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Please Give

By Nicole Holofcener

1 INT. RADIOLOGY OFFICES - DAY 1

CLOSE UP ON A LARGE BREAST as it is maneuvered into a mammogram machine. A PAIR OF HANDS lift it, pull it and eventually squeeze into nothing more than a small tube of flesh as it's pressed down by a sandwich of glass.

ANGLE ON :

Various shots of more breasts, young and old, high and low, as they get their mammograms.

2 INT. RADIOLOGY FRONT OFFICE - DAY 2

PATIENTS flip through magazines, RECEPTIONISTS answer phones and make appointments.

3 INT. RADIOLOGY HALLWAY - DAY 3

WOMEN in paper robes, mostly over 50, sit in chairs that line the hallway, waiting their turn.

4 INT. X-RAY ROOM - DAY 4

AN ANXIOUS WOMAN removes her robe to expose her small breasts. The technician is REBECCA, 28 years old and plain looking.

REBECCA :

Let's do the left first.

Rebecca does her best to get the woman's left breast onto the plate of glass. The woman winces.

REBECCA :

I think I can get...a little more.

Rebecca closes the machine on her tit and moves to flip a switch.

5 INT. RADIOLOGY FRONT OFFICE - DAY 5

MARISSA AND CATHY, receptionists, do some filing.

CATHY :

I think they're at their peak this week-end.

MARISSA :

I can't go til the end of the month.

CATHY :

That's too bad. They might be over by then.

MARISSA :

I know. And New York magazine gave a list where they're the best this year.

Rebecca enters the front office.

MARISSA :

Rebecca, you gonna see the leaves? Rebecca stares at her blankly.

MARISSA :

The leaves. Upstate? They change color?

6 INT. PREWAR APARTMENT - DAY 6

KATE, 45 years old and attractive, is being lead through an enormous, dark apartment by a middle aged man, ADAM. The place is filled with furniture from the 50's, along with a life time of mementos and tchotchkes.

ADAM :

I apologize for the smell. We cracked the windows but it didn't help.

KATE :

Oh, it's fine.

ADAM :

My mother was always cold. Most of the windows were actually painted shut.

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(MORE)

(pointing to the living room set)

This stuff all matches. It's the original upholstery, I'm sure.

Pretty dreary.

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ADAM (cont'd)

Kate looks around, blase about what she's seeing.

ADAM :

You don't buy the little stuff,

right? Like jewelry and clothes?

KATE :

We just buy furniture. Sometimes artwork, pottery.

ADAM :

It's better to just get rid of it all at once like this, right? I mean, it's a bunch of junk and I'm a busy person.

KATE :

Oh, definitely. You don't want to have to worry about it.

ADAM :

(chuckling)

I'll probably get rid of some priceless thing and not know it, right? Like this.

He holds up a vase that's decorated with gold leaves.

KATE :

Oh, I don't think you have to concern yourself with that.

(beat)

This is a beautiful place, though. You going to keep it?

ADAM :

Na. I like the suburbs.

KATE :

This kind of space in Manhattan is unreal.

ADAM :

Yeah, if you like Manhattan.

7 INT. APARTMENT BUILDING ELEVATOR - DAY 7

Rebecca, (the mammographer) gets into the elevator with groceries. After a moment, Kate gets in as well, and they smile coldly to one another. The doors close and they ride up.

KATE :

(after a while)

Weirdly hot today, huh?

REBECCA :

I work inside.

KATE :

(snapping)

You had to go outside to get to work. And to leave work, right?

Rebecca shrugs.

KATE :

How's your grandmother?

REBECCA :

(pointed)

Great. Doing really well.

They both get out on the same floor.

8 INT. HALLWAY - CONTINUOUS 8

Rebecca walks to the left to Apartment 6A. Kate walks to the right, to Apartment 6B.

9 INT. APT. 6A/ANDRA'S APARTMENT - DAY 9

Rebecca unloads groceries in ANDRA'S prewar one bedroom apartment. The kitchen is original, tiles are missing, plates are washed badly. The room smells of urine and medicine.

ANDRA, 90 years old, is sitting at the small kitchen table.

Her face rests in its permanent frown as she holds her little bull dog LUCKY -- their expressions sadly resembling one another's.

ANDRA :

I don't know why you don't go to Associated.

REBECCA :

You do know.

ANDRA :

If it was your money you'd walk the extra six blocks.

REBECCA :

It's ten blocks. And no I wouldn't.

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ANDRA :

When my feet get better I'll do it
myself.

10 INT. APT. 6B/KATE AND ALEX'S APARTMENT - DAY 10

A two bedroom apartment, bright and cluttered but stylishly
decorated.

Kate is cooking dinner while her DAUGHTER ABBY, 15, does
homework at the table. Abby is in an awkward stage of
development and has a bad case of acne.

KATE :

Why does she hate us so much? What
did we do to her?

ABBY :

She sees you, she sees death.
You're a vulture.

KATE :

Us buying that apartment has no
down side. Her grandmother's still
living there, we're not hovering.
The only difference to her is that
now she pays her rent to us instead
of the sponsor. And we didn't even
raise it.

ABBY :

You're a saint.

KATE :

(beat)

Maybe she's mean because she has a
prettier sister.

ABBY :

Mom.

KATE :

I've seen the older one. She's kind of gorgeous in a low rent way.

ABBY :

The younger one is okay looking. Maybe she likes how she looks.

KATE :

I doubt it. It's hard to have a prettier sister.

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KATE :

It's just so sad.

ABBY :

What?

KATE :

The old lady. Andra. I mean, does she ever go outside?

ABBY :

What's so fun outside?

KATE :

The world? Life?

ABBY :

Maybe she's perfectly happy.

KATE :

That's how you rationalize so you don't have to feel bad for her.

ABBY :

Why do I have to feel bad for her?

KATE :

She's a lonely old woman at the end of her life.

ABBY :

That's not my fault.

ALEX, Kate's husband, comes into the room sifting through photos. He's 42 and attractive despite a pot belly and unkempt hair.

ALEX :

This table is incredibly rare.

KATE :

He had no idea.

ALEX :

What about this chest of drawers?

Is it signed?

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KATE :

And in perfect condition.

ALEX :

What a score. You did good! We're going to make a killing.

He affectionately ruffles her hair.

KATE :

Don't say that.

ALEX :

But we are.

ABBY :

Mom knows you are. She just doesn't want it said.

(beat)

My zit medicine isn't working.

KATE :

(looking closer)

You won't use what I tell you.

ABBY :

It made it worse.

KATE :

You don't take my advice.

ABBY :

So I deserve it?

KATE :

I'm trying to help you.

ABBY :

Don't help me.

11 INT. ANDRA'S APARTMENT - A LITTLE LATER 11

Andra sits in a chair a few inches away from an OLD TV SET as it's BLASTING NEWS. Rebecca sits at the dining table near the window putting pills into a Daily Pill Organizer.

REBECCA :

(shouting over the TV)

What shall we do for your birthday?

Mary and I will take you out.

ANDRA :

Mary?

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REBECCA :

Sure. She's just been really busy.

Andra smirks. Rebecca glances out the window, a warm, fall breeze blowing on her face.

She sees a small roof top party going on a few buildings away. The BBQ sends sweet smells into the sky, YOUNG PEOPLE laugh and enjoy themselves.

Her face saddens as she returns to separating pills.

12 INT. REBECCA AND MARY'S APARTMENT - NIGHT 12

Rebecca kicks off her shoes as she collapses onto the couch. The apartment is small and dreary, short of a couple of generic posters and inexpensive attempts at cheerful decorating.

REBECCA :

Why is it so hot?

Rebecca's sister Mary, 33, very pretty with a tense, turned down mouth, leans into the room holding up a frozen dinner - Beef Medallions.

MARY :

Please tell me what a medallion is.

REBECCA :

When you win something.

MARY :

These look like - shit pellets.

(beat)

You want one?

REBECCA :

Sure. Thanks.

Mary retreats into the kitchen and Rebecca picks up an IN TOUCH magazine.

MARY (O.S.)

You would not believe what she was wearing today.

Rebecca rolls her eyes.

MARY (O.S.)

This backless dress and man, she has a big back. Not attractive.

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(MORE)

Not the kind of back that can carry off that kind of dress, you know what I mean? Why don't people look in the mirror?

(beat)

Like a dude. You know?

REBECCA :

It's weird, the way you watch her.

MARY :

I don't watch her. I walk by.

REBECCA :

(beat)

We gotta do something for Grandma's birthday.

MARY :

When is she gonna croak?

REBECCA :

What if somebody said something
like that about you?

MARY :

They probably already have.

REBECCA :

I'm gonna buy her a nightgown.

MARY :

How much?

REBECCA :

I don't know. She's got a ratty old
thing.

MARY :

I'll write you a check.

REBECCA :

You know the neighbors? They look
at me like, is she dead yet?

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MARY (O.S.) (cont'd)

MARY :

Why shouldn't they?

REBECCA :

Because it's wrong.

MARY :

You think that if they didn't buy
her apartment she wouldn't die?

What's the difference.

13 INT. MODERN AGE - DAY 13

A loft like store on tenth avenue filled with mid century
modern furniture.

TWO MALE SHOPPERS try out a long, thin sofa.

MALE SHOPPER 1

Feel this texture. Nubby but soft.

MALE SHOPPER 2

Yeah, but it's not comfortable.

MALE SHOPPER 1

It's nice.

MALE SHOPPER 2

It's not, it's too shallow or something.

MALE SHOPPER 1

Well, you don't have to converse with it.

MALE SHOPPER 2

Very funny.

Alex comes up.

ALEX :

Beautiful, isn't it?

MALE SHOPPER 1

Gorgeous.

ALEX :

And comfortable. It's actually ten feet long.

MALE SHOPPER 2

How much.

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Alex goes across the large room to the desk area where Kate is working and looks in a binder for the price. Kate glances at the couch the guys are sitting on.

KATE :

What's wrong with that piece?

ALEX :

(quietly)

It's not comfortable.

KATE :

We should take it off the floor.

ALEX :

(to shouting to Man 2)

It's very comfortable.

KATE :

Why did you do that?

ALEX :

He might think it's comfortable.

KATE :

That's not possible.

ALEX :

You don't know that.

She watches Alex return to the shoppers and tell them the price. By their body language, she can tell they don't want the couch. She's vindicated.

Abby enters from the street and flops down on a womb like chair. She's got an enormous backpack.

ABBY :

I saw these jeans I want.

KATE :

What for?

ABBY :

Cute.

ALEX :

How much?

ABBY :

Two.

KATE :

You want two hundred dollar jeans.

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ABBY :

That's what you spend.

KATE :

I'm a grown up.

ABBY :

That makes no sense. It's what jeans cost.

KATE :

I am not spending two hundred dollars on a pair of jeans for my teenage daughter when there's forty five homeless people on our street.

ABBY :

What does that have to do with anything? They don't want jeans. Alex comes up to Abby and kisses her.

ALEX :

Hi, honey. You look pretty.

ABBY :

Right.

14 INT. RADIOLOGY FRONT OFFICE - DAY 14

Rebecca is filing while DOCTOR LERNER (40), and the receptionists chat.

DR. LERNER

My wife and I drove up to Woodstock.

CATHY :

Were they gorgeous?

DR. LERNER

Oh, incredible. The kids didn't care but we loved it.

(beat)

Rebecca, you going to see the leaves?

REBECCA :

No...

DR. LERNER

You should. They're spectacular.

And they're just about to end.

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REBECCA :

Okay.

DR. LERNER

Really. Not to be missed.

Blushing, Rebecca takes a file and walks away.

DR. LERNER

Next time I'll invite you to come with us.

REBECCA :

(shy)

Great, thanks.

15 INT. COFFEE SHOP - NIGHT 15

Rebecca sits opposite a GUY, 30 years old. He's very clean cut and dressed formally. He refers to a printed out piece of paper as he occasionally looks up at Rebecca.

GUY :

So it says here you grew up in New York.

REBECCA :

Yes, in the village.

GUY :

Do you think that's good, to grow up in the city?

REBECCA :

I do. I mean, I saw a lot of things I probably shouldn't have seen, but it got me to grow up fast. I was really independent. Which in some ways is good.

GUY :

I think it's an awful place to raise kids. It's filthy, crime ridden, noisy. And it's only getting worse.

REBECCA :

Uh huh. Well, that's true too.

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GUY :

(back to paper)

Funny, you said - you know, in your questionnaire, that you had dark brown hair.

(beat)

It's really kind of light brown.

REBECCA :

Really. I think it's dark.

GUY :

I wouldn't call it dark. It's more ash.

REBECCA :

But it's brown. I mean, I didn't lie.

GUY :

(insisting)

But it's not dark brown.

REBECCA :

It is.

16 INT. KATE AND ALEX'S BEDROOM - NIGHT 16

Alex is in bed watching ACCESS HOLLYWOOD, listening to a story about Nicole Ritchie. Kate climbs in with a book.

KATE :

Are you attracted to her?

(beat)

Humor me.

ALEX :

She exists purely for people like me to fantasize about. Except I think she's going to hit the wall early.

She turns to him.

KATE :

Hit the wall.

ALEX :

She's not gonna look good when she gets older.

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KATE :

You mean, when she's like twenty seven.

ALEX :

More like thirty.

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KATE :

(opening her book)

That's nice.

ALEX :

Artie threw something at his new assistant.

KATE :

Ohmygod. I think my ovary fell out!

ALEX :

Howard was really mad but Artie is in anger management so he's giving him another chance.

(beat)

It was very entertaining.

KATE :

(turning to him)

You know you used to read books.

(beat)

Well, magazines.

ALEX :

Don't wreck my fun.

KATE :

I won't.

ALEX :

Good.

KATE :

Don't wreck my fun.

(beat)

I don't have any fun.

ALEX :

None?

KATE :

Will you rub my feet?

He pulls her feet onto his lap and rubs them. She closes her eyes.

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He looks at her toes.

ALEX :

When did your feet get all mangled together? One toe is actually going horizontal.

(to the toe)

You're going the wrong way, little buddy. Go up!

KATE :

Ow.

17 INT. KATE AND ALEX'S BEDROOM - NIGHT 17

Alex is sleeping, but Kate can't. She climbs out of bed.

18 INT. KATE AND ALEX'S DINING ROOM - NIGHT 18

In her pajamas, Kate is surfing the internet. She types in Volunteer Opportunities and a long list comes up. She reads the different situations, each sadder than the next (ie: be a mentor to at-risk teens, read to the blind, feed quadriplegics at the VA, etc).

19 INT. X-RAY ROOM - DAY 19

Rebecca is giving an old woman, MRS. PORTMAN, a mammogram.

MRS. PORTMAN

I let my hair go grey when I was forty. Why fake it.

REBECCA :

People say it makes you look older.

MRS. PORTMAN

That's probably true. I didn't like the idea of chemicals on my head.

And I didn't like that color everyone ended up with. Menopausal brown, I used to call it.

REBECCA :

I think I know what you're talking about. That's what my Grandma has.

MRS. PORTMAN

How old is she?

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REBECCA :

She's going to be ninety one this week.

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20 INT. WAITING ROOM - DAY 20

Mrs. Portman, now dressed in her regular clothes, comes into the waiting room with Rebecca.

MRS. PORTMAN

Eugene.

Mrs. Portman's grandson EUGENE, smiles when he sees her. He is 35 and impossibly handsome.

MRS. PORTMAN

Eugene, honey. This is Rebecca.

Eugene reaches out and shakes Rebecca's hand. She's shy, dumbstruck by his good looks.

MRS. PORTMAN

Rebecca, this is my grandson. An angel.

Eugene stands up, revealing himself to be fairly short.

EUGENE :

Hi.

REBECCA :

Hi.

EUGENE :

Do you see it?

REBECCA :

What?

EUGENE :

My halo.

REBECCA :

(smiling)

Nice meeting you.

EUGENE :

You, too.

Rebecca turns around and goes back into the office.

21 INT. REBECCA AND MARY'S APARTMENT/KITCHEN - NIGHT 21

Mary is putting two frozen dinners into the microwave.

Rebecca is getting out silverware.

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REBECCA :

You should cook them separately.

MARY :

Same difference.

REBECCA :

I think it takes longer.

MARY :

This is a fascinating conversation.

REBECCA :

(looking at Mary's skin)

You laid out today.

MARY :

Booth.

REBECCA :

It's so bad for you. You of all people should know.

MARY :

I'm very careful. It's better than the natural rays.

(beat)

You could use some color.

REBECCA :

I don't want cancer.

MARY :

Blush doesn't cause cancer.

REBECCA :

Actually -

MARY :

What.

REBECCA :

There's talc. And parabens.

MARY :

Oh, come on.

22 EXT. APT. 6A/ANDRA'S APARTMENT - NIGHT 22

Alex is knocking on Andra's door. Kate is beside him, putting a leash on their dog.

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ALEX :

Andra! It's Alex and Kate!

ANDRA (O.S.)

Who is it?

ALEX :

It's Alex! From next door! We're going to the drug store, I wanted to know -

The door swings open. Andra, in her ripped and faded robe, hair askew, looks at him.

ALEX :

We're going to the store. Do you need anything?

Andra walks away. In a moment she returns with a list.

ALEX :

(looking it over)

Okay. You got it.

ANDRA :

I hope you're not going to Windsor.

They're crooks.

ALEX :

Duane Reade.

ANDRA :

What?

ALEX :

DUANE READE.

Andra stares at him.

ANDRA :

You gained weight.

ALEX :

Pardon me?

ANDRA :

(shouting as if he was
deaf)

Excuse me for saying. You're a very
large man.

Kate chuckles.

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ALEX :

Thanks!

ANDRA :

What?

23 EXT. STREET - NIGHT 23

Alex and Kate walk. He looks at Andra's list.

ALEX :

Look at what she needs just to take
a crap.

(beat, pleased)

Good.

KATE :

(glancing at it)

Why do all old ladies write the
same?

(beat)

I'm going to write that way.

ALEX :

She has all this hair on her chin.
Thick black ones. In her nose, too.

KATE :

She probably can't see them.
(beat)
Why are you looking at me like
that?

ALEX :

Like what.

KATE :

(resolved)
Yes, I'm probably going to have
black hairs on my chin. I already
do, you know. What are you so
afraid of?

ALEX :

Everything gets hairy and turned
the wrong way.

KATE :

You're gonna get hairy and turned
the wrong way. You already are.
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ALEX :

At least you're not large.

KATE :

I think she's turning ninety one.

ALEX :

Unbelievable. Who would have
thought.

KATE :

We should have bought that
apartment downstairs. I think that
guy died last week.

ALEX :

Who?

KATE :

The guy right below us. Martin something.

ALEX :

That asshole?

(beat)

No, the whole two story thing would have been too much money.

They pass a TRANSVESTITE HOMELESS PERSON sitting against a building. She's applying lipstick (badly). Kate stops, pulls a buck out of her pocket and hands it to her.

TRANSVESTITE :

Thank you, Jamie.

KATE :

You're welcome.

ALEX :

(confused)

Who's Jamie?

24 INT. DUANE READE DRUGSTORE - NIGHT 24

Alex is putting the items for Andra in a basket. Kate is looking at things on the shelves when she sees something that stops her.

It's Abby, listening to her ipod, unaware that they're there. She's staring intently at the Maybelline make-up on the wall. Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 21.

KATE :

Alex.

She waves him over and he sees Abby. They both watch her choose some foundation, then put it back. She takes an eye pencil and examines its color. That too, she puts back. Kate and Alex stare as if watching something very separate from themselves, and at the same time, excruciatingly close. They're almost in a trance.

KATE :

She's real.

ALEX :

I know.

25 INT. MODERN AGE - DAY 25

Kate directs TWO GUYS to move furniture around the store. We recognize some of the pieces from the apartment in the beginning. Kate is holding the vase with the gold leaves on it.

KATE :

Let's put that chair by the window.

God, that's gorgeous! I don't even want to sell it!

(beat)

Great. Let's get the dining room table and put it over there. We'll have to move those chairs around.

Alex comes out of the back and approaches Kate, noticing the vase.

ALEX :

What's that?

KATE :

Not sure.

He looks at the furniture being moved around.

ALEX :

They're pretty nice.

KATE :

I think she kept plastic on them for fifty years. They should be in a museum!

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ALEX :

What should we ask for the sofa?

Five thousand?

KATE :

More. Maybe seven.

(beat, excited)

I feel guilty!

ALEX :

What's this?

There's a gift basket by the desk, filled with bath and beauty products.

KATE :

I got it for Andra. I thought maybe we could have her over for dinner.

I think it's her birthday in a couple of days.

ALEX :

You're joking.

KATE :

No. And invite her miserable granddaughter. s.

ALEX :

Sounds fun.

KATE :

I don't like having bad vibes right next door. You know?

ALEX :

Hey. I heard the guy below us had some nice stuff.

Kate turns to him, excited.

26 INT. DEAD GUY'S APARTMENT - CONTINUOUS 26

A gloomy place filled with newspapers and medicine bottles and AMAZING VINTAGE FURNITURE. The dead guy's daughter, ERIN, 50, shows Alex and Kate around.

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ALEX :

I hope you don't mind the super gave us your number.

ERIN :

I don't know if you're gonna want any of our things, though.

ALEX :

I'm sorry about your father.

ERIN :

He was really sick. He was old.

KATE :

(looking around)

I think there are some pieces we could use.

ERIN :

Yeah? Huh. It's so old fashioned, I didn't think anybody wanted this stuff anymore. This was my dad. I guess you knew him.

She points to an old BLACK AND WHITE PHOTO of a handsome young man standing in front of his car.

KATE :

He was such a nice man.

(beat)

So, what's going to happen to the apartment?

ERIN :

Oh. The neighbors -

(she points to the wall)

They bought it. They're gonna make a bigger place, I guess. They're probably celebrating over there.

KATE :

Oh, no.

(beat)

What did they pay?

ALEX :

Kate.

KATE :

I'm sorry. That was really rude!

Awkward smiles.

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27 INT. RESTAURANT - NIGHT 27

Alex and Kate, along with Abby, are finishing their dinner.

ALEX :

Do you know he used to throw away our mail if it was put in his box by mistake.

KATE :

(appalled)

And he knew who we were?

ALEX :

Totally.

(beat)

That's where all my magazines went.

See? It's his fault I watch TV!

KATE :

Well, now he's dead so you can start reading again.

ALEX :

Thank god!

ABBY :

He was mean to Pickles. She always licked his feet. He wore those sandals.

KATE :

They must have been sweaty.

ABBY :

Barf.

ALEX :

I wish your Grandpa was alive to hang out with you like that.

He gestures to a MAN with a LITTLE BOY at a nearby table.

KATE :

I think that's his dad.

ALEX :

(quietly)

No, he's old.

KATE :

You're old.

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ALEX :

I look like that?

Kate shrugs. He looks at Abby.

ALEX :

I look like that?

ABBY :

Like what?

Kate stops a WAITER.

KATE :

Excuse me, could I take this home?

She gestures to her uneaten food and he takes the plate away.

KATE :

(beat, to Abby)

That's me you're kicking, you know.

28 EXT. RESTAURANT - NIGHT 28

Kate, Alex and Abby exit the restaurant, Kate holding her doggie bag. As they walk down the street, they pass an OLDER BLACK MAN standing in front of a different restaurant.

KATE :

Sir?

He turns to look at her.

KATE :

Are you hungry? Would you like this?

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She offers him her doggie bag. The man glares at her, appalled.

BLACK MAN :

I'm waiting for a table.

Alex, Abby and Kate are mortified.

KATE :

Oh, my god, of course you are! I'm so sorry! Please forgive me!

Alex clenches his jaw as he leads her away. Abby pretends she doesn't know them.

ALEX :

Are you out of your mind?

KATE :

He looked homeless!

ALEX :

He looked like a black man waiting for a table!

29 OMITTED 29

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 26.

30 INT. APARTMENT BUILDING HALLWAY - MORNING 30

Abby is waiting at the elevator when Rebecca comes out of Andra's place with a laundry basket.

REBECCA :

Hey.

ABBY :

You do your Grandma's laundry.

REBECCA :

Yup.

ABBY :

Is it gross?

REBECCA :

What do you mean?

ABBY :

Old lady underwear.

REBECCA :

I don't really look.

ABBY :

Good idea.

They wait.

ABBY :

I heard you guys are coming over
later.

REBECCA :

Yup.

ABBY :

(not cool)

Cool.

REBECCA :

Yeah.

The elevator arrives and they get in.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 27.

31 INT. ELEVATOR - CONTINUOUS 31

They ride in silence. On another floor, a friendly MAN gets
in.

FRIENDLY MAN :

Hi, gals. Gorgeous day. Going to
see the leaves!

The girls smile. When they get to the lobby he races out.

They slowly follow.

FRIENDLY MAN :

Have a great day!

Rebecca turns to Abby.

ABBY :

The leaves! What is with these
people?

REBECCA :

I know!

ABBY :

Who gives a shit?

REBECCA :

I don't.

ABBY :

Really.

They head out of the building.

REBECCA :

See you.

ABBY :

See you.

32 INT. HIGH END CLOTHING STORE - DAY 32

Abby shops for jeans. She checks the price tags, all the jeans are over two hundred dollars. She holds a pair up to her body and they're obviously too small. In fact, everything and everyone in this store is too small.

She catches her reflection in the mirror, noticing a zit starting to appear on the tip of her nose.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 28.

SALESGIRL (O.S.)

(snooty)

Can I help you?

Startled, Abby turns and heads out of the store.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 28A.

ABBY :

You shouldn't charge so much for jeans.

SALESGIRL :

(under her breath)

Then maybe you shouldn't shop in here.

33 INT. APT. 6A/ANDRA'S APARTMENT - NIGHT 33

Andra is tying her old shoes with some difficulty.

REBECCA :

(taking over)

I'll do it.

ANDRA :

(annoyed)

When I get my eyes fixed I'll be able to do it myself.

We hear banging cabinets in the kitchen.

MARY (O.S.)

Grandma! You don't have anything to drink in this place!

ANDRA :

Who's talking?

REBECCA :

Mary. She's looking for alcohol.

MARY (O.S.)

(muttering)

This place is filthy.

REBECCA :

(shouting)

I clean it.

Mary comes out of the kitchen with a bulging, unopened can of grapefruit juice.

MARY :

This has botulism.

Rebecca and Andra look at her blankly. Mary replaces it in the kitchen and then returns.

MARY :

Why exactly are we going there?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 29.

REBECCA :

So they can poison Grandma and demolish her apartment.

MARY :

Then let's make it fast.

Rebecca hands Andra a wrapped box.

ANDRA :

What's this?

REBECCA :

It's a tuna, Grandma. What do you think? Happy Birthday.

She opens the box and lifts up a pink satin nightgown with

lace and pearls.

ANDRA :

Too fancy.

REBECCA :

Do you like it?

ANDRA :

What am I going to do with this?

REBECCA :

You sleep in it.

MARY :

Say "Thank You," Grandma.

Andra puts it back in the box.

ANDRA :

I did.

MARY :

No, actually. You didn't.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 30.

REBECCA :

I just thought since yours is so old.

ANDRA :

I'll save it for a special occasion.

MARY :

(amused)

And what special occasion might that be, Andra?

ANDRA :

It's too nice to sleep in. That's all. You probably spent too much.

REBECCA :

You deserve to sleep in something

nice.

ANDRA :

(closing the box)

It's too nice.

34 INT. KATE AND ALEX'S APARTMENT - NIGHT 34

Rebecca, Mary and Andra are entering the place.

KATE :

We're pretty cramped here, but
welcome!

(beat)

Happy Birthday, Andra!

Andra looks around.

ANDRA :

(whispering loudly to
Mary)

What's that smell?

MARY :

Grandma. Jesus.

ANDRA :

(loud whisper)

I smell something burnt.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 31.

MARY :

You know everyone CAN HEAR YOU.

(to Kate)

Sorry. She's rude. You should smell
her place!

ANDRA :

My place doesn't smell.

MARY :

Oh, right, piss and mold have no
odor, what was I thinking?

REBECCA :

Mary.

KATE :

No worries. Everyone, come sit down. Anybody like some wine?

MARY :

Oh. Would you have any bourbon?
Rebecca glares at her.

MARY :

What?

ALEX :

(coming from kitchen)
I think we do have bourbon. Hi.
(to Mary)
I'm Alex.

MARY :

Mary. Nice to meet you.

ALEX :

(finding the bourbon)
Where'd you get that tan?

MARY :

(pleased)
Oh, you know.

REBECCA :

She lies on a tanning bed.

MARY :

I go to the Sheep Meadow.

REBECCA :

She lies on a tanning bed.
Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 32.

MARY :

AND I go to the Sheep Meadow.

ALEX :

Either way, looks good!

MARY :

(glaring at Rebecca)

Thank you.

35 INT. APT. HALLWAY - LATER ON 35

Kate is knocking on Abby's bedroom door. No response. She enters to find Abby on her bed listening to her i-pod.

KATE :

Take those off.

Annoyed, she does.

KATE :

Why are you in here?

Abby points to the big red zit on her nose.

KATE :

I don't understand.

ABBY :

I'm not going out there with this thing on my nose.

KATE :

Don't be ridiculous. You can't even see it.

ABBY :

SEE IT? It's swallowing my whole face! How can you not see it?

KATE :

I told you to stop eating french fries and greasy crap.

ABBY :

It makes no difference.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 33.

KATE :

Please come out and join us. You look fine.

36 INT. DINING ROOM - LATER 36

Everyone (except Abby) is sitting at the table eating. Mary is a little buzzed, so is Alex.

MARY :

I mean, if she was younger than me, actually, I think she is younger than me, but if she were prettier than me I'd understand. But she's not, and she's got this tan - totally sprayed on - I would know. The worst part is her back, though.

KATE :

(trying)

Are you still in love with him?

ANDRA :

He broke up with her.

MARY :

That's not how it went down.

ALEX :

What's wrong with her back?

MARY :

It's muscular. All built up. And she wears these skimpy tops.

ALEX :

That's not good.

MARY :

No, right? Big Back is not good.

REBECCA :

Enough about her back.

KATE :

I don't understand. When do you see her?

REBECCA :

She works in a store near where Mary works.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 34.

KATE :

Oh. What do you do?

MARY :

I work in a spa. Downtown. You know Face Works? I do facials there.

KATE :

Oh, cool. And what about you, Rebecca? What do you do?

REBECCA :

I administer mammograms. I'm a radiology technician.

KATE :

I had no idea. Is that interesting?

MARY :

If you like boobs it is!

REBECCA :

You pop blackheads for a living.
(beat, to Kate)
It is interesting. I like the people. You know, the patients.

MARY :

(under her breath)
Crush on the boss.
Rebecca shoots a look at Mary.
Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 35.
Abby enters with a pair of underwear over her head.

ALEX :

Abby what are you doing?

KATE :

She's covering a zit you can't even see. Abby, take them off, that's disgusting.

ANDRA :

(re:

Who is that? Is that funny?

MARY :

(to Abby)

You should come to the spa. Facials really help. Lets see it.

Abby shakes her head no.

MARY :

Come on, I've seen it all.

Slowly Abby removes the underwear.

MARY :

Whoa. That's a big one!

ABBY :

Really?

REBECCA :

She's drunk.

MARY :

And on your nose. It's almost cystic. Horrible.

REBECCA :

Mary!

ABBY :

No, I'd rather someone admit it. At least then I don't feel crazy.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 36.

MARY :

I know exactly what you're saying. Half the time I do feel crazy.

ABBY :

Nobody ever says the truth.

MARY :

They should. If you get a sucky

haircut, people should admit it. If some doctor procedure is going to hurt, they should say it's going to hurt. It makes you feel worse if they lie.

ABBY :

I hate it when people don't say bless you.

MARY :

You know what I hate? When you're in like, a store, and you hold the door for the person behind you but then they don't hold the door for the person behind them? And you're standing there like a fucking doorman!

ABBY :

And they don't say thank you!

MARY :

Of course not! 'Cause you're not there!

And at that she opens her purse, pulls out a lip gloss and aggressively applies it.

MARY :

Jesus, sometimes I swear I must be invisible.

She hands the lip gloss to Abby, who takes it, flattered.

KATE :

(less in awe)

Anyone for coffee?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 37.

37 INT. LIVING ROOM - LATER ON 37

Andra, Rebecca and Mary are sitting on the couch drinking coffee and eating cookies. Mary is drinking another bourbon. Alex, Kate and Abby are sitting across from them.

ALEX :

I guess we give about two hundred

for Christmas.

ANDRA :

I give him nothing.

REBECCA :

That's why he won't fix anything
for you.

ANDRA :

If he fixed something I'd give him
money.

KATE :

You know he has like twelve
children.

ANDRA :

Nobody told him to do that.

KATE :

They're totally poor. They live in
that one bedroom. His wife is in a
wheelchair - I think.

REBECCA :

I've never seen her in a
wheelchair.

KATE :

I'm pretty sure. I don't see her
often, though.
Kate gets up and goes into the kitchen.

ANDRA :

So how do they make so many
children.

MARY :

People can fuck in a wheelchair,
Grandma.

(to Alex)

Can't they?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 38.

ALEX :

(laughing)

Why are you looking at me?

ANDRA :

He's a crook and a slime.

MARY :

(to Alex)

IE:

Just then Kate comes out of the kitchen with a birthday cake.
She sings alone, briefly.

KATE :

Happy birthday to you...

Andra blows out the two candles as the cake is placed in
front of her.

MARY :

(meaning it)

You're too nice.

Kate cuts the cake and distributes it. Alex reaches around
the chair and presents Andra with the basket full of bath and
beauty products.

ALEX :

This is for you.

MARY :

Wow. Those are some nice products!

KATE :

People don't spoil themselves
enough, right?

Andra removes one of the bottles, unable to figure out
exactly what it does. She puts it down.

ANDRA :

I use Olay/Ponds. ALT:I can't use
this.

Mary grabs the bottle.

MARY :

I'll take it!

REBECCA :

You will not.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 39.

MARY :

Why.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 39A.

REBECCA :

(to Kate)

She loves it. She just doesn't know how to use them yet.

Pause in the room.

MARY :

(beat)

So, what are you guys gonna do to Grandma's apartment? You're gonna break through and make this place bigger? What, like the living room?

Everyone freezes, not sure this is kosher to talk about.

ALEX :

We've been wanting to redo the whole place anyway. You know, the kitchen. We could use another bathroom.

ANDRA :

You're going to have to change the tiles in there. They're covered in mold. I'd re-tile the whole thing.

MARY :

I'm sure they're gonna gut it, grandma. And you'll be dead, you won't have to worry about it.

Rebecca looks down, painfully uncomfortable that everyone is talking about this.

KATE :

Yeah, we'll probably gut everything.

ABBY :

Like a fish.

MARY :

What else, another bedroom?

REBECCA :

Mary.

MARY :

What?

Rebecca looks at Andra, then back at Mary.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 40.

MARY :

Grandma, can they show us what they're going to do?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 40A.

Andra ignores her, seemingly not interested, just eating cake.

KATE :

Well, if you want to see.

Kate gets up and walks to the other side of the room, explaining.

KATE :

(enthusiastically)

Well, we'll make a proper dining room in there, and break through the wall - this area will be a little laundry room.

MARY :

Oh, that'll be great. Laundry in this city is such a drag.

Abby and Rebecca exchange an uncomfortable look.

KATE :

And then past it will be our bedroom.

MARY :

Oh, so you'll take Grandma's living room and kitchen and make it a bedroom.

KATE :

Exactly, with real closet. And a master bath!

MARY :

It's gonna be gorgeous.

KATE :

I know, I can't wait.

ALEX :

Of course we can wait. There's no hurry. We're fine!

Andra sits there, not really listening, and not yet a ghost. (Andra actually fades away).

38 INT. ELEVATOR - NIGHT 38

Mary and Rebecca enter the elevator and head down.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 41.

MARY :

I was not drunk.

REBECCA :

You're always drunk. You flirted.

MARY :

You don't even know what flirting is.

REBECCA :

You're an alcoholic.

MARY :

Why do you run around telling people I use a tanning bed? That's private!

REBECCA :

Because you lie.
(amusing herself)
On a tanning bed.

MARY :

So what? It's not hurting anyone!

REBECCA :

You're mean to Grandma!

MARY :

She's a bitch!

39 INT. KATE AND ALEX'S APARTMENT/ BATHROOM - NIGHT 39

Alex and Kate brush and floss.

ALEX :

How do people fuck in a wheelchair?

KATE :

I guess they go on the bed. Even if
her legs don't work the middle half
might, I guess.

(beat)

She's kind of worse than I thought.

ALEX :

You don't even know the super's
wife!

KATE :

Andra.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 42.

ALEX :

Awful.

KATE :

It makes me feel bad for Rebecca.

ALEX :

It makes me feel less guilty
waiting for her to die.

KATE :

Wanting her to die.

ALEX :

(laughing)

Shit!

KATE :

Can't we just put a pillow over her head and be done with it?

Alex heads into the bedroom.

KATE :

Hey. You were flirting with the sister.

ALEX :

(beat)

I know. I have no idea why.

Alex turns on the TV and flips until he lands ON AN ENTERTAINMENT NEWS SHOW.

KATE :

(to herself)

Because she's pretty and young.

40 INT. ABBY'S BEDROOM - NIGHT 40

Abby sits at her desk pouring over a web site of expensive jeans. She's also inhaling an enormous piece of birthday cake.

Kate enters and is about to say something but Abby glares at her, trying to hide the cake.

ABBY :

GET OUT!!

Startled and hurt, Kate backs out and shuts the door.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 43.

41 INT. HALLWAY - CONTINUOUS 41

Between Abby's bedroom and her own, Kate pauses in the hallway and leans against the wall.

42 INT. BUILDING HALLWAY - NIGHT 42

Andra comes out of her apartment in her nightgown and slippers holding the big basket of bath products. She shuffles over to the garbage chute and dumps all of the products into it, even the basket. Then she shuffles back to her apartment and slams the door behind her.

43 INT. MODERN AGE - DAY 43

Kate is on the computer, looking up the history of a table. Beside her is the actual table. Alex is polishing another piece of furniture nearby.

KATE :

Another dealer has this and it's going for three thousand.

ALEX :

Great.

Kate looks at him, thrilled and guilty.

ALEX :

What did you pay for it?

KATE :

I paid four thousand for the whole apartment.

ALEX :

They had no idea?

KATE :

The guy didn't want to be bothered.

ALEX :

Then don't worry about it.

Kate looks over at TWO SHOPPERS, a MOTHER and DAUGHTER. *

KATE :

Let me know if I can help you.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 44.

MOTHER SHOPPER *

Thank you.

KATE :

(to Alex)

Why do you feel so okay about it?

ALEX :

(thinking)

Because it's okay.

ANGLE ON :

The shopping CUSTOMERS. *

DAUGHTER SHOPPER *

I love this stuff. I wish I could *
afford it. This thing would look so *
good in my living room. *

MOTHER SHOPPER *

I remember when it was in style the *
first time. *

DAUGHTER SHOPPER *

Really? *

MOTHER SHOPPER *

I didn't like it then. I still
don't like it.

(to Kate)

How much is this?

DAUGHTER SHOPPER *

(whispering)

Why do you care? You just said you
didn't like it.

MOTHER SHOPPER *

(whispering)

I want to know what they're asking.

DAUGHTER SHOPPER *

It's going to be a lot. *

KATE :

That's fourteen hundred.

The daughter gives her mother an "I told you so," glance. *
Alex catches his reflection in a mirror that's on a dresser.
He examines his appearance, looks at his skin.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 45.
44 INT. X-RAY ROOM - DAY 44

Rebecca is doing another mammogram on Mrs. Portman, the old
woman who was there before.

MRS. PORTMAN

They didn't get a good picture or
something.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 45A.

REBECCA :

That happens sometimes. Doesn't
mean anything.

MRS. PORTMAN

Maybe something's wrong.

REBECCA :

Not necessarily.

MRS. PORTMAN

I feel bad making my grandson
schlep me back here. He's a busy
person.

(beat)

But single. Never has a girlfriend,
I don't know why. He's so handsome.
Has no idea. And he's not gay,
because I asked him.

(beat)

You have a guy?

REBECCA :

I'm trying.

MRS. PORTMAN

You shouldn't have to try.

REBECCA :

I went on a couple of computer
dates.

MRS. PORTMAN

Oh, that must be awful.

REBECCA :

It was.

(beat)

What color would you say my hair
was?

MRS. PORTMAN

Brown. Nice, dark brown.

45 INT. FACE WORKS WAITING ROOM - DAY 45

SPA LADIES wait for their appointments as they read fashion
magazines, sip on green tea and listen to new age music.

THROUGH THE GLASS STORE FRONT, WE SEE ALEX. He checks the
name of the place, and enters, nervously looking around.

He approaches the well-groomed male receptionist, TOMMY.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 46.

TOMMY :

(not relaxed)

Welcome to Face Works!

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 46A.

ALEX :

Yes, um, I have an appointment with Mary?

TOMMY :

Okay, let me see...

Just then a side door opens and Mary appears, saying good bye to a CLIENT.

TOMMY :

And look at the timing! Mary, your three o'clock is here!

She smiles at him, flattered and surprised to see him.

46 INT. FACE WORKS SPA/MARY'S TREATMENT ROOM - DAY 46

Alex lies on a treatment table while Mary examines his skin under a bright light and magnifier. He's wearing little black eye cups.

ALEX :

I figure if Howard Stern can get facials, so can I.

MARY :

Right?! You know he had his nose done.

ALEX :

Cheeks too.

(beat)

The guy's never gonna hit the wall.

MARY :

I know. I love Howard.

ALEX :

He's the best. Artie kills me.

MARY :

I wish I could play him all day but

I have to play this new age shit.

It makes me want to kill myself.

ALEX :

I mean, what guy admits he's got a small dick, right? How cool is that?

Mary chuckles. Awkward pause. Alex instantly regrets saying this. She pulls the steam machine over and turns it on. Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 47. As it blows on Alex's face, Mary caresses his cheeks, looking for blemishes.

MARY :

You've got nice skin.

ALEX :

I was covered in acne when I was a kid. My poor daughter has zits cuz of me. I guess it's hereditary.

MARY :

Don't blame yourself! Anyway, you'd never know you had bad skin. You don't have any scars.

(beat)

We'll let the steam open your pores.

She stands up and comes around to massage one of his hands with cream.

ALEX :

(flinching)

Oh -

MARY :

It's part of the European Facial. Shoulder massage, hand massage. Do you want it?

ALEX :

Sure.

As Mary massages his fingers there's a silence that ordinarily could seem normal, but here and now, is filled with tension.

As Mary massages his hand, he starts to massage hers back.

She's confused. Maybe he doesn't even know he's doing it. Then, he gently pulls her closer to him. She's not sure if this is on purpose or not. He pulls again. She looks at him but he's wearing those little eye cups so she can't read his expression. This goes on for a while until he pulls her even closer, making his intentions unmistakable.

Her body is now up against the table as Alex reaches for her. He sits up, losing his eye cups, and suddenly they're kissing.

After a moment, they break apart and Mary fumbles for the eye cups on the floor.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 48.

MARY :

(beat)

I didn't know you were going to do that.

ALEX :

I didn't either.

They look at each other.

MARY :

Do you still want a facial?

47 INT. MODERN AGE - DAY 47

Pictures of DARK SKINNED CHILDREN WITH HARELIPS cover the computer screen. Kate is looking at an Adoption web site.

MALE SHOPPER :

Excuse me? Can you help me -

She shoots up.

KATE :

Of course.

The man is looking at the expensive table Kate was just researching earlier.

KATE :

Isn't it beautiful? Perfect condition.

MALE SHOPPER :

What are you asking?

KATE :

(beat)

Thirty five hundred.

The young man considers this.

MALE SHOPPER :

How about three thousand.

KATE :

(beat)

Sounds good.

Kate goes to the computer to type in his purchase. She

deletes the Harelip children and brings up an invoice form.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 49.

Abby comes in and flops down, dumping her backpack.

ABBY :

You promised today.

KATE :

What did I promise?

ABBY :

Jeans.

KATE :

No fighting.

ABBY :

No fighting.

He reaches for the vase with the gold leaves.

MAN :

Where did you find this?

KATE :

Why?

MAN :

Really unusual colors. Rare.

He examines it and then puts it down.

48 INT. RADIOLOGY OFFICE - DAY 48

The receptionists chat around the filing cabinets while
Rebecca files.

EUGENE (O.S.)

Excuse me?

All three women turn around, but he's looking at Rebecca. She goes to the counter where he's standing. Marissa and Cathy can't help notice how handsome he is.

EUGENE :

Do you know if everything is all right? With my Grandmother?

REBECCA :

You'll have to talk to the doctor. He probably saw something and wants to make sure it's nothing. She's having an ultra sound right now.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 50.

EUGENE :

(beat)

Rebecca, right?

REBECCA :

Right.

EUGENE :

Eugene.

REBECCA :

Hi.

He sits back down and Rebecca goes back to the files.

49 EXT. STREET - DAY 49

Abby and Kate walk down the street.

ABBY :

They won't fit good. Their jeans suck.

KATE :

Fit well. Let's just try.

ABBY :

You'll see.

They pass a HOMELESS MAN.

KATE :

Hi. How are you?

Kate reaches into her pocket and gives the homeless man a five dollar bill. They walk on.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 51.

ABBY :

(beat)

You never give me five dollars.

KATE :

I do, too.

(snapping)

And do you live on a sidewalk?

ABBY :

(ashamed)

Sorry. What do you think he spends it on?

KATE :

Booze. Drugs.

ABBY :

You think that's okay?

KATE :

Who am I to say what gets him through the night?

ABBY :

I don't know. Maybe it's not helping him.

KATE :

It's not hurting him. He is who he is.

50 INT. RADIOLOGY OFFICE/RECEPTION - DAY 50

Rebecca and Eugene chat while Mrs. Portman pays the bill.

REBECCA :

She's terrific, your grandmother.

EUGENE :

She is.

(beat)

She's pretty obvious, too. She wants me to ask you out.

REBECCA :

(beat)

Oh.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 52.

EUGENE :

No, I mean, I want to.

Long pause. Way too long.

EUGENE :

Would you like to go out with me?

REBECCA :

(pleased)

Um, sure. Yes.

51 INT. GAP - DAY 51

Kate is leaning against the wall in the hallway of the dressing room area. She's tired. Abby emerges from the messy dressing room with a pair of tight jeans on. She reluctantly poses for Kate.

KATE :

Those aren't bad.

ABBY :

They're horrible.

KATE :

No, they're not. Turn around.

(she does)

I think those work.

ABBY :

(going into dressing room)

These suck. I look like a cow.

KATE :

Try on those ones with the back pockets.

ABBY (O.S.)

What's the point.

KATE :

Just do it, Abby.

Kate looks at the TIRED SALESGIRL who is folding clothes.

KATE :

She thinks she's fat.

The salesgirl just smiles. Abby comes out of the dressing room, clearly having heard what Kate just said about her. She poses in another pair of ill fitting jeans, fuming.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 53.

KATE :

Those are good.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 53A.

ABBY :

These are not good. They're awful.

I feel like a sausage!

KATE :

I think they look cute.

ABBY :

You think these look cute.

KATE :

I do.

ABBY :

DO YOU HAVE EYES IN YOUR HEAD?

KATE :

Don't talk to me like that.

ABBY :

You must think I look like shit all the time if you think these look good!

KATE :

I don't have to buy you anything,

Missy.

Abby goes into the dressing room and slams the door behind her.

ABBY :

Fucking don't!

KATE :

How dare you. I'm leaving.

ABBY (O.S.)

BYE!

KATE :

Get your own fucking jeans.

ABBY (O.S.)

(screaming)

I would if I had my own MONEY!!!!

As Kate passes through the store...

ABBY (O.S.)

BITCH!!!

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 54.

52 INT. FACE WORKS - DAY 52

Mary and Alex have sex on the table. They both jump when the INTERCOM blasts.

TOMMY'S VOICE

Mary, your five fifteen chin wax just left annoyed.

53 INT. THE GAP - NIGHT 53

Abby is slumped on the floor of her dressing room, surrounded by piles of rejected jeans. Her face is tear stained as she plays a bowling game on her cell phone.

SALESGIRL (O.S.)

Excuse me, but we're about to close.

Abby ignores her, her jaw tightening.

SALESGIRL (O.S.)

(annoyed)

You can't stay in there all night.

54 INT. KATE AND ALEX'S KITCHEN - NIGHT 54

Alex is rifling through the cabinet trying to choose a tea.

He peruses his choices - Smooth Move, Throat Coat, Mint

Magic, Tummy Tamer, Quietly Calm. He takes a deep breath just as Kate, in her pajamas, enters the kitchen and grabs a piece of fruit. He can't look at her.

KATE :

She was so rude. I'm at a total
loss.
Alex reaches for Tummy Tamer.

KATE :

Stomach ache?

ALEX :

A bit.
The front door opens off-screen and Kate goes there.
55 INT. APARTMENT ENTRANCE - CONTINUOUS 55
Abby enters and sees Kate, who is glaring at her.
Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 55.

KATE :

Where have you been?

ABBY :

(incredulous)
The jeans store.

KATE :

It's late.

ABBY :

New. Fall. Hours.

KATE :

Go walk Pickles.
Abby gets the leash.
56 EXT. STREET - NIGHT 56
Abby is walking the dog. Slowly, aimlessly. She passes by the
homeless transvestite.

TRANSVESTITE :

Hi Jamie!

ABBY :

(disturbed)
Hi.
(beat)
Who is Jamie?

The transvestite looks confused.

TRANVESTITE :

I'm Jamie.

REBECCA (O.S.)

She calls everyone Jamie.

Abby turns to find Rebecca walking Andra's dog.

REBECCA :

She's always there.

ABBY :

Tell me about it. My mom
practically supports her.

REBECCA :

What do you mean?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 56.

ABBY :

She always gives her money. How do
you think a homeless person could
have Chanel lipstick? It's gross.

REBECCA :

Your mom gives her Chanel lipstick?

ABBY :

Just money. She wants to save the
world. One time, she let a homeless
lady take a shower in our
apartment.

REBECCA :

Your mom?

(surprised)

Wow. That's nice.

ABBY :

Yeah, until the lady took a dump on
my bedroom floor.

REBECCA :

Oh my god!

ABBY :

I know! You'd think she could've done it in my mom's room! She's the one who let her in!

REBECCA :

I'd never let someone in my house.

ABBY :

She gets all emotional just walking down the street. Oh My god, that man has no head. Oh my god that woman is disgusting...It's so embarrassing.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 57.

ABBY :

(beat)

Are you close with your mother?

REBECCA :

I don't have one. I mean, she's dead.

ABBY :

Sucks. How?

REBECCA :

Killed herself.

ABBY :

(horrified)

How old were you?

REBECCA :

Mary was twenty. I was fifteen.

ABBY :

I'm fifteen! What about your dad?

He must've been so mad!

REBECCA :

He split when we were really

little. He's somewhere. But we don't know where.
Abby's dog starts to take a crap.

ABBY :

(embarrassed)
I never know if I'm supposed to look. I've seen people just stare. Like with pride.
When the dog is done, she bends down to put it in a little baggy.

ABBY :

This is so disgusting.
Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 58.
Rebecca holds up her plastic bag filled with shit.

ABBY :

Right? And now we're two people walking around with shit in a bag. Rebecca smiles.

ABBY :

I mean, what if we didn't have dogs with us, and we were doing that. That would be sick. But because we have dogs, it's normal.

REBECCA :

I never thought of that.

ABBY :

Do you come to your Grandma's every night?

REBECCA :

Almost.

ABBY :

Why doesn't your sister come?

REBECCA :

She doesn't like her very much.

ABBY :

She's so cool. And gorgeous. You think she could help me with my skin?

57 INT. OLD AGE HOME OFFICE - DAY 57

Kate is sitting opposite a well-dressed woman, CARRIE-ANNE.
CARRIE-ANNE

So, what makes you feel like this would be a good time to volunteer? I mean, in your life.

KATE :

Something is just telling me to do it, you know? To give something to someone.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 59.
CARRIE-ANNE

That's terrific. A lot of the guests here don't have family visit them. If they do, they come maybe once, twice a year. Generally they really appreciate the company.

KATE :

I'm good at keeping company.

CARRIE-ANNE

They love conversation. Of course we keep it light. Always try and cheer them up.

KATE :

Oh. Why?

CARRIE-ANNE

Well, we just don't want to bring them down. Sometimes all they can think about is dying, so they'll inevitably talk about it.

KATE :

(confused)

Shouldn't we?

CARRIE-ANNE

Better if you steer them away from the topic. It just makes them sad.

58 INT. OLD AGE HOME LOBBY - DAY 58

The woman gives Kate a tour. The place is depressing and dark. OLD PEOPLE mill about, lost and confused. Kate's positive demeanor is starting to sag.

CARRIE-ANNE

This is the common area. We watch movies here on Saturday nights. Residents play cards, or just hang out. You could play games with them.

KATE :

Uh huh.

Carrie-Anne approaches an old woman, MAUREEN, bent in half, slowly walking along.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 60.

CARRIE-ANNE

Maureen, this is Kate. Kate's going to be volunteering here.

Maureen just keeps going, as if she didn't hear.

KATE :

(concerned)

She's very bent over.

CARRIE ANNE :

(cheerful)

Yes, she has rheumatoid arthritis!

KATE :

How awful for her.

CARRIE-ANNE

Well, we try to stay upbeat and positive as much as we can!

KATE :

(too loud)

Hi Maureen.

Maureen turns around, not sure where the sound is coming from. She looks from left to right, the way a deaf dog would if you whistled at him.

CARRIE-ANNE

We're here, Maureen.

But Maureen is so confused, she just gives up and keeps

hobbling along.

59 EXT. APARTMENT BUILDING - DAY 59

Rebecca, dressed nicely, and Andra, wearing make-up and bundled up in coats are on the front steps.

ANDRA :

I don't need to meet anyone new at my age.

REBECCA :

You don't have to be friends with her.

ANDRA :

And I'm sure she feels the same way. Why do two old ladies want to become friends at this age?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 61.

REBECCA :

We're just taking a drive, Grandma. The leaves are going to be really pretty.

ANDRA :

Pretty leaves are dead leaves.

REBECCA :

(beat)

They're here!

She helps Andra out of the building.

60 INT. EUGENE'S CAR - DAY 60

Eugene is driving, Rebecca is beside him. Mrs. Portman and Andra sit in the backseat.

MRS. PORTMAN

It's cancer. A big lump.

ANDRA :

What a horror!

Andra kindly puts a hand on Mrs. Portman's shoulder.

MRS. PORTMAN

The breast comes off. Just like that. At least it's not in the other one.

REBECCA :

Wouldn't you rather have a
lumpectomy?

MRS. PORTMAN

What do I need my breast for? Safer
to take it off.

ANDRA :

You might get a boyfriend and then
what.

MRS. PORTMAN

You're funny, Andra!

ANDRA :

See? She thinks I'm funny.

She smiles at Mrs. Portman. It's almost as if she's flirting
with her, willing her to be her friend.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 62.

REBECCA :

I'm so sorry, Mrs. Portman.

MRS. PORTMAN

Call me Paulette. And it's okay.

I'm an old lady. It's a tragedy
when it's someone young.

She pats the back of Eugene's head.

PAULETTE :

I've been lucky.

ANDRA :

Cancer is not lucky.

PAULETTE :

Okay, before the cancer.

ANDRA :

You got a handsome boy there.

PAULETTE :

I know it!

EUGENE :

Thank you, Andra.

ANDRA :

It's the truth.

She leans forward and "whispers" in Rebecca's ear. But everyone can hear her.

ANDRA :

But he's very short.

Rebecca is mortified.

REBECCA :

Grandma -

ANDRA :

(still "whispering")

It's good. He would never go for you if he was tall.

Eugene is so stunned, he starts to laugh. So does Rebecca. Paulette can't quite believe it. Innocently, Andra turns to Paulette and smiles.

PAULETTE :

Rebecca is a lovely girl. I'm sure lots of boys notice her.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 63.

ANDRA :

What? I didn't say anything.

(beat)

I don't like my food. It's bad.

REBECCA :

Mine's good.

PAULETTE :

You want some of mine?

ANDRA :

Yours looks bad, too.

EUGENE :

Mine wasn't so good.

ANDRA :

Right!?

PAULETTE :

You have a lot of friends left,
Andra?

ANDRA :

Nobody's left. I had friends. Never
a lot, though.

(beat)

I was very selective.

PAULETTE :

Good for you. It's good to be
selective.

ANDRA :

A lot of people were jealous of me.

PAULETTE :

Oh?

ANDRA :

Because I was smart. People often
mistook me for a school teacher. I
didn't finish high school but
people thought I was smart.

Eugene and Rebecca share a look, not knowing what the hell
she's talking about.

PAULETTE :

(kindly)

Well, I can see what you mean, I
saw it right away.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 64.

EUGENE :

Your friends are all gone, right
grandma?

Paulette shrugs, resigned.

PAULETTE :

All gone. That's the deal.

ALT:

the good ones.

61 EXT. COUNTRY ROAD - LATER 61

Eugene's car drives slowly along a pretty shaded road.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 64A.

62 INT. RENTAL CAR - CONTINUOUS 62

Eugene and Rebecca sip coffee in the front seat. Andra is asleep, Paulette looks out the window.

REBECCA :

(looking at New York Magazine)

I think it's supposed to be right around here.

63 EXT. COUNTRY ROAD - DAY 63

Rebecca, Eugene and Paulette stand at the edge of the road, looking at a small mountain. Andra is still asleep in the car.

REBECCA :

It's not very colorful.

The mountain is mostly bare, dark green or grey. No glorious colored leaves.

EUGENE :

This can't be it.

REBECCA :

Maybe we're too late. Or maybe it's been too hot.

Andra gets out of the car, groggy. She walks to them slowly.

ANDRA :

What's going on?

PAULETTE :

We're looking at the view.

ANDRA :

This is nothing.

They stand there for a bit. Then Eugene steps a couple of feet forward and turns to the right. He gasps - a different mountain is exploding with oranges, reds and yellows. It's

magnificent. Rebecca and Paulette follow him and take in the beauty.

REBECCA :

Oh my god.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 65.

PAULETTE :

Oh, that's gorgeous.

EUGENE :

This must be their peak.

As they admire the colors, Andra is still unaware that they have found the right spot, and keeps looking at the grey, dull view.

REBECCA :

Grandma.

But Andra doesn't hear her.

REBECCA :

Grandma.

Still no response. As Paulette and Eugene share a moment enjoying the view, Rebecca looks at the back of Andra's head. Her thinning dyed hair has been flattened out every which way by her nap in the car, creating a clear view of the large bald spot on the back of her head.

64 INT. FACE WORKS SPA - DAY 64

Mary is lying under Alex on the facial table. As they have sex, she stares at the angels that decorate the aromatherapy machine.

65 OMITTED 65

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 66.

66 EXT. POPPY - DAY 66

Alex is heading for the subway when he stops, in a daze. He looks around him, thinking about what he's done. He catches his reflection in a store window and fixes his crazy hair. He gazes at his belly. Then he sees through his belly into the actual store, and focuses on a woman's shirt hanging in the window.

67 INT. POPPY - DAY 67

Poppy is a hip, over-priced clothing store. Alex is purchasing the shirt from an ATTRACTIVE SALES GIRL.

ALEX :

It's for my daughter.
ATTRACTIVE SALES GIRL
How old is she?

ALEX :

Fifteen. She's having a hard time.
ATTRACTIVE SALES GIRL
That's so sweet of you to buy this!
She's going to love it.
She turns around and Alex looks at her sexy, toned back, clad
in a tiny top.
68 INT. KATE AND ALEX'S BEDROOM - NIGHT 68
Kate is on the bed while Abby opens up the bag from Poppy.

ABBY :

God, this is so cute!

ALEX :

You like it?

ABBY :

I love it! Thank you.

KATE :

Where did you get it?

ALEX :

Some store.
She finds the bag.
Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 67.

KATE :

(knowing the store)
What were you doing down there?

ABBY :

(to Kate)
Isn't it cute?
Distracted, Kate looks at Abby.

KATE :

(beat)
It is. It's very cute.

ABBY :

Thanks, Dad.

He looks tenderly at Abby and smiles.

69 INT. POPPY - NIGHT 69

Mary is browsing around. The Attractive Sales Girl is picking at her cuticles.

Mary observes her - what she's wearing, and how her large shoulders are exposed in her tiny top.

BIG BACK :

Hi. Can I help you find something?

MARY :

(startled)

Oh, no. Just looking, thanks.

BIG BACK :

Be sure to let me know if you have any questions.

70 INT. KATE AND ALEX'S BEDROOM - NIGHT 70

Abby is no longer in the room. Alex is watching Access Hollywood and Kate is putting lotion on her elbows.

KATE :

It doesn't matter how much lotion I put on. They're cracked and freaky. It's disgusting. Why? Why is it like this?

ALEX :

What?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 68.

KATE :

My elbow. Look at it. If you take it away from what it's attached to - She frames her elbow with her fingers.

KATE :

- what is it?

ALEX :

Your elbows look like that so you

can use them. Like your feet.

KATE :

Oh.

(beat)

Maybe I should go see whats-hername.

At the spa. Get some paraffin
or something.

ALEX :

She does facials.

KATE :

Who?

ALEX :

Who are you talking about?

KATE :

The granddaughter. With the tan.

Who are you talking about?

ALEX :

Same.

KATE :

She does facials?

ALEX :

It's what she said.

Kate shrugs. The ensuing silence makes the topic on Access
Hollywood the only conversation in the room.

71 INT. REBECCA AND MARY'S APARTMENT/LIVING ROOM- NIGHT 71
Rebecca, glowing with excitement, is throwing a nightgown
over her head.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 69.

REBECCA :

They were so gorgeous, Mary! Like
they were on fire!

Mary, lying on the couch, is flipping through a magazine.

MARY :

You should have worn sunscreen.

REBECCA :

I don't think I got sunburned.

MARY :

You did too. That could create sun damage.

REBECCA :

You're not at work. God.

MARY :

It's not just my work. I believe in what I do.

REBECCA :

You sunbathe!

MARY :

With sunscreen.

(shamed)

I look better with color.

REBECCA :

You're pretty. You don't need to be tan.

MARY :

I can't stop.

Rebecca climbs into her bed.

REBECCA :

(bright)

Maybe Eugene has a brother. Or a friend.

MARY :

Please.

REBECCA :

What?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 70.

MARY :

I don't need you to find me a
boyfriend.

REBECCA :

Oh, sorry.

MARY :

If I wanted a boyfriend, I'd have
one.

72 INT. X-RAY ROOM - DAY 72

Rebecca is giving YOUNG WOMAN a mammogram.

REBECCA :

They were incredible, really
beautiful.

YOUNG WOMAN :

I don't have a car.

REBECCA :

Oh, you can rent one. Or even take
the train.

Rebecca fits the enormous breast on the plate of glass.

REBECCA :

Just a little bit more...

YOUNG WOMAN :

Oh, there's always more.

REBECCA :

But you have to hurry because
they're just about to end. New York
Magazine -

YOUNG WOMAN :

I hate New York Magazine.

The woman winces as Rebecca closes the glass on the breast.

YOUNG WOMAN :

That really hurts.

REBECCA :

(apologetic)

Unfortunately, the more it hurts,
the better picture we get.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 71.

YOUNG WOMAN :

Oh. Okay.

REBECCA :

But seriously, it's really worth it
if you get the chance to go!

73 INT. RADIOLOGY RECEPTION AREA - DAY 73

Cathy and Marissa are filing when Rebecca enters the area.
They glance at her.

CATHY :

(smug)

Their peak was last week.

MARISSA :

Yeah. It was definitely last week.

74 INT. FACE WORKS SPA - DAY 74

Alex is fast asleep on Mary's facial table. She is shaking
him.

MARY :

Alex. You have to wake up. Alex.

The spa is closing.

He slowly opens his eyes.

ALEX :

I'm so tired.

MARY :

Yeah, well you have to go.

He climbs off, disoriented.

ALEX :

How long was I asleep for?

MARY :

A long time.

ALEX :

I hate falling asleep in the middle

of the day. I wake up feeling so
lonely.

She looks at him.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 72.
75 EXT. STREET - DAY 75

Kate is walking, depressed. She passes a store that looks a
lot like her's, and stops to look through the window.

KATE'S POINT OF VIEW

A HIP YOUNG COUPLE gesticulate excitedly about a fabulous
lamp. She stares at them.

76 INT. FURNITURE STORE - DAY 76

Kate wanders around the store. She glances at some price
tags, feels a couple of chairs. She sees a table that looks
just like the one she sold recently to the Young Man. She
goes to it, curious, and reads the price - \$5,000. Surprised,
she glances up and instantly sees the man she sold the table
to (for \$3,000). This is his store, and that was her table.
At first she's pissed, feels cheated, and is about to
confront him. But The Man is helping another customer with a
lot of concentration and Kate loses her steam. She decides
instead to simply sit down on a nice couch and rest.

A 60 year old woman, dressed overly-chic, (she's ANITA), is
already sitting there.

ANITA :

Designer?

KATE :

Resting.

ANITA :

I'm a designer. I buy a lot from
Kevin. He's got great taste,
doesn't he? Except for that awful
thing.

Anita points to a leather chair that's weird looking.

KATE :

That's a rare piece.

ANITA :

It's still ugly. I think it's
haunted. It has a bad vibe.

(beat)

Old furniture has to have some
ghosts. Don't you think?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 73.

KATE :

I do think that, yes.

ANITA :

How can it not? Right? I had this
bed, it was iron, Victorian.
Gorgeous. Fabulous detail. I had
nightmares for a year. And I
developed TMJ. Got rid of the bed,
no more TMJ, no more nightmares.
Kate smiles at her, and then watches Kevin.

KATE :

(re:

Nice guy?

ANITA :

Prick. Good taste. Still a prick.

77 Omitted 77

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 74.

78 INT. MODERN AGE - DAY 78

Alex and Kate are turning the lights on all of the lamps
around the store. TWO ANNOYED SHOPPERS wander around touching
furniture.

ANNOYED SHOPPER

(quietly)

My grandmother had this exact
couch.

OTHER ANNOYED SHOPPER

Where is it now?

ANNOYED SHOPPER

Here, apparently. Nobody knew to
save it. I'm sure my mother thought
it was junk.

(sing song)

Someone's making a killing.

They glance at Kate and Alex.

KATE :

(unaware)

Isn't that beautiful? Original upholstery.

ANNOYED SHOPPER

What a find.

KATE :

I know.

OTHER ANNOYED SHOPPER

Where do you find this stuff?

KATE :

(beat)

Why?

OTHER ANNOYED SHOPPER

Do you buy from individuals or like, a store in Queens? I'm just curious.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 75.

KATE :

Individuals.

ALEX :

(defensive)

We buy from the children of dead people.

ANNOYED SHOPPER

(beat)

How nice.

ALEX :

Yes.

Kate smiles, grateful. The Annoyed Shopper walks off.

ANNOYED SHOPPER

(to his friend)

Look at this table. This would look great in at your place in New Paltz.

OTHER ANNOYED SHOPPER

It would. It's beautiful.

The phone rings and Kate answers it.

KATE :

Modern Age...yes, we do. Oh, I'm
sorry to hear that...

ANNOYED SHOPPER

(under his breath)

Ambulance chaser.

79 INT. DEAD MOM'S APARTMENT - NIGHT 79

Kate is being shown around the apartment by a distraught,
DON, 40.

DON :

Mom loved her things. But she never
said what we should do with them.

A cold woman, ELYSE, also 40, comes into the room.

ELYSE :

Are you from the Salvation Army?

DON :

She's from a store on tenth avenue.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 76.

ELYSE :

A junk store?

KATE :

More of a vintage, or mid century
modern -

ELYSE :

She doesn't want this shit, Don. I
told you to call the Salvation
Army.

Kate looks around the cluttered place. True, everything is
junky, worthless.

DON :

She can say if she doesn't want
anything. But maybe she will.

ELYSE :

(to Kate)

Would you please wake this man up?

None of this is worth anything.

Right? He wasted your time.

DON :

(to Kate)

Look at this chair. This was her favorite.

(beat, quietly)

She died in it.

Kate looks at the old, yellow chair.

ELYSE :

Now she's really going to want to buy it!

KATE :

Actually, I think I could take this dining table and chairs. And probably the side tables. Don looks at Elyse, happy.

ELYSE :

For how much.

KATE :

Two thousand.

ELYSE :

Are you serious?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 77.

KATE :

And the yellow chair.

DON :

(vindicated)

Mom had good taste.

80 INT. ANDRA'S APARTMENT - DAY 80

Mary is staring down at Andra, who is cutting coupons at the dining table. Andra holds out a fat stack for her.

ANDRA :

Use these.

MARY :

I will not.

ANDRA :

What are you talking about, 'I will not'?

MARY :

I won't.

ANDRA :

You'll take my coupons.

MARY :

No, I won't.

ANDRA :

You're too good for coupons?

MARY :

They depress me.

(beat)

If you want me to go shopping for you, give me your list.

ANDRA :

Why can't Rebecca go?

MARY :

I told you. She's busy.

ANDRA :

She's never busy.

MARY :

That's been lucky for you, hasn't it? Give me your list.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 78.

ANDRA :

If you're not going to use my coupons then I'll go shopping myself.

MARY :

I came all the way over here. And

you can't walk that far.

ANDRA :

You'll see. When my knees are better, I won't need anybody.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 78A.

MARY :

Arthritis gets worse, not better.

ANDRA :

Mine's going to get better.

MARY :

Like your eyes?

ANDRA :

Yes.

MARY :

And your feet?

Andra gets up from the table and pushes the coupons away angrily.

ANDRA :

Don't do me any favors. I'll wait until Rebecca can do it. She doesn't ask me all these questions.

She sits in front of the TV set and turns it up VERY LOUD.

MARY :

Your feet hurt 'cause you're old, Grandma. Things don't get better. They get worse.

81 EXT. ANDRA'S APARTMENT/HALLWAY - DAY 81

Mary comes out of the apartment with Andra's grocery list, slamming the door behind her. She looks at Alex's apartment door when it suddenly opens. Mary quickly races to the elevator.

Kate and Alex come out, chatting. Kate locks the door behind them. They walk to the elevator, seeing Mary. Alex instantly blushes.

MARY :

Oh, hi.

KATE :

Hi, how're you doing?

MARY :

Pretty good. She's got me going to the market for her.

ALEX :

Still got that tan!

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 79.

Kate glances at him.

MARY :

It's kind of fading actually.

(beat)

I think I'm hitting the wall.

Kate glances at her, surprised she knows this expression.

They all get into the elevator.

82 INT. ELEVATOR - CONTINUOUS 82

KATE :

Well, that's nice of you, to shop for her.

MARY :

Not much of a choice. I guess I could starve her to death!

Alex looks at Mary's breasts.

ALEX :

Where do you go shopping?

MARY :

In a market.

83 EXT. STREET - CONTINUOUS 83

They all come out of the building. Mary walks off.

MARY :

See you around.

Alex looks at Kate.

ALEX :

You know, I've got some errands.

KATE :

(suspicious)

Oh.

ALEX :

Just crap I've been putting off.

I'll meet you at the store?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 80.

KATE :

Okay. See you later.

Alex gives her a quick kiss and ponders which way to go. Kate walks a few steps and then stops, feeling something is off.

After a moment, she continues on her way.

84 EXT. STREET - DAY 84

Alex catches up to Mary before she goes into the market.

ALEX :

Hi.

MARY :

(surprised)

Oh.

85 EXT. STREET - DAY 85

Eugene and Rebecca sip coffees and walk down the street.

REBECCA :

I don't know what you do.

EUGENE :

I'm a computer consultant.

REBECCA :

Oh! That's nice.

EUGENE :

Nobody knows what that is.

REBECCA :

I guess not.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 81.

EUGENE :

That's okay. Keeps me mysterious.

REBECCA :

I want to know.

EUGENE :

Now you. You have a great job. I mean, from a guy's point of view. I wonder what made you pick it.

REBECCA :

(curious too)

Yeah...I wonder that, too.

EUGENE :

Were you breast fed?

REBECCA :

I doubt it. No. No.

EUGENE :

Well, there you are!

REBECCA :

I don't even see them like breasts, though. I see them like they're these tubes of potential danger.

EUGENE :

Tubes of potential danger. I see a Penthouse Letter somewhere in there.

REBECCA :

What's that?

EUGENE :

You never read those? My dad had them - you know, Penthouse magazine - lying around the house.

86 INT. MODERN AGE - DAY 86

DELIVERY MEN unload the junky, worthless furniture from that old apartment into the store. It looks crazy next to the

stylish stuff.

KATE :

Put that in the window, please.

He puts the shabby couch in the window. A STYLISH COUPLE
enter the store.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 82.

KATE :

Welcome.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 82A.

STYLISH WOMAN SHOPPER

Thank you. I see you've got some
new things!

KATE :

All the time!

They browse, looking at pieces, sitting on them, etc.

STYLISH MAN SHOPPER

Where do you find all this?

KATE :

(defensive)

Why?

STYLISH MAN SHOPPER

(taken aback)

Just curious.

STYLISH WOMAN SHOPPER

I love this lounge chair, honey.

Come sit.

STYLISH MAN SHOPPER

It's great. Perfect for the kid's
room.

(to Kate)

How much do you want for this?

KATE :

That's four thousand.

STYLISH WOMAN SHOPPER

(undeterred)

It is perfect for the kids room.

They smile at one another excitedly. Then the stylish man
sees an old table from the junky shipment.

STYLISH MAN SHOPPER

Honey. Take a look at this.

STYLISH WOMAN SHOPPER

Huh.

STYLISH MAN SHOPPER

It's so bad, it's almost great.

STYLISH WOMAN SHOPPER

I know what you mean.

Kate stays out of it. They ponder it.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 83.

STYLISH MAN SHOPPER

It's pretty cool. It would fit in
that weird corner, you know?

(to Kate)

Excuse me, how much is this table?

KATE :

Oh, yes.

(thinking quickly)

That's twelve hundred.

STYLISH WOMAN SHOPPER

(surprised)

Is it important?

KATE :

We're not certain of its designer.

No.

The couple walks around the ugly table, falling in love with
it. Kate slumps, depressed. She stares at the yellow chair
that the woman died in, and can't seem to look away.

When she does look away, WE SEE THE GHOST OF THE DEAD WOMAN
sitting in the chair. After a moment, she fades away.

87 INT. ANDRA'S APARTMENT - DAY 87

Andra is sitting in front of the LOUD SCRAMBLED TV. She's
screaming into the telephone.

ANDRA :

Come up here and fix the reception!

What?...yes, it's your job! You're
the super! The super fixes things!

I can't see a thing!

(hanging up)

Idiot.

She wanders into the kitchen BUT WE STAY IN THE LIVING ROOM.
WE ONLY HEAR HER.

ANDRA (O.S.)

Leaving me here with nothing to eat.

WE HEAR some drawers opening and closing. Then the refrigerator. She takes something out of it, and we hear a can opener puncturing a can. Then a LOUD POP and a splash.

ANDRA (O.S.)

Oh, shit. What a mess.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 84.

88 INT. REBECCA AND MARY'S BEDROOM - DAY 88

Mary and Alex have just had sex on Mary's bed. They lie there, half dressed. Mary's face is tense.

MARY :

It's not like I think you're my boyfriend, or anything. I was just wondering if we could have you know, like a real date or something.

ALEX :

(beat)

You know I've never cheated on Kate.

MARY :

How would I know that?

ALEX :

Well, I haven't.

MARY :

So, why now?

ALEX :

We're like partners. Partners at work, partners as parents. We're friends. We're good friends.

MARY :

I like my friends.

(kind of joking)

I don't really have any --

ALEX :

(confused)

Yeah. Friends are good. They are.

MARY :

So, maybe we could go see the
fucking leaves.

ALEX :

Oh, gosh. I don't know.

MARY :

It's probably over.

ALEX :

(beat)

I'm sorry.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 85.

MARY :

Do you feel guilty?

ALEX :

Yes.

MARY :

Then take me out.

He smirks. She misunderstood.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 85A.

ALEX :

It's a mess. I'm a mess. I never
want her to find out.

(beat)

I know it sounds crazy but maybe
this will even help things.

MARY :

Maybe you and I will help your
marriage?

ALEX :

They say that happens.

MARY :

How could you be that callous. To me.

ALEX :

(realizing)

Oh, you're so right. I didn't really mean it that way.

Depressed, Mary flips on the TV from the bed, watches something.

MARY :

(resigned)

I don't want to fuck you anymore.

89 EXT. STREET - DAY 89

Abby and Kate walk the dog.

ABBY :

Have you ever thought about killing yourself?

KATE :

(startled)

No! Why would you ask me that?

ABBY :

Rebecca's mother killed herself.

KATE :

That's horrible.

(beat)

No wonder.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 86.

ABBY :

No wonder what?

KATE :

You can see how damaged those girls are.

(alarmed)

You don't ever think about things like that, do you?

Abby rolls her eyes. Kate drops it.

KATE :

(looking around)

I wonder where our friend is.

ABBY :

Make up man?

KATE :

Yeah.

They look around.

ABBY :

Hopefully he found a nice spot near
Sephora.

KATE :

I hope nothing happened to her.

ABBY :

You're worried.

KATE :

A little. She lives on the street.

ABBY :

You don't even know her.

KATE :

Oh god, look at this.

They approach an OLD MAN surrounded by bags and trash. He's
holding out his hand. Kate stops and opens her purse. Abby
rolls her eyes as Kate takes out a ten and holds it out for
him.

ABBY :

(seeing the bill)

No way.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 87.

Abby snatches the money.

KATE :

Abby!

ABBY :

You don't give me ten dollars!

KATE :

(seething)

You give that man that money right now and we'll discuss this later.

ABBY :

No.

KATE :

I buy you everything you need.

ABBY :

I'm keeping this ten dollars!

Kate is so embarrassed, so mortified, she's (for once) speechless. She searches in her wallet and takes out a five dollar bill.

KATE :

Abby, I don't have another ten.

ABBY :

So give him the five.

KATE :

(more appalled than ever)

Give him the ten!

ABBY :

No!

Defeated, Kate hands the five to the old man.

KATE :

(to old man)

I'm sorry. I'm so ashamed.

OLD MAN :

Suck my dick.

90 EXT. ROOF TOP - DUSK 90

Rebecca and Eugene are lying on a blanket on his tar roof. The evening is warm, the stars are out. Nervously, Eugene leans over Rebecca and kisses her. It's gentle but charged.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 88.
Across the street, a FEW PEOPLE are having a barbecue on the
roof. Rebecca and Eugene look over and watch them.
After a beat, Rebecca lies back, enjoying the smell of the
barbecue, and where she is.

91 INT. KATE AND ALEX'S BEDROOM - NIGHT 91

Kate is lying in bed in the dark, wide awake. Alex comes in
and thinking she's asleep, undresses quietly. He slides into
bed as smoothly as possible, his back to her. They lie there
for a bit. Then -

KATE :

Our daughter is a sociopath.
Alex takes this in, not quite sure how to respond.

92 INT. MODERN AGE - DAY 92

Alex is looking at the crappy furniture arranged with the
nice stuff, all over the store.

ALEX :

I don't know what you were
thinking!

KATE :

The guy. His sister or wife or
whoever was so mean, I had to buy
it. I felt bad for him.

(reaching)

And who's to say that this stuff
isn't valuable?

ALEX :

I can. This stuff isn't valuable.

KATE :

Somebody designed it. Maybe in
fifteen years this chair -

(gestures to yellow chair)

- will be worth a ton of money
because some genius German
designed it.

ALEX :

We'll never sell any of it.

Kate goes and sits in the yellow chair.

KATE :

I already sold one piece for a lot of money.

ALEX :

You did?

KATE :

Yeah, I don't exactly feel good about it.

ALEX :

That's great!

KATE :

No, it's not.

ALEX :

I don't understand.

KATE :

I practically stole from them.

ALEX :

So why did you charge them a lot of money?!
She thinks about this, surprised by it.

KATE :

(beat)
I wanted to.

ALEX :

And therein lies the mystery of being human.

KATE :

And I've been feeling very suspicious lately, Alex.
He freezes. Waits. Suddenly his face softens with guilt.

KATE :

A couple of people have come in here, people who don't look like they're shopping for our kind of furniture. And they're asking questions.

ALEX :

(relieved)

Like what?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 90.

KATE :

Like, "where did you get this?" And "How do you find your things?" You heard those two rude people.

ALEX :

People ask that all the time.

They're curious.

KATE :

No. I think that some of the people we've bought from asked their friends, or their lawyers to come in and see how much we're charging.

ALEX :

Your guilt is warping you.

KATE :

(beat)

Why isn't it warping you?

ALEX :

It is. Your guilt is warping me.

She smirks at him.

ALEX :

If doing this makes you feel so bad let's stop doing it.

KATE :

But then someone else will just do what we're doing. The guy on eighth

avenue - you know that store? He's buying from us and selling it for more! Us quitting isn't going to help.

(beat)

Nothing helps.

93 INT. ANDRA'S APARTMENT - DAY 93

Rebecca enters Andra's apartment.

REBECCA :

Hi Grandma!

She sees Andra in her chair in front of the TV but goes to the kitchen because she sees a mess.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 91.

94 INT. ANDRA'S APARTMENT/KITCHEN - CONTINUOUS 94

She finds an opened, bulging can of grapefruit juice on the counter, and juice splattered everywhere.

REBECCA :

Grandma?

No response.

95 INT. ANDRA'S LIVING ROOM - CONTINUOUS 95

Sitting in front of the TV as it plays ENTERTAINMENT TONIGHT (the reception slightly better,) Andra slumps, unconscious.

REBECCA :

Oh my god, Grandma! Grandma? Wake up!

She shakes her shoulder and realizes she's dead. Stunned, she looks up at the TV show and gets momentarily engrossed.

96 INT. HOME FOR PHYSICALLY DISABLED/WORK OUT ROOM - DAY 96

A large room filled with mats and weights, a mirror on one wall. PEOPLE WITH DISABILITIES work out.

A woman in a suit, MRS. MELNICK, gives Kate a tour.

MRS. MELNICK

This, obviously, is the gym where they can work out. The patients come in here once a day, for about an hour. This is something you could actually help out with!

Kate looks at the faces of the struggling patients. Some are more severely disabled than others, barely able to move their limbs with any control.

KATE :

It looks like it's painful.

MRS. MELNICK

Oh, no. They look forward to this all day! Let me introduce you to someone.

She walks her over to a severely disabled YOUNG GIRL with a sweet face.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 92.

MRS. MELNICK

Sweetie, this is Kate. She's going to be helping out.

The girl smiles holds out a twisted hand.

MRS. MELNICK

Kate, this is Abby. Abby, this is Kate.

Kate is startled by the girl's name.

MRS. MELNICK

Abby here is one of our most athletic. Aren't you Abby?

ABBY #2

Yes I am.

MRS. MELNICK

Would you like to show Kate how well you can do a cartwheel?

KATE :

Oh, no, she doesn't have to.

MRS. MELNICK

I think you'd like to, wouldn't you Abby?

KATE :

No, really - it's okay.

Abby #2 goes to the mat and does a very clumsy, spastic cartwheel. When she's done, she looks over at Kate, beaming with pride.

Kate starts to cry and hides her face.

KATE :

(whispering to Mrs. Melnick)

Oh my god, it's just so sad.

MRS. MELNICK

(beat)

Please stop.

KATE :

I don't mean to - I'm so sorry. I

don't know how you can take it -

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 93.

ABBY #2

Bye lady!!

KATE :

Bye! That was really good!

Kate turns, unable to hide her tears. A sob escapes.

MRS. MELNICK

You're going to have to leave.

KATE :

I know, I know - I'm so sorry, so

sorry...

97 INT. HOME FOR PHYSICALLY DISABLED/RESTROOM - DAY 97

Inside the stall, Kate is sitting on the toilet trying to stop crying. She mops up her tears with rough toilet paper.

She hears the door to the rest room open and she stiffens.

After a beat...ABBY #2 ENTERS.

ABBY #2

Do you need help?

Kate doesn't answer, doesn't know what to say.

ABBY #2

Do you want someone to help you?

98 INT. ANDRA'S APARTMENT/LIVING ROOM - DAY 98

Mary is in the other room while Rebecca sits on the couch.

Andra is still in her chair.

REBECCA :

(beat)

I should've been here. I would have been here.

MARY (O.S.)

Oh, please. If I'd bought her her fucking groceries I would have been here.

REBECCA :

Why didn't you buy her groceries? I

thought you were supposed to.

MARY (O.S.)

How can she not have any papers?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 94.

(MORE)

I thought you knew where she put everything.

REBECCA :

Not her papers, I guess. She didn't own anything. What are you looking for?

MARY (O.S.)

I don't know. It's what you do. Oh, now here's something she got a lot of use from.

Mary enters the living room and holds up the new nightgown they bought her. She shakes it at Andra.

MARY :

No special occasion, Grandma! You should have worn the fucker!!

REBECCA :

God, Mary. You're so mean.

MARY :

Grandma was mean.

(beat)

Why do you think Mom took eighty five Valium? Because her mother was loving and kind?

REBECCA :

You can't blame Grandma.

MARY :

Why not?

REBECCA :

I don't know.

(beat)

We don't have any family anymore.

MARY :

Oy.

(beat)

I have to go back to work.

REBECCA :

Now?

MARY :

I have appointments. You'll wait
for the guy?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 95.

MARY (O.S.) (cont'd)

REBECCA :

(struck)

We have no family left and you're
going to work.

MARY :

Oh. Okay. You're right.

Mary sits beside Rebecca on the couch. Long pause. They sit
there.

MARY :

Oh look! We still have no family
left! Bye.
She gets up.

REBECCA :

You're so cold.

99 OMITTED 99

100 INT. KATE AND ALEX'S KITCHEN - DAY 100

Kate is washing dishes, crying. She hears a KNOCK on the
front door.

101 INT. KATE AND ALEX'S APARTMENT - CONTINUOUS 101

Kate opens the door and finds Rebecca. She tries to clear
away any tears.

KATE :

Oh, Hi.

REBECCA :

Are you all right?

KATE :

(brushing it off)

Oh, I'm fine! I guess washing dishes just makes me want to kill myself!

(remembering)

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 96.

(MORE)

I mean - not really - it's just an expression - I didn't mean -

REBECCA :

I just wanted to tell you my grandma died.

Kate pulls her inside.

KATE :

Oh my god! Are you all right?

REBECCA :

Can you die if you eat something from a dented can?

KATE :

You think that's what happened?

REBECCA :

We're not sure.

(beat)

I've been taking care of my grandma for so many years. This pill that day, this doctor, this medicine, not that medicine. And she dies from drinking bad juice.

KATE :

You're a good person.

Rebecca has to hold back tears, for this is exactly what she needed to hear.

REBECCA :

Thanks. So are you.

A102 INT. ANDRA'S APARTMENT - DAY A102

Andra, alone in the room and still in her chair, slowly fades away.

102 OMITTED 102

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 97.

KATE (cont'd)

103 INT. FACE WORKS SPA WAITING ROOM - DAY 103

THROUGH THE STORE FRONT WINDOW, WE SEE ABBY approach the spa and check the name of it. She nervously enters.

TOMMY :

Welcome to Face Works. How can I help you?

ABBY :

I'm a walk in.

TOMMY :

Excuse me?

ABBY :

It says you welcome walk ins. I'm a walk in.

TOMMY :

We certainly do welcome walk ins. What can I do for you today?

ABBY :

I want a facial with Mary, please. He checks his book.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 98.

TOMMY :

She actually had a cancellation, if you can wait thirty minutes.

ABBY :

Sure.

She sits down in the waiting area and turns on her ipod. The music is VERY LOUD, and the song keeps repeating MOTHERFUCKER over and over. The PEACEFUL WOMAN seated next to her is severely agitated and shoots Abby, whose oblivious, dirty looks. Abby picks at a zit.

104 INT. FACE WORKS SPA - DAY 104

Abby is lying down on the table with steam blowing on her face. Mary is sitting behind her.

MARY :

It really worked out well, someone had just cancelled.

(beat)

This is quite a surprise.

ABBY :

Rebecca said she thought you could do something for my bad skin.

MARY :

I'm sure I can. We'll open up these pores and clean you out. Ever have a facial?

ABBY :

Well, my mom took me for one, once, at this really fancy place? She thinks it's good for people to spoil themselves, or something. Anyway, it didn't help. They just rubbed a bunch of cream on and made it worse.

MARY :

That's too bad. Well, just know it's not your fault. It's hereditary.

ABBY :

Yeah, my dad supposedly had bad skin.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 99.

MARY :

That's right, he said it was terrible.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 99A.

ABBY :

(beat)

Yeah.

MARY :

But have you noticed it now?

ABBY :

What do you mean?

MARY :

He doesn't have acne anymore but I think we've really improved the quality of his skin.

ABBY :

I don't know what you're talking about.

MARY :

(beat, blase)

He's come in for facials.

ABBY :

(beat, tensing up)

My dad?

MARY :

Sure. Hey, Howard Stern gets them.

A lot of men do.

Abby smiles, uncomfortable. She doesn't understand what Mary is telling her, but she knows it's making her feel bad.

MARY :

Anyway, that's enough steam. Let's get started.

She puts the little black eye cups on Abby and then turns a bright light over her face, illuminating every blemish. Mary starts to squeeze the zits.

MARY :

Sorry, honey. It's not fun.

She squeezes hard. Abby braces herself.

ABBY :

Ow ow ow.

MARY :

So. Your parents will be glad to know my grandmother died.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 100.

ABBY :

(wincing in pain)

She did?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 100A.

MARY :

Now your mother can have a bigger master bedroom.

ABBY :

That's too bad. I mean, I'm sorry she died. When did it happen?

MARY :

Not sure. We found her today, so probably last night.

(beat)

Oh, here's a deep one.

She goes in for the deep pimple. Abby's face clenches.

MARY :

(beat)

Wiggle your toes.

Abby wiggles her toes.

ABBY :

Why?

MARY :

(beat)

I don't know. It's supposed to help.

ABBY :

(recalling their conversation at the dinner party)

That's like one of those things -

that we hate?

MARY :

(not connecting)

What?

ABBY :

You know, like when people won't tell you the truth - like if you look bad in something?

MARY :

I don't follow.

ABBY :

Like saying wiggle your toes- it's just like a ...whatever.

(beat)

So. When did my dad come in here?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 101.

(MORE)

I can't picture it.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 101A.

ABBY (cont'd)

MARY :

(beat)

He came in a few times.

ABBY :

Oh.

With the knot in her stomach from what Mary is inferring and the pain from the extractions, hot tears spill out of her little eye cups and run down her cheeks.

MARY :

(unaware)

We should give you an enzyme peel. That will definitely get all the dead skin off. It kind of makes you look like you got hit by a truck, but in the end it's worth it.

105 INT. ANDRA'S APARTMENT/BUILDING HALLWAY- LATER 105

An AMBULANCE GUY talks to Rebecca.

AMBULANCE GUY :

Does the building have a back door?
You know, for delivery's, things
like that?

(explaining)

So we don't have to go out the
front. You know. Not a glamorous
sight.

REBECCA :

In the basement there's a door to
the alley but there's always a ton
of stuff blocking it. I think
there's an exit through the super's
apartment.

106 INT. SUPERINTENDANT'S APARTMENT - DAY 106

The ambulance guys carry the stretcher through the tiny,
cluttered apartment. CHILDREN are scattered about. Kate and
Rebecca follow behind.

The SUPER, DARIO, looks on without feeling, while his wife
ELENA is distraught.

ELENA :

I'm sorry, it's so messy.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 102.

KATE :

Oh, no, we're disturbing you!

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 102A.

ELENA :

I'm so sorry about your
grandmother.

REBECCA :

Thanks.

DARIO :

She makes me fix her TV! She
doesn't even give me any money!
I see her last night! She not dead
then! She yelling at me like I'm
some kind of kid!

REBECCA :

I'm sorry she did that.

Rebecca reaches into her back pocket for some money.

REBECCA :

Let me -

DARIO :

I don't need a tip. She's dead.

KATE :

(to Elena)

I'm very happy to see you've gotten better.

ELENA :

I was not sick.

KATE :

Weren't you - weren't you in a wheelchair?

ELENA :

(startled)

Me?

KATE :

(embarrassed)

Oh, I must've thought of someone -

ELENA :

Who told you I was in wheelchair?

I was never in a wheelchair!

(spooked)

Why did you say this?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 103.

Just then Kate turns and sees the gift basket she bought for Andra sitting on the coffee table - filled with all of the products. The basket is a little bent but everything is arranged with care.

KATE :

Where did you get that?

ELENA :

What?

KATE :

This.

ELENA :

(defensive)

It was a gift.

107 INT. KATE AND ALEX'S APARTMENT - DAY 107

Kate comes into the apartment to find Abby removing her coat.

KATE :

The old lady died.

ABBY :

I know.

KATE :

Your face! What happened?

ABBY :

I had a facial.

KATE :

From who?!

ABBY :

Mary.

KATE :

What did she do to you?

ABBY :

She gave me a peel. Plus she worked
on me forever.

KATE :

It shouldn't look like this. I'm
going to call her right now.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 104.

ABBY :

(over reacting)

NO!

Kate looks at Abby - wondering why she feels so strongly.

ABBY :

(beat)

It's not her fault I have bad skin.

This is normal. She said it would go away.

Kate goes to her and strokes her hair.

KATE :

It will, honey. It will go away.

108 INT. FACE WORKS SPA - DAY 108

Mary comes out of the spa bundled up against cold. She looks at the store Poppy across the street.

109 OMITTED 109

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 105.

110 EXT. POPPY - DAY 110

Mary slowly walks in front of the store, checking it out, watching Big Back. She crosses a couple of times and is startled when Big Back comes out of the store.

BIG BACK :

Who are you!?

Startled as hell, Mary jumps back.

BIG BACK :

I've seen you walk by, over and over. For months! And then you come in and pretend to shop! Who are you? Why are you watching me?

MARY :

I'm Brian's old girlfriend, Mary.

BIG BACK :

And?

MARY :

And I guess I wanted to see what he threw me over for.

BIG BACK :

(creeped)

That's why you watch me.

MARY :

To see what you had that I didn't.

BIG BACK :

And did you figure out what that was?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 106.

MARY :

No. You have nothing.

(beat)

You have a very large back.

Big Back turns to go back into the store, but she hesitates.

BIG BACK :

I like my back.

(beat)

What kind of person - at your age - does something like this? It's pathetic. I don't even go out Brian anymore.

Mary stands there, humiliated as Big Back goes inside.

111 INT. ABBY'S BEDROOM - NIGHT 111

Alex comes in to the room, finding Abby asleep on her bed. He sits down beside her and notices the damage on her face. He picks up the melting ice pack on her pillow, and Abby opens her eyes.

ALEX :

What happened, sweetie?

ABBY :

Nothing.

ALEX :

Rough pimple night?

ABBY :

(beat)

Mary gave me a facial. It hurt.

Alex takes this in, struggles with how to react.

ALEX :

Mary.

ABBY :

Yeah.

ALEX :

You mean, the granddaughter from next door? Guess she's not very good, no offense!

ABBY :

I'm not going back there.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 107.

ALEX :

God, no. Of course not.

Abby rolls over, her back to Alex.

ABBY :

And neither should you.

Alex stiffens. A nightmare come true.

ALEX :

Me.

ABBY :

She said you went there.

ALEX :

Yeah, yeah, I did. She helped my skin. At my age, can you imagine.

When does it stop?

(beat)

Yeah. No. Nobody should go back to her. Ever.

ABBY :

Good.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 107A.

A112 INT. KATE AND ALEX'S BEDROOM - NIGHT A112

Alex, anxious as hell, sees Kate reading in bed. He lies down next to her.

KATE :

How's she doing?

ALEX :

She's sad.

KATE :

It's so rough, her age.

Alex puts his arms around her and she continues to read.

112 INT. FACE WORKS - DAY 112

Through the store front, WE SEE Alex approach the spa and enter. He finds Tommy and Mary chatting.

MARY :

(startled)

Oh, Hi. Do you have an appointment?

ALEX :

Can I speak to you?

They take a few steps away from Tommy.

ALEX :

What did you tell my daughter?

Mary looks at Tommy, embarrassed.

MARY :

Nothing.

ALEX :

What did you tell her?

MARY :

Jesus. I guess I just mentioned
that you came here.

He stares at her for more.

MARY :

That's all.

ALEX :

Why did you do that? That's so
fucked up!

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 108.

MARY :

I don't know, we were talking.

ALEX :

Why did you tell her I come here?

MARY :

Because you do.

ALEX :

Did you do that to her face on purpose?

MARY :

No. I do that to everyone's face.
It goes away in a couple of days.
It's normal.

ALEX :

(beat)

What else did you tell her?

She looks at him, studying him. Just then a SPA CLIENT (ALISON) enters and greets Mary with a wave.

MARY :

(to Alex)

I'm going back to work. I'm ready for you, Alison.

Mary reaches out for Alison and leads her out of the reception area and through the side door. Alex stands there, feeling Tommy's stare. But when he looks up, he finds Tommy smiling kindly.

113 INT. REBECCA AND MARY'S KITCHEN - NIGHT 113

Rebecca and Mary are taking frozen dinners out of their boxes. They put them in the microwave.

MARY :

You know we should stand back.

REBECCA :

Why?

MARY :

Microwaves, they're bad for you.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 108A.

REBECCA :

But we're cooking our food in it.

MARY :

Not the same. They say it's
different, what comes out.

They stand there anyway, watching their dinners turn around
and around.

114 INT. LIVING ROOM - NIGHT 114

Mary and Rebecca eat their dinners on the couch. When Mary
finishes hers she puts the plate on the coffee table and then
just sits there.

After a moment, she leans against the back of the couch and
rests her head on Rebecca's shoulder. Rebecca is startled,
but moved.

115 EXT. SUBURBAN HOUSE - DAY 115

Kate is standing outside a large house, holding the vase with
the gold leaves. She knocks on the door and a man, Adam, (the
one she bought this vase from in the beginning) answers the
door.

ADAM :

Can I help you?

KATE :

Yes, Hi - I'm the woman who bought
all of your mother's furniture a
while back. We own Modern Age.

ADAM :

Oh, yeah.

KATE :

(holding out the vase)

I thought you should have this. It
turned out to be worth a lot of
money.

He takes the vase and looks at it.

ADAM :

Seriously? I thought it was all

junk.

(beat, impressed)

Thanks.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 109.

KATE :

You're welcome.

ADAM :

How much is it worth?

KATE :

About a thousand dollars.

ADAM :

I can't believe you brought it back. That's pretty unusual, especially in New York. Thanks again.

KATE :

It's my pleasure. See you.

He shuts the door. Kate smiles, pleased with herself. OFFSCREEN we hear a loud crash.

ADAM (O.S.)

Oh, shit!

116 OMITTED 116

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 110.

117 INT. FUNERAL HOME - DAY 117

Andra's small funeral. Rebecca, Mary, a couple of OLDER PEOPLE from the building, and Kate, Abby, and Alex.

Eugene and his grandmother Paulette sit behind them.

A FUNERAL DIRECTOR speaks to them while standing at a pulpit.

On it, is the urn with Andra's ashes inside it.

FUNERAL DIRECTOR

(reading)

Andra participated in many groups over the years and especially enjoyed volunteering. She worked at the ASPCA when she was a teenager, and later on read to the blind, and did art projects with underprivileged children.

Mary looks at Rebecca and mouths "she did?" Rebecca mouths

back, "I think so."

Just then Mary catches Alex's glance, but he looks away. Abby is aware of them, and stiffens. Kate sees all of the exchanges. Alex takes Abby's hand.

FUNERAL DIRECTOR

She enjoyed reading a great deal,
but when her eyes began to fail her
she especially loved watching
television. Her favorite show was
Entertainment Tonight.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 111.
Alex looks down, embarrassed. Kate pokes him.

118 INT. FUNERAL HOME - LATER 118

The service is over and the guests are standing around. Mary chats with the Funeral Director. Rebecca introduces Eugene and Paulette to Kate, Alex and Abby.

EUGENE :

Very nice to meet you.

PAULETTE :

Andra was a lovely woman.

REBECCA :

Not really. But thanks.

KATE :

She had a sad life.

ABBY :

(sounding just like Kate)

You just say that so you can think
that your life is more important
than hers was.

KATE :

That's true.

REBECCA :

So, you're going to start
renovating.

ALEX :

Pretty soon.

REBECCA :

I'm sure it's going to be great.

KATE :

Well, it's definitely going to be bigger.

REBECCA :

I'm gonna take her dog. I guess we won't be seeing you anymore.

KATE :

Yeah. We've sort of been neighbors.

EUGENE :

You guys can visit each other.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 112.

KATE :

Absolutely. You'll have to come visit. Right?

ABBY :

Totally.

REBECCA :

Definitely.

They stand there awkwardly.

119 EXT. STREET - DAY 119

After the funeral, Kate, Alex and Abby walk down the street together.

ABBY :

Her boyfriend was so handsome.

ALEX :

He was. Very. He seemed nice.

KATE :

But so short.

ALEX :

Maybe he doesn't mind.

KATE :

Oh, he minds.

ALEX :

You can't know that.

ABBY :

Yes, she can.

They walk some more and pass a clothing store. Abby slows, looking in the window.

120 INT. TRENDY CLOTHING STORE - DAY 120

Kate and Alex are standing by the dressing room, waiting for Abby to come out. When she does, she's wearing a pair of tight jeans that don't really flatter her figure.

However, by the way she is walking over to the mirror, it's clear she feels hot.

ABBY :

What do you think?

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 113.

ALEX :

I think they look good.

Abby checks the price tag and looks shocked, guilty and thrilled all at the same time.

ABBY :

I think they cost two hundred and thirty five dollars!

(beat)

They're so cute.

KATE :

You can get them.

ABBY :

Really!?

KATE :

You want them?

ABBY :

(out of her mind)

Oh my god!

Alex and Kate watch as Abby turns to look in the mirror, even though it feels almost too intimate to do so.

Abby studies herself, and doesn't seem to see the zits or the scabs or the bulge of her tummy. She sees her true self emerging, in expensive jeans, and at this very moment, likes what she sees.

Untitled Nicole Holofcener Project 2008 - Yellow 5/19/08 114.