

He motions to SERGIO and heads for his office. Billy watches
him go as Valentine steps up.

BILLY

I think I may have stepped on some
toes.

VALENTINE

But oh, so gently.

Billy likes that, smiles.

INT. PAUL PRINCE WORKSHOP - MOMENTS LATER

The place buzzes with workers- the whole backroom operation -
as BILLY and VALENTINE walk through.

VALENTINE

I don't know how much you know
about dressmaking -

BILLY

Enough to know the best ideas don't
always end up on the runway. True?

She grins. Valentine smiles, but doesn't confirm.

BILLY (CONT'D)

What's your story, Miss O'Neill?

VALENTINE

My mother was a seamstress. I grew
up in a dressmaker's shop.

BILLY

Where?

VALENTINE

Paris. You've been to Paris?

BILLY

Many years ago. But what I'm
looking for now is...

She's stopped, eyeing a series of DRAWINGS on a DESIGN TABLE.
She picks up one by the edge.

BILLY (CONT'D)

...something like this.

VALENTINE

(freezes)

That.

BILLY

It's daring. Unpretentious. Made
for an actual body. Who did this?

Valentine looks at the floor. Billy puts it together.

BILLY (CONT'D)

I see.

VALENTINE

It's something new I've been
working on. More flow, more
movement. More...sex, if you will.
But I assure you, it was not my
intention to -

BILLY

Valentine. I've worn out my heels
all week looking for something new.
Something beautiful - and not just
for models. That's what I see here.

VALENTINE

But, if Mr. Prince should find I've
shown you my work -

BILLY

Then he should thank his lucky
stars he has you.
(sets the drawings down)
I have a project in Beverly Hills.
No place for it yet, no name, and
to make it work, I need talent.
You, my dear, have talent.

VALENTINE

(hesitates)
California....

Billy leans over and jots her PHONE NUMBER across the bottom
of the drawing.

BILLY

Should you get the itch to come
West, let me know.

She smiles as SERGIO appears behind them.

SERGIO

There's a phone call for you, Mrs.
Ikehorn. In Mr. Prince's office.

BILLY

Thank you.

She moves off. Sergio eyes Valentine. His eyes drift to the PHONE NUMBER on Valentine's sketches.

SERGIO

So?

VALENTINE

Nothing.

INT. PAUL PRINCE'S OFFICE - MOMENTS LATER

BILLY enters and picks up the phone.

BILLY

Hello? Evie? What's wrong?

She listens. Her face falls. SMASH TO:

INT. HARRY CIPRIANI RESTAURANT - SHERRY NETHERLANDS - NIGHT

MAGGIE MACGREGOR brandishes a Black Russian across the table from BILLY as dinner's being served.

MAGGIE

The sonofabitch! He can't do that!
Can he?

BILLY

It's not a question of can or
can't. He did.

MAGGIE

How?

BILLY

He has access to all my accounts.
And power of attorney. My god, how
stupid could I be?

MAGGIE

And now he's frozen all your
accounts. I'm so sorry this is
happening. In the meantime, if you
need money...

BILLY

Thanks, Mags, but don't worry. I'm
flying back tomorrow. Then...

(she sighs)

...If only I understood why. Royce
was always so loyal to Ellis. He'd
do anything for him. And Ellis
depended on him.

MAGGIE

Until you came along, and upset his whole damn applectart.

BILLY

That's ridiculous.

MAGGIE

Makes perfect sense to me.

At that, Maggie spots someone across the restaurant.

MAGGIE (CONT'D)

My god. That's Lynda Carter. She'd be perfect for my show. I've already booked Lee Majors, and I hear they hate each other!

(throws down her napkin)

Be right back. This could be great!

She moves off from the table. Billy, in her own thoughts, sits there as we DISSOLVE TO:

INT. ART GALLERY - MANHATTAN - NIGHT

The Pollocks on the wall are nothing compared to the outfits in the crowd: it's a 70's, look-at-me-fest. Models, moguls, media and fashionistas abound. PICK UP SPIDER ELLIOT, drink in hand, his eyes fixed on MELANIE ADAMS across the floor, surrounded by admirers. She has eyes for any lens in the room; her delight in the spotlight is almost orgasmic. SPIDER stares as HARRIET TOPPINGTON, hosting the affair, approaches.

HARRIET

Forget it. I told you, she's taken.

SPIDER

Remarkable. We have the same taste. In women, I mean. Perhaps the editor of Vogue would consider a *menage a trois*?

(off Harriet's look)

Perhaps not.

HARRIET

Find another party, Spider. There's one almost everywhere.

Someone calls; she moves off to mix. Spider sighs, drains his drink, turns to go, throws one last look across the room at Melanie...and she's looking right at him. Explosive eye contact. The slightest bite of her lip. SMASH TO

ART GALLERY ALCOVE - MINUTES LATER

BAM! SPIDER SLAMS MELANIE up against a wall between two giant WARHOLS. She gasps for breath - or is that a moan?

SPIDER
You haven't answered my calls.

MELANIE
Telephones bore me.

SPIDER
I think of you all day long.

MELANIE
You're hurting my arm. Don't stop.

He reaches down for her skirt, pulling it up.

SPIDER
I could help you.

MELANIE
Everyone says that.

He's pulling down her panties. If she's wearing panties.

SPIDER
But you're with me now.

MELANIE
Maybe.

Her legs come up to straddle him. Standing, he enters her. She gasps. Pinned against the wall, she moans. Her eyes flicker, roll up as...

IN THE ALCOVE ENTRANCE - HARRIET steps into view. SPIDER's unaware, but, over his shoulder, MELANIE'S eyes flicker open. She sees Harriet, grim faced, watching. Their eyes make contact. Melanie likes being watched. Her eyes locked on Harriet's, she MOANS again, and COMES...as does Spider. Spent, he buries his head in Melanie's breasts, holding her up against the wall. Melanie strokes him, a smile on her face, enjoying her scene well played...as HARRIET - outmaneuvered, humiliated, steps away, contemplating her next move.

DISSOLVE TO:

INT. IKEHORN SUITE - SHERRY-NETHERLANDS HOTEL - NIGHT

BILLY enters, tired, sad, and looks around the glorious - but now lonely - apartment. She pours a drink and moves to the living room where, on a coffee table, sits a framed PHOTO of Billy and Ellis, taken 14 years ago in Barbados. She sits on the couch, picks up the photo, then reaches into her BAG and draws out the AMULET Ellis used to wear, which she now has as a keepsake. Behind her, the Manhattan skyline sparkles. She tilts her head back, eyes moist with tears.

BILLY

Ellis. Ellis, what do I do now?

INT. ROYCE FRANKLIN'S OFFICE - L.A. - EVENING

ROYCE stands at his window, gazing out over LA.

ROYCE

She's going to put up a fight, of course. Bring in new counsel, issue some threats. No matter; she'll make her fuss, then she'll give in.

INCLUDE JOSH HILLMAN, clearly concerned, even appalled.

JOSH

And if she doesn't?

ROYCE

I'll tie her up in court, put a lien on the estate. She'll learn not to screw with me, I promise you that.

JOSH

Does the Board know about this?

ROYCE

C'mon, Hillman. I am the Board. You don't approve?

JOSH

Just, is this really worth the firm's time? It's not exactly an antitrust blitzkrieg.

ROYCE

It's the principle. Don't you see?

JOSH

I don't think I do.

ROYCE

Of course not. You're young. Your future's ahead of you. You haven't invested a lifetime of work only to see it made a mockery of by a pretty face and a skirt.

(then)

She wasn't here when we started, Ellis and I. No one thought we could do it, of course, but we showed them. Maybe he got the credit, but I was there. Right by his side. I turned the wheels. I made it run.

(beat)

He needed me.

(then)

Then he fell for her - hook, line, and sinker. But I wasn't fooled. I saw what was happening.

(a dark, contemptuous laugh)

Women.

He pauses...and suddenly realizes he's given away too much. He looks over to Josh, who's standing there, tight-lipped.

ROYCE (CONT'D)

Prepare the papers, Mr. Hillman.

He turns back to the window. Josh goes out. CUT TO:

INT. VALENTINE'S LOFT - SAME TIME

A BUZZER rings insistently as VALENTINE, in a peignoir, moves to the door and opens it. PAUL PRINCE stands there.

VALENTINE

Paul? Are you okay? Where have you -

Paul SLAPS HER across the face. Hard. VALENTINE stumbles backwards as Paul steps in.

PAUL PRINCE

She liked your designs. Did she?

(snorts)

Little fucking saboteur...

He shuts the door behind him and moves in on her as we

SMASH TO BLACK

END OF ACT THREE

ACT FOUR

FADE IN:

HARRIET TOPPINGTON'S VOGUE OFFICES - NEXT MORNING

HARRIET stands among her assistants, reviewing layouts as a COMMOTION is heard outside. An angry voice, shouting.

ASSISTANT

Who is that?

HARRIET

No one, I'm sure.

SPIDER, trailed by a helpless RECEPTIONIST, barges in.

SPIDER

Tell me you're not behind this.

ASSISTANT

I'm sorry. You need an appointment -

SPIDER

The hell I do.

(to Harriet)

I've been getting calls all morning. Everyone's cancelling. My agent hung up on me. Nobody will tell me why. This is you, isn't it?

HARRIET

(to the others)

Give us a minute.

The room empties. Harriet moves to her enormous desk, begins looking through paperwork as -

SPIDER

Harriet, this is my livelihood.

HARRIET

How unfortunate for you.

SPIDER

What have you done?

HARRIET

Let's simply say I felt the time had come to end the game.

SPIDER

What "game" is that?

HARRIET

Each year I like to bring in a young photographer to shake up my regulars. Keep them sharp. It's harmless. Except for you, of course.

SPIDER

No. You hired me because I'm good. And I am good.

HARRIET

Confident, anyway. But really, doesn't everyone agree you're at best, a glorified assistant?

SPIDER

Do they?

HARRIET

They do now.

SPIDER

This is because of Melanie Adams, isn't it?

HARRIET

Such pretty baggage. I put her on a plane this morning, matter of fact.

SPIDER

Where?

HARRIET

Where all the good girls go. Hollywood. She'll make quite a splash.

(then)

Don't take it so hard. You were nothing to her. And, of course, now, you're nothing to me.

(rising, smiling)

I warned you, Spider. But You broke the rules. Goodbye.

She waves to her assistants, milling beyond the glass. They file back in past Spider. And we CUT TO:

EXT. BILLY'S BEL-AIR MANSION - CALIFORNIA - (THAT) DAY

EDDIE the Chauffeur unloads Billy's Vuitton luggage from the limo as BILLY enters and is greeted by a MAID.

MAID
There's someone to see you. He's
been waiting for some time.

BILLY
Who?

MAID
That lawyer.

Billy frowns as we CUT TO:

INT. ELLIS'S STUDY/OFFICE - MOMENTS LATER

JOSH HILLMAN turns from the bookshelves as BILLY bursts in.

JOSH
Mrs. Ikehorn -

BILLY
If you've come to tell me my
accounts are frozen, Mr. Hillman,
you needn't have bothered. I'll be
discussing the matter with counsel
this afternoon. And where is Mr.
Franklin?

JOSH
I'm here by myself.

BILLY
(ironic)
Is that even allowed?

JOSH
I brought some things from the
office. Part of your late husband's
effects.

He points to a thick, 16X20 PARCEL on the desk.

BILLY
I've already received my husband's
effects. Why the delay with these?

JOSH
(hesitates)
Because...I was instructed to
dispose of them.

BILLY
"Dispose"?? Instructed by whom?

JOSH

Naturally, I faced a dilemma. On the one hand, failure to carry out my instructions might be seen as a dereliction of duty. On the other, destruction of personal property could be construed as a crime.

BILLY

Royce. Why?

JOSH

(he smiles)

A rock and a hard place. So, having learned in law school never to act when inaction will suffice, I held on to them, waiting for events to clarify the position. And they have. He's after you, Mrs. Ikehorn. It's personal. And - corporate loyalties or not - that's something I just can't live with.

BILLY

I suppose I should thank you. Though I'm not sure why.

JOSH

Ellis was my client, too. I admired him. You as well. The way you stood by him when he was sick; lots of wives in this town wouldn't have had the patience. Or the guts.

(then)

I have no direct knowledge of what's in that file. What I know is, Royce Franklin wanted it gone.

(moving to the door)

In any event, I've 'disposed' of it. Maybe now I'll sleep better at night. Hope so, anyway.

He goes out. Billy opens the envelope: inside is a leather-bound DOSSIER. On the cover, gold-embossed letters read "E.I. PRIVATE/PERSONAL". Below the letters is an embossed figure: a MASK, half-smile, half-frown. BILLY eyes it...then opens the dossier: inside is a thick sheaf of DOCUMENTS: accounting forms, stock reports. She eyes them as the MAID appears at the door.

MAID

Get you anything, Mrs. Ikehorn?

BILLY
Just coffee, Jolie.

She picks up the first sheet. She starts to read. CUT TO:

VALENTINE'S LOFT - MANHATTAN - LATER

A KNOCK on the door. The knob turns. SPIDER looks in.

SPIDER
'Lo? Anybody here?

From across the floor, an ARM rises from the sheets on the bed; a limp wave hello. He sees it, steps in. He's holding a bottle of SCOTCH and a shot glass. Maybe he's tipsy.

SPIDER (CONT'D)
Some day they're gonna fix that
lift. Then how will I find you?
(tipsily, to himself)
Going up, going down...

His back to the wall, he slides down, juggling to keep from spilling the scotch.

SPIDER (CONT'D)
...lobby.

Across the floor VALENTINE sits up in bed: rumpled, pretty, her faced BRUISED, one BLACK EYE. He sees.

SPIDER (CONT'D)
Holy shit. Who was it?
(no reply)
Prince. Bastard. I'll kill him.

He moves to get up.

VALENTINE
No. It's over. Let it go.

SPIDER
He hurt you bad?

VALENTINE
(rising, shrugs)
I gave as good as I got.
(a little smile)
"Kicked his ass", as you say?

SPIDER
You kicked his ass?

VALENTINE
You don't believe me?

SPIDER
(eyes her, new respect)
No, somehow I do.

She's pulled on a shirt. She crosses over to him.

VALENTINE
Anyway, I'm fired. Or maybe I quit.
(looking around)
Too bad. I didn't even unpack.

SPIDER
You're not gonna believe this but,
that makes two of us.

VALENTINE
You and Paul?

SPIDER
Harriet Toppington.

VALENTINE
(low whistle)
What did you do?

SPIDER
You ready? I fell in love.

VALENTINE
You? *Impossible*.

SPIDER
I have terrible taste in women.

VALENTINE
You can say that again.

SPIDER
Anyway, I've spent all day trying
to resurrect my career. No luck.

She sits down next to him, reaches for the scotch.

VALENTINE
Bummer.
(per the scotch)
I usually prefer orange juice for
breakfast. But...
(takes a swig)
What do we do now?

Spider shrugs. Looks at her, wiping her mouth. He grins.

SPIDER

Look at us. One unemployed, one
unemployable. We're...

VALENTINE

...hopeless.

SPIDER

Deplorable.

VALENTINE

Ridiculous.

SPIDER

Did we mention drunk?

They both start to LAUGH; at the booze, the situation, the absurdity of it all. Then Valentine, to Spider's surprise, leans over and TUCKS into his arms, vulnerable, comfortable, trusting. And he, surprised, unsure, lets her stay there. She closes her eyes, smiling. He sits there, holding her. But he's thinking of Melanie.

CUT TO:

INT. ELLIS' LIBRARY - EVENING

BILLY sits at Ellis' desk, grim-faced, exhausted, the pile of documents from the parcel in front of her. She sighs, sadly, then dials the phone.

BILLY

Royce Franklin, please. Billy
Ikehorn.

INT. ROYCE FRANKLIN'S OFFICE - EVENING - INTERCUT

ROYCE picks the phone up as if he's been expecting it.

ROYCE

Yes, Billy.

BILLY

Royce, we need to end this
foolishness. It's not worthy of
you, or me, or my husband. I'd like
to meet. As soon as possible.

ROYCE

I'm busy this week.

BILLY
I think you'll find a meeting
worthwhile.

ROYCE
Tomorrow, then. Ma Maison. Lunch.
My table.

STAY on Royce as he hangs up. A beat, then, to HIMSELF,

ROYCE (CONT'D)
She's going to beg.

He sits back in his chair.

INT. ELLIS'S OFFICE - SAME TIME

Billy, hanging up, breathes and sits back in her chair.

INT. ROYCE'S OFFICE - SAME TIME

ROYCE closes his eyes. Gradually, a SMILE spreads across his
face: the smile of the victor.

INT. ELLIS'S OFFICE - SAME TIME

BILLY closes her eyes. And smiles.

Like a cat.

FADE OUT

END OF ACT FOUR

ACT FIVE

FADE IN:

EXT. MA MAISON RESTAURANT - DAY

A LIMO pulls up in front. BARBARA STREISAND steps out and heads toward the entrance as...

NARRATOR (VO)

Fame?

(scoffs)

These days everyone's famous.
Sneeze, you're on Page Six.

Two PAPARAZZI approach and snap photos, being careful not to get in Ms. Streisand's way as she goes in.

NARRATOR (VO) (CONT'D)

In the 70's, the cameras didn't
come to you. You went to them.
Trust me, it was a lotta work...

INT. MA MAISON - AFTERNOON

BILLY, fabulous in business attire, carrying a large GEORGIO BAG, approaches ROYCE at his corner table as a WAITER sets a bucket with Dom down next to him.

ROYCE

Billy.

BILLY

(sitting in)

Champagne, Royce?

ROYCE

Thought I'd set a tone. Assuming I
haven't misunderstood the point of
our meeting.

BILLY

I'm here to put an end to whatever
is going on. I have no wish to drag
anyone's good name through the
courts; least of all Ellis's.

ROYCE

Glad to hear it. But my position
hasn't changed. You accept the
arrangement, or you don't. Those
are my terms.

Billy hesitates, just for a moment, then makes a decision.

BILLY

In that case...

She reaches in her handbag, extracts Ellis's leather bound DOSSIER, and sets it down on the table.

BILLY (CONT'D)

....here are mine.

Royce glances at the dossier. His smile freezes for an instant, but only an instant.

ROYCE

Where'd you get that?

BILLY

I got it. And I've read it. Market reports, stock transactions...

ROYCE

Must be confusing. Facts and figures.

BILLY

As you're fond of reminding me, I was Ellis' assistant before we married.

(then)

I'd explain what's in here, but I'm gonna bet you can guess what it is, and why Ellis kept it.

ROYCE

Enlighten me.

BILLY

He'd lost faith in you, Royce. He was sick, and you took advantage. You used his good name, his accounts, his reputation to line your pockets. Just a little at first, then, as he got sicker, you got in deeper: conflict of interest; insider trading; falsifying documents. And I imagine that's just the tip of the iceberg.

ROYCE

Nonsense.

BILLY

You deny it?

ROYCE

Beneath my dignity. And you're lucky it is; otherwise, I might think you were intending more than just a pointless bluff.

BILLY

Believe it.

She eyes him. He can see she means it.

ROYCE

Based upon what? The paranoid musings of a mind half nullified by cerebral stroke?

BILLY

How touching.

ROYCE

No venue in the world would give it the time of day.

BILLY

The trouble with insider trading is, it leaves a stain.

(she taps the folder)

Especially when you know where to look. Ellis knew. And yet, he was still willing to forgive. Til the very end.

(then, compassionately)

If he was, so I am.

ROYCE

(a long beat; then)

You can't prove a thing.

BILLY

(turning to stone)

Suit yourself, then.

She stands, slips the dossier back in her handbag. He glares.

ROYCE

Just remember; we all have a past. Some day I'll find yours. Then we'll see what's what.

BILLY

Be that as it may, you will, by the end of today, relinquish control of all my accounts.

(MORE)

BILLY (CONT'D)

In addition, you'll remove yourself as trustee of Ellis' estate. Otherwise, Royce, thanks for the bubbly.

(then, with a smile)

Oh. And I almost forgot. This is for you.

She sets the GEORGIO BAG on the table, turns, and walks out. Royce sits for a moment, the bag looming in his face. Then he reaches in...and lifts out...Ellis' HUMIDOR. And we CUT TO:

EXT. RODEO DRIVE - BEVERLY HILLS - DAY

MUSIC as Billy drives her Mercedes 450SL down Rodeo Drive. Emotions drift like clouds across her face: triumph; amusement; anger, love. In the space of a few blocks she relives her life: her future awaits, all as...

NARRATOR (VO)

So, he freed up her money, and she put the dossier in her safe, but she knew he'd be back: in L.A., a wound to the ego never heals. The only cure is revenge.

AT THE CORNER OF RODEO DRIVE AND DAYTON WAY -

The TRAFFIC LIGHT turns red as Billy's Mercedes approaches. In the car, BILLY, waiting, glances idly over at A BLOCK OF SHOPS, taking up a CORNER LOT. The windows are empty; clearly they're vacant. A SIGN in one window reads "FOR LEASE".

BILLY's attention rivets. She puts the car in "Park", and reaches for her handbag. The TRAFFIC LIGHT turns GREEN, but she doesn't notice. She pulls a sheet of PAPER from her bag, unfolds it; as she does we recognize it as a smaller version of the ARCHITECTURAL DRAWING from her easel at home. Billy holds it up, positioning it in front of her side window. Behind her, a CAR HORN BEEPS. But Billy's not hearing; she's looking at HER POV - the DRAWING held up "over" the corner lot. The sketch fits perfectly: we can see the outlines of the Scruples to come, its columns, its architecture, exactly in place. Billy stares.

INT. VALENTINE'S LOFT - MANHATTAN - MINUTES LATER

Foreground, a PHONE, sitting atop a PACKING BOX, RINGS. RACK TO VALENTINE in the background, clearly packing up other boxes. She moves to the phone, answers.

VALENTINE

Yes?

EXT. RODEO DRIVE - DAY - INTERCUT

BILLY

How soon can you get here?

VALENTINE

Who is this?

REVEAL BILLY's standing at, of all things, a PHONE BOOTH on that same corner of Rodeo Drive and Dayton Way.

BILLY

I've found it! Exactly the spot
I've been looking for!

VALENTINE

Mrs. Ikehorn?

BILLY

We'll have competition. Georgio's
just down the street, but -

VALENTINE

How did you get my number?

BILLY

Never mind that. I need you here.
Bring your sketches. And plan to
stay. We're going to be busy.

VALENTINE

Mrs. Ikehorn, are you offering me a
job?

BILLY

I'll double whatever Prince is
paying you.

VALENTINE

Actually -

BILLY

I'll expect you here in three days.
And by the way, it's Billy!

She hangs up. Valentine stands there, puzzled, intrigued.

ON RODEO DRIVE - Billy gazes across the street.

BILLY (CONT'D)

Perfect.

(beat)

It's perfect.

She stands on the sidewalk, triumphant, as we CRANE UP to reveal THE INTERSECTION, with cars maneuvering to get around BILLY'S MERCEDES, which sits idling smack in the middle.

INT. SPIDER'S LOFT - DAY

The DOOR opens. SPIDER looks out to see VALENTINE, barely able to contain her excitement.

VALENTINE

I got a job.

(off his silence)

In LA. Do you believe it?

(off his silence)

Did you hear me? I got a job! Out of the blue!

SPIDER

(flat)

Good for you.

Valentine blinks. The air goes out of her.

VALENTINE

That's it? "Good for me?" That's what you mean to say?

SPIDER

Great for you. Better?

VALENTINE

Not much.

SPIDER

You wanna come in?

VALENTINE

That's okay.

She steps back. Is about to say something, decides not to.

VALENTINE (CONT'D)

See you, then.

SPIDER

Yeah.

It's awkward. He starts to shut the door. Then...Valentine
STICKS OUT HER FOOT to push it back open. She eyes him.

VALENTINE

You could come with me. I mean, you
could. Not that you don't have
lots going on here. Sitting in your
bed, watching your TV, feeling
sorry for yourself. Sulking.
(he's still silent)
Just a suggestion.

She turns to go again.

SPIDER

L.A., huh? Good weather.

VALENTINE

You could use a tan.

SPIDER

Hell. What's the worst that could
happen? Hollywood...Why not?

She THROWS HER ARMS AROUND HIM, her smile brightening.

SPIDER (CONT'D)

Where all the good girls go...

Valentine's smile fades. Not all the way. Just a little.

PRELAP a TV THEME SONG and CUT TO:

INT. LOS ANGELES TELEVISION STUDIO - NIGHT

MAGGIE MACGREGOR, dressed in the SLINKY GOWN from Billy's
closet, steps out onto a glitzy, disco-ball set as 70's TV
cameras swirl around her and a STAGE HAND throws her a cue.

MAGGIE

Good evening, all, and welcome to
"Maggie MacGregor's Sunset Strip" -
where I promise to put you -
(she POINTS to the CAMERA)
...in bed with the stars!!

She smiles brilliantly. We hear CANNED TV APPLAUSE as

NARRATOR (VO)

Anyway, that was the year it all
happened. For me, it was instant
stardom. I'd found what the public
wanted, any way they could get it:
dirt.

The APPLAUSE mixes with the RUMBLE OF THUNDER as we CUT TO:

EXT. LAX AIRPORT - AIR FRANCE TERMINAL - NIGHT

Under an AIR FRANCE sign, RENEE DUFAUX, 26, handsome, scruffy, moves toward the exit. Outside it's raining.

NARRATOR (VO) (CONT'D)
Royce Franklin was right: everyone
has a past, not just celebrities.

EXT. BEVERLY HILLS POLICE STATION - NIGHT - IN THE RAIN

A BUS pulls up and disgorges RENEE onto the sidewalk

NARRATOR (VO)
And one rainy night that
year....Billy's past came back.

INT. POLICE STATION -NIGHT

A sleepy DESK SERGEANT looks up as RENEE approaches, pulling from his pocket a Polaroid PHOTO.

DESK SERGEANT
Help you?

RENEE
(thick French accent)
My name is Renee Dufaux. I'm
looking for...someone.

He sets the PHOTO down, turns it to face the desk sergeant. The sergeant eyes it, looks back up to Renee as

NARRATOR (VO)
It was very nearly the end of her.

EXT. KENNEDY AIRPORT - EVENING - SAME TIME

A CAB pulls up. VALENTINE jumps outs as Spider pays the fare.

VALENTINE
C'mon! We'll miss our flight!

SPIDER
Relax. We've still got ten minutes.

NARRATOR (VO)
But those were crazy times. No one
thought about consequences.

VALENTINE

Hurry!

She grabs his hand, and off they go toward the gate: two kids, one adventure.

NARRATOR (VO)

Life was a game. It was fun.

Again, we HEAR the low rumble of THUNDER and CUT TO:

EXT. BILLY'S BALCONY WINDOW- NIGHT

...a JAG OF LIGHTNING illuminates BILLY's balcony window.

NARRATOR (VO) (CONT'D)

And no one played it like Billy...
who was everything to me. Until I
betrayed her.

(beat)

But that came later.

INT. BILLY'S BEDROOM - NIGHT

BILLY and JAMES, the CHEF from earlier, make love as the RAIN taps on the windows. A roll of THUNDER; Billy's eyes close in a deep, powerful orgasm...then, a contented SMILE blossoms on her face as JAMES floats down next to her as we DISSOLVE TO:

INT. SAME - NIGHT - SOME TIME LATER

The STORM has ended; MOONLIGHT fills the room. On Billy's bed, JAMES lies sleeping, spent, as foreground we discover BILLY, in a negligee, standing at her EASEL, contemplating the architectural drawing, holding a pencil, her eyes bright.

NARRATOR (VO)

Now that she's gone, people are
gonna talk. Screw 'em. She was who
she was.

Billy reaches out and writes on the top of the drawing:

"SCRUPLES".

FADE OUT

END OF ACT FIVE