



Scripts.com

Tin Men

By Barry Levinson

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?

What?

SALESMAN :

BB :

Who's the beauty?

SALESMAN :

The car.

BB :

I thought maybe you saw some chickwalking 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)

2.

3 CONTINUED:

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

Who's sick?

TILLEY :

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)

3.

4 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:

5 EXT. TILLEY'S HOUSE - DAY 5

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:

6 EXT. CADILLAC DEALERSHIP - DAY 6

BB and the Salesman are coming out of the office.

(CONTINUED)

4.

6 CONTINUED:

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.

5.

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)

6.

14 CONTINUED 14

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)

7.

14 CONTINUED:

TILLEY :

(to people watching)

Get this guy! Will ya get thisguy? Backs in front of me, and then kicks my headlight in...

and I'm crazy. You lunatic!

Tilley makes another jump for BB.

pulling them apart.

Again, people try

BB :

You're going to prison. Death!

Death! They're going to giveyou death!

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

BB :

Car only has one sixteenth of amile, 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 gonnaget 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 geteven with. Nobody backs intotraffic, smashes my car andsays 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 salesmenhaving 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)

8.

15 15

CONTINUED:

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)

9.

15 CONTINUED:

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 this 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.

for Sam to give him more room.

He indicates

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)

10.

17 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)

11.

17 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)

12.

17 CONTINUED:

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 - DAY 18

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)

13.

19 CONTINUED:

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)

14.

19 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)

15.

19 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)
16.

19 CONTINUED:

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.

looking through some papers.

BB is driving. Moe is

(CONTINUED)

17.

21 21

CONTINUED:

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)

18.

23 23

CONTINUED:

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)
19.

24 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)

20.

24 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)

21.

24 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:

22.

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:

23.

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

LOONEY :

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

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

CHEESE :

... You have much greater
insulation.

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

MOUSE :

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

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

GIL :

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

30 INT. HOUSE - NIGHT

CUT TO:

27

CUT TO:

28

CUT TO:

29

CUT TO:

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)

24.

30 CONTINUED:

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?

Randy.

HUSBAND #2

Randy, right.

TILLEY :

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.

Damn!

TILLEY :

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)

25.

32 32

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)

26.

32 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)

27.

32 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)

28.

32 CONTINUED:

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.

What's wrong?

MOE :

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)

29.

34 35

CONTINUED:

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)

30.

35 35

CONTINUED:

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'llplay.

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?
Try Macao.

TILLEY :

NORA :

M-A-C-A-O... that fits.
(CONTINUED)

31.

37 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)

32.

37 CONTINUED:

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.

and sits on the side of the tub.

Nora enters

NORA :

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

Like what?

TILLEY :

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)

33.

38 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)

34.

38 CONTINUED:

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 apicnic. 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)

35.

40 40

CONTINUED:

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)
36.

41 CONTINUED:

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)

37.

41 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:

38.

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)

39.

43 43

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:

44 INT. ROOM OFF MAIN POOL HALL 44

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.

40.

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)

41.

45 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:

42.

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 looksthrough 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 goodfor 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 eatingagain.

(CONTINUED)

43.

47 47

CONTINUED:

NORA :

You know what would be a lot more

healthy and satisfying is to getyourself a chicken... just pop itin the

oven for a couple of hourswith a little bit of seasoning onit. Makes a good

meal, and youcan make sandwiches with the

leftovers.

BB :

But then you have to sit and watchit cook. Something seems sad abouta man

sitting alone in a house andwatching 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)

44.

50 CONTINUED:

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:

SAM:

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

(CONTINUED)

45.

51 CONTINUED:

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)

46.

52 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)

47.

52 CONTINUED:

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)

48.

53 CONTINUED:

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)

49.

53 CONTINUED:

LOONEY (CONT'D)

Shoe had some customers that he
thought was fragile on coming forthe buy. He'd say to the guy'here let me
show you how bad ashape your house is in,' and he'drip off a piece of wood,
maybefifteen feet wide. The guy'shouse 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 togetherwith excitement.

TILLEY :

Fantastic, Sam! A twenty-sevenhundred sale! 'This job is free'!
What a beaut! I'm out of the
slump! Tilley's riding high again... Tilley's back! We ought togo 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:

50.

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)

51.

55 CONTINUED:

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)

52.

55 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)

53.

55 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)

54.

55 CONTINUED:

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 crsahed 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)

55.

55 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.

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.

57 CONTINUED:

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)

58.

57 CONTINUED:

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)

59.

58 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:

60.

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:

61.
63 INT. BB'S APARTMENT - BEDROOM 63
BB on phone.

BB :

She's in my bed right now with abig 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... analbatross around my neck. You're
welcome to her... keep her... andmay 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... Ithought 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.
runs up the front steps.

He

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)

62.

67 67

CONTINUED:

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)

63.

71 71

CONTINUED:

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)

64.

74 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)

65.

74 CONTINUED:

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 beguise 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.

Ah! Ah!

TILLEY :

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)

66.

75 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)
67.

75 CONTINUED:

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)

68.

76 76

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:

77 EXT. TOBACCO WAREHOUSE - DAY 77

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)

69.

77 77

CONTINUED:

BB :

I dunno... looks like any tin mangets in that hot seat, then he'shad 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.
That?

MOE :

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?
No.

MOE :

Interesting.

BB :

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)

70.

79 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)

71.

79 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 :

Halliham'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)

72.

79 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)

73.

79 CONTINUED:

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

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.
Who, Nora?

MOE :

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)

74.

81 81

CONTINUED:

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)

75.

82 82

CONTINUED:

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)

76.

83 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)

77.

83 CONTINUED:

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.

I know.

BB :

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)

78.

84 84

CONTINUED:

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

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!

87

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

TILLEY :

Noooooooo!

89

(CONTINUED)

79.

89 CONTINUED:

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. Of course.

TILLEY :

Wing goes to look at form.

WING :

(to Tilley)

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

(MORE)

(CONTINUED)

80.

91 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)

81.

91 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)

82.

91 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)

83.

91 CONTINUED:

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?
Yeah.

SAM :

(CONTINUED)
84.

92 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)

85.

92 CONTINUED:

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.

92

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:

86.

95 INT. TOBACCO WAREHOUSE - OFFICE - DAY 95

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:

87.
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?
What's that?
MAN (O.S.)
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)

88.

97 97

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:

98 INT. HOSPITAL CORRIDOR 98

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)

89.

98 98

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:

99 INT. HOSPITAL HALLWAY 99

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)

90.

99 CONTINUED:

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.

Yeah.

BB :

(looks at thereceiver)

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

CUT TO:

100 INT. DINER - DAY 100

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

SAM :

Let me see what the damage is.

(he reaches for thebill, 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 fiveways?

(CONTINUED)

91.

100 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)

92.

100 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)

93.

100 CONTINUED:

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)

94.

101 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)

95.

101 CONTINUED:

TILLEY :

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

NORA :

Not another tin man.

CUT TO:

102 INT. SUPERIOR ALUMINUM SIDING COMPANY OFFICE - DAY 102

We see and hear the Girls working the telephones, asbefore.

GIRL #1

Good afternoon, this is SuperiorAluminum Siding. We're going tohave...

GIRL #2

... a salesman in your areatoday...

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)

96.

102 CONTINUED:

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)

97.

103 CONTINUED:

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)

98.

104 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)

99.

104 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:

105 INT. CORRAL CLUB - NIGHT 105

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)

100.

105 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)
101.

105 CONTINUED:

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)

102.

107 CONTINUED:

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)

103.

110 CONTINUED:

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)

104.

114 CONTINUED:

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)

105.

115 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:

106.

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)

107.

116 CONTINUED:

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)

108.

118

CONTINUED:

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 119

TWO CADILLACS:

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)

109.

120 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)
110.

120 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)
111.

120 CONTINUED:

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)
112.

120 CONTINUED:

He storms out of the coffee shop with Sam. Bagel sitsback, 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?

Know what?

MOE :

BB :

How did ya know?

MOE :

You mean to make up my mind to marry her?

Yeah.

BB :

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)

113.

121 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)

114.

121 CONTINUED:

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

BB :

So, May's happy about this HessShoe 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 orright here in Baltimore, guys talkabout getting laid.

(beat)

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

TILLEY :

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

(MORE)

(CONTINUED)

115.

122 CONTINUED:

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 aboutwhether Little Joe got laid lastnight.

(beat)

Let's go and eat something.

SAM :

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

CUT TO:

123 INT. THOR'S SMORGASBORD RESTAURANT - DAY 123

Tilley and Sam are in line at the buffet. Sam fills uphis tray and moves off to the cashier. Tilley hangsbehind staring at all the food. He looks up to theceiling.

TILLEY :

(very quietly)

God, if you're responsible for allthe stuff down here, maybe you gota moment's attention for me.

(beat)

Between the I.R.S., this Home Improvement Commission and Mr.

Marengay, I got it up to here withthis 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. turns to her.

Tilley

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.
at him and moves down the line.

The Woman looks

(CONTINUED)

116.

123 CONTINUED:

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)

117.

124 CONTINUED:

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)

118.

125 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)

119.

125 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)

120.

125 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)

121.

125 CONTINUED:

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:

122.

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)
123.

127 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:

124.

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)

125.

128 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:

129 INT. CORRAL CLUB - NIGHT 129

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)

126.

129

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 -130

NIGHT:
Rattling a special padlock. PULL BACK to reveal Tilley
at his front door, trying to get in.
(CONTINUED)
127.

130 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)

128.

130 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)

129.

130 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)

130.

130 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)

131.

130 CONTINUED:

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)

132.

132 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)

133.

132 CONTINUED:

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)

134.

133 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:

134 INT. GIBRALTAR ALUMINUM SIDING OFFICE IN POOL HALL 134
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)

135.

134 CONTINUED:

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)

136.

135 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)

137.

135 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)

138.

135 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)

139.

135 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:

140.

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)

141.

137 CONTINUED:

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:

concurrently.)

(CONTINUED)

142.

137 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...

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.

CARLY :

Ed and Ethel?

CHEESE :

Ed and Ethel aren't that
friendly with Ruby and Joe.

The Man approaches BB who is standing back from the group a little.

MAN :

William Babowski?

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.

BB :

Yeah.

MAN :

I have a certified letter
for you.

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.
BB takes the letter.

MAN :

(hands BB a piece of paper)
Would you please sign.
BB picks up a pen and signs the paper.

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?

MAN :

Thank you.
He turns and exits the
office. BB looks at the
envelope, opens it and pulls out a summons. He

reads it:

summoned to appear before the Home Improvement Commission at 9:30 A.M.
on Wednesday, April 6, 1963."

(CONTINUED)

143.

137 CONTINUED:

CARLY :

I don't know... I'm justmaking names up for Christsake.

CHEESE :

They did break up, butthat's not who I was thinking about.

LOONEY :

I'd like to call on
Vivien... she's one hot
broad.
BB smiles and walks over
to Bagel who is standingoutside of his office
looking through some files.
BB hands him the summons -Bagel
looks at it.

BAGEL :

Jesus Christ! I think
you should take somelegal counsel, Double B.

BB :

Not necessary.

CARLY :

Then why don't you callher?

BAGEL :

Better to err on the safe
side.

LOONEY :

I stood her up in highschool... she's hated me
for nearly fifteen years.

CHEESE :

You stood up VivienMarshall? Are you anidiot! What an idiot.

LOONEY :

I stood her up for Denise,
who happened to have beenmy wife. So, yes, I wasan idiot. If I knew then
what I know now...

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.

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.

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 alright.

(CONTINUED)

144.

137 CONTINUED:

CHEESE BB puts the summons into
What does this have to do his breast pocket and
with the couple who broke exits the office.
up?

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)

145.

138 CONTINUED:

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)

146.

139 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)

147.

139 CONTINUED:

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)

148.

143 CONTINUED:

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)

149.

143 CONTINUED:

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)

150.

143 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)

151.

143 CONTINUED:

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:

152.

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?
You?

BB :

Yeah.

TILLEY :

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.
to win.
I don't expect
How so?

TILLEY :

BB :

I gave them some prettyincriminating evidence.
(CONTINUED)
153.

146 CONTINUED:

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)

154.

147 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)

155.

147 CONTINUED:

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)

156.

147 CONTINUED:

BACK TO MASTERS

147

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)

157.

149 CONTINUED:

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)

158.

150 CONTINUED:

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)
159.

151 CONTINUED:

Come on.

BB :

They cross the street and go toward BB's Cadillac. BB gets in the driver's side, Tilley gets in the passengerside, 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 it 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)

160.

153 CONTINUED:

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 MacDonald 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)

161.

154 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: