

Assisted Living

"Pilot"

Written by

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TEASER

OVER BLACKNESS:

OLD MAN'S VOICE (V.O.)

No one is prepared for 'old'.
Nobody. Hell, we do our darn'dest
to postpone, prevent, and prop-up
all our saggin' parts. We try to
fool ourselves into youthfulness
for as long as possible. But, if
you're lucky -- I mean that
sarcastically -- you reach a point
when that rubber band just won't
stretch no more, when there's
nothin' left to nip or tuck, and
you go from "older" to just plain
"old". And no one, I mean NO one
is ever really, truly prepared to
wake up in the morning and face
that wrinkled, hunched, bruised,
balding version of themselves in
the mirror. It's hard. Shocking,
really...

(beat)

I guess I should go ahead and
introduce myself. My name is
Walter Green.

(beat)

And today is my birthday.

INT. DIM ROOM - CONTINUOUS

EXTREME CLOSE ON: an old man's wrinkled, weathered face.

This is WALTER GREEN (80s, African-American), our narrator.
But the Walter we see does not match the smooth, velvet voice
we've just heard.

Walter can't speak.

He stares at his paralyzed, drooping face in a mirror.

A florescent light steadily hums as we REVEAL: a hand
brushing Walter's teeth. Even WIDER and we see Walter is
slumped over, confined to a wheelchair.

The hand now combs Walter's eyebrows and pats down his face
with a washcloth.

WALTER (V.O.)

You know it's funny... I spent my whole life sayin' what was on my mind. Now?

(beat)

I can't even remember the sound of my own voice.

The hand buttons up Walter's shirt, patting his shoulder.

AMY JO

Well looooooooky here!

The hand belongs to AMY JO CARTER (late 20s), a free-spirited, Southern firecracker with natural good looks, infinite spunk, and bigger balls than a linebacker.

She whips open the window shades -- light blasts through the room, assaulting Walter's eyes.

AMY JO (CONT'D)

Another sunny day at Sunny Smiles!

Amy Jo buzzes around the room, tidying things up.

WALTER (V.O.)

This is Amy Jo Carter. Yep. One giant ball of yippidee-doo-daa and-then-some from Moonshine, Louisiana. Truth be told, Amy Jo is just about the only sunny thing that exists here in Sunny Smiles Assisted Living and -- though it may not look like it at the moment -- being woken up by Miss Amy is the highlight of my day.

AMY JO

Woossss Mr. Green,
(fanning herself)
I'm sweatin' like a pig in heat and it's only seven AM.

WALTER (V.O.)

You see, for a brief moment, I can fall madly in love with that smile a' hers and forget I'm old. For one brief moment, I remember what it felt like to be Walter Green. I remember *me*...

(looks into mirror)

and not the damn silent vegetable in the chair.

Amy Jo places a cardboard birthday hat on Walter's bald, splotchy head.

AMY JO
Looks like the birthday boy is
ready to party!

Walter groans.

AMY JO (CONT'D)
(leaning in, quieter)
You didn't think I'd forget your
special day, did ya?

Walter groans louder.

AMY JO (CONT'D)
Oh come now, Mr. Green. No grumpy-
gussin' on your birthday. Life is
meant to celebrate, I don't care if
you're twenty-five or eighty-five.
(beat)
Besides, there's a piece of
chocolate cake with your name on it
in the cafeteria.

Amy Jo grabs the back of Walter's wheelchair and slowly wheels him into...

INT. SUNNY SMILES ASSISTED LIVING / HALLWAY - CONTINUOUS

Despite the peeling wallpaper, faded carpet, and cracked stucco, there's a definitive coziness about the facility.

Sunny Smiles has definitely seen its better days, but it's bursting with character: resident artwork, potted flowers, and various eclectic knickknacks adorn the common areas.

Amy Jo wheels Walter down the corridor. We experience the facility through Walter's rolling POV...

WALTER (V.O.)
Ah yes, 'the chair', MY chair... my
'throne' -- as Miss Amy calls it.
Hah. 'Throne' my ass. No king
would be caught dead sittin' in
this rolling contraption. It is
both my car and my cage: people
bend to meet my gaze, but I'm
forever at the mercy of being
pushed.
(a beat)
Ironic, ain't it?

Suddenly, PERRY WU (30s, Asian), a lanky, effeminate caregiver, chassés over. He dons a bright pink feather boa.

PERRY
 Happy BIRTHDAY Mr. G!
 (tossing boa over
 shoulder)
 I wore pink just for YOU!

He prances away, humming.

As Walter is wheeled down the hallway, we meet various staff members and residents.

TO THE LEFT: an old woman in neon green tights and oversized cat glasses, MILDRED (70s), sits slumped in a chair, snoring.

TO THE RIGHT: an older man with unkempt hair and high-waisted pants, ALFRED (80s), frantically checks his pockets. ROSA (45, Hispanic), a heavy-set caregiver, tends to him.

ALFRED
 Where's the key's to my Cadillac?
 Somebody's stolen my keys again!

ROSA
 You don't have a Cadillac, Mr.
 Blanchet.

Further down the corridor: a young man donning a cleric's collar, KEVIN (30s, Caucasian), exits a room.

KEVIN
 (to Walter)
 Love the hat Mr. G!

Finally, ELLIOT KABRANSKI (late 20's, small in stature) emerges from an adjoining hallway. Neurotic and chronically nervous, Elliot is Amy Jo's closest confidant at Sunny Smiles.

ELLIOT
 (to Amy Jo)
 Did Walter take his vitamins?

AMY JO
 Yep.

ELLIOT
 You're sure?

AMY JO
 Yep.

ELLIOT

Because he's been hiding them in his mashed potatoes all week.

AMY JO

He took them.

ELLIOT

Because he needs to take them.

AMY JO

Elliot, chill. He took them.

Elliot scurries away.

Amy Jo reaches into her pocket revealing a handful of VITAMIN PILLS. She leans in to Walter's ear as she pushes his chair.

AMY JO (CONT'D)

(whispering)

Don't worry. I think they taste like shit too.

She stuffs the pills back in her pocket. Walter chuckles.

Just before Walter and his chair reach the two swinging doors of Sunny Smiles' cafeteria, Amy Jo stops. She steps out from behind Walter and kneels down, facing him eye to eye.

Amy Jo cups Walter's cheek with her palm.

AMY JO (CONT'D)

You are one incredible man, Mr. Green. I'm honored to be with you on your birthday.

She pushes his chair through the doors as we...

FLASH TO WHITE

EXT. PUBLIC PARK - DAY (FLASHBACK)

It's a beautiful sunny day.

Children run around laughing, as families congregate on picnic blankets in the lush, green grass.

Big balloons and streamers decorate a nearby picnic table. An African-American family gathers around a seated older gentleman. In front of them: a big, illuminated cake.

As we inch closer, we REVEAL the man is a younger, healthier Walter Green.

WOMAN 1
Happy birthday, Dad.

WOMAN 2
Wait wait, one of them blew out!

WOMAN 1
Cindy, light another match.

WALTER
Oh it's fine the way it is,
Sweetie. The fewer the candles,
the younger I am.

WOMAN 3
Okay, everybody, time to sing.

WALTER
Wait wait, where's Will?

Walter chuckles and points to someone in the group.

WALTER (CONT'D)
As the family's resident choir
director, I expect perfect
harmonies out of you.

The group laughs.

WILL
I practiced all night.

WOMAN 2
(suggestively)
Well, not *all* night.

WOMAN 1
Tania!

WOMAN 3
Okay, okay, everybody. One, two...

The group begins to sing "Happy Birthday."

EXTREME WIDE: We now see the group from afar. The song is faintly audible.

Suddenly, a distant scream. The singing abruptly halts -- Walter has fallen to the ground.

A group rushes to huddle around him while someone runs, calling for help.

More frantic, distant screams as we...

FLASH TO WHITE

INT. SUNNY SMILES ASSISTED LIVING / CAFETERIA - PRESENT DAY

Walter sits alone, slumped in his wheelchair, at a plastic table.

The cardboard hat now rests slightly askew atop his head.

A single piece of uneaten chocolate cake sits in front of him. The candle has long been blown out.

We slowly ZOOM OUT, revealing a mostly-empty cafeteria -- the remnants of eaten meals and discarded trays.

A few lingering residents remain seated at tables, while a clean-up crew clears plates and mops the floor.

Walter stares longingly out a nearby window, as the sun peaks in.

SMASH CUT:

TITLE CARD ON BLACK:

ASSISTED LIVING.

ACT ONE

EXT. PUBLIC PARK - MORNING

CLOSE ON: A screaming child's face, covered in melted chocolate.

LITTLE GIRL
MOOOOOOMMMMMMMYYYYYYYYY!!!!!!!

A parent swoops in.

WIDER: we're in a children's playground. Dozens of toddlers run around in the sweltering Arizona heat.

Bored, fanny-pack clad parents sit on the edges of the sand-pit.

Among the masses, Elliot Kabranski frantically attempts to maintain control over what can only be described as: The Lord of the Flies.

He zeros in on a curly-haired boy who bares a striking resemblance to Dennis the Menace.

ELLIOT
Allister! Allister put down the shovel. We don't hit, we don't hit!

Elliot turns around desperately seeking back-up.

MARISA HENDERSON (20s, mildly pretty), an over-primped, ultra-processed hair stylist with an obvious addiction to tanning booths, stands in the background.

ELLIOT (CONT'D)
Marisa! He's not -- he's not listening to me!

She loudly chatters on a cell phone filing her nails, oblivious to the chaos behind her.

MARISA
(into phone)
...he's the GOD of synthetic hair. Beyonce won't have anyone else do her extensions.

ELLIOT
Marisa?

Without turning around, she gives him a "hold your horses" finger and continues chatting.

ELLIOT (CONT'D)
Can you please help me?

A MOM rushes up to Elliot:

MOM
(fuming)
Excuse me, sir. Your son is
beating my child in the face.

ELLIOT
Oh, he's not my son. He's hers.
(pointing to Marisa)
And, uh. Yes, he is beating your
child in the face.
(then)
ALLISTER!

Elliot rushes to the sand-pit. Allister is punching another little boy with an ice-cream cone.

Elliot yanks Allister away and is SPLATTERED with melted ice-cream.

He plops Allister down on a park bench, and sits next to him.

After a moment:

ALLISTER
(to Elliot)
Your face looks like a butt-hole.

ELLIOT
Thank you, Allister.

Elliot slinks down and sighs.

MARISA appears, chewing gum.

MARISA
(to Elliot)
Ew. You look like Gumby.

ELLIOT
It's Mint Chocolate Chip.

MARISA
Alright, well. I've got a client.

She kisses Elliot's cheek, halfheartedly.

MARISA (CONT'D)
Can you bring him back at eight?

Allister hops up and runs toward the sand-pit.

ELLIOT
Whoa, whoa, whoa. I baby-sat four
times last week.

MARISA
It was technically three. The
fourth day was like not even a day.

Allister starts throwing sand at other children, running back
and forth in the background.

ELLIOT
You know I'm not supposed to take
him to work with me.

MARISA
My work is hazardous. There are
scissors. And razors--

ELLIOT
And bears. Oh my.

MARISA
It's for his safety. Elliot, I'm a
protective mother.

ELLIOT
And I'm not even his DAD!

Allister dumps a bucket of sand on top of a kid's head, who
lets out an unearthly howl.

MARISA
(to Allister)
You're going with Elliot today.

ALLISTER
Noooooooooooo! Everybody looks like
grandpas there!

MARISA
Come on, Puppy Pie.

ELLIOT
He's not a dog. Or a dessert.

Elliot grabs Allister's hand. Marisa scampers away, looking
back:

MARISA
Thanks babe. You're the best.

She disappears. A beat.

ALLISTER
(to Elliot)
You're a barf booger butt eater.

ELLIOT
Let's go.

EXT. SUNNY SMILES ASSISTED LIVING - MORNING

CLOSE ON: Weathered, veined hands planting daisies in a plot of brown soil.

WIDER: A feeble old man, DONALD (90s), hunches over in a sweat-drenched gardening smock.

A car screeches to a halt in the parking lot. Elliot and Allister scurry by.

ALLISTER
Hi Mr. Donald.

DONALD
Morning, Al.

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

CLOSE ON: An extremely disorganized front desk adorned with various ornamental oddities.

Perry, drenched in sweat, futilely cools himself with a Geisha Fan. He answers the phone:

PERRY
(enthusiastic)
Good morning, Sunny Smiles Assisted
Living Community -- We put the Gold
in Golden Years!

Perry launches into a chipper phone conversation.

Nearby, Walter sits in his chair. He surveys the lobby, which doubles as the resident's common area:

A handful of old men murmur around a rickety card table, nurses buzz around distributing water bottles, and Mildred fans herself with a peacock feather while dozing in and out of consciousness.

EVERYONE is sweating.

WALTER (V.O.)

Out of all the places people could send their relatives to die, why would they pick the hottest damn city in the U-S-of-A? Tucson, Arizona. It's like puttin' a bunch of lobsters in a slow-bowling pot.

Elliot bursts through the front door -- still covered in ice-cream. Allister follows, dragging his backpack.

ELLIOT

(out of breath)

Hey Perry. Sorry I'm late. I, uh--

PERRY

I didn't know it was "Bring Your Girlfriend's Child to Work Day" again.

(to Allister)

Hey big guy.

ALLISTER

What up P-Dawg.

PERRY

(re: Elliot's shirt)

Is that sherbert?

ELLIOT

I don't want to talk about it.

(a beat)

Why... do I feel like I'm baking?

Rosa, cursing in Spanish, emerges from a room.

ROSA

Ah dios mio. Air conditioner is on the fr-- how you say -- freetz? again.

ELLIOT

Oh no, no, NO!

PERRY

Third time this month.

Kevin, attempting to reattach peeled wallpaper, chimes in:

KEVIN

We gotta get somebody in here.
It's going to be a Grandpa
Graveyard.

PERRY

And surprise, surprise... nobody
can find Lemley.

KEVIN

He's been gone for almost three
weeks. Where the hell is he?

ELLIOT

(sighs)
I'll try his cell again.

Elliot darts over to the phone with Allister in tow.

WALTER (V.O.)

Ah yes. Mr. Gerald P. Lemley, the
esteemed director of this fine
establishment. A man who never
hesitates to wax poetic about his
love of old people. Turns out the
only thing Lemley really loves
about old people is their money.
(beat)
...and spendin' it in spades.

CUT TO:

INT. TITTY BAR - NIGHT

GERALD P. LEMLEY (50s), an older man with a loosened tie,
stares up at a stage. He bares a giddy expression as a thong
whips his swollen face.

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

WALTER (V.O.)

During his six year tenure, the man
has driven Sunny Smiles to near
financial ruin. We got three
channels on the TV -- four if you
watch with Bob and his metal hip --
creamed corn three nights a week,
and our medical equipment is
temperamental at best.

An older man's oxygen machine suddenly lets out an emergency BEEPING sound. He WHACKS it with a cane and it starts pumping air again.

WALTER (V.O.) (CONT'D)

But, strangely, Lemley's ineptitude serves as a kind of blessing in disguise: with no real general to their army, our caregivers run Sunny Smiles more like a dysfunctional family rather than a well-oiled machine... and I like it.

(beat)

We all like it. It's human.

Elliot buzzes around checking off items on a clipboard.

WALTER (CONT'D)

Take Elliot Kabranski over there: Our very own box-checker, list-maker extraordinaire. He knows the day, hour, and nanosecond of every resident's last bowel movement.

ELLIOT

(looking around)

Did somebody move my blue post-its?

WALTER (V.O.)

But don't let the neurosis fool ya: Elliot's as selfless as they come. Last month, he used his own line of credit to get us one of them videogame thingamajigs.

Two old women mime bowling with a Nintendo Wii console.

OLD WOMAN

Spare!

Meanwhile, Perry sets rollers in the frizzy hair of a wheelchair-bound OLDER WOMAN.

PERRY

Oh eat your heart out, Betty Davis.

The woman smiles.

WALTER (V.O.)

And good ole' Perry Wu. Or, Perrywinkle, as he's lovingly referred to behind his back by, well... everyone.

(MORE)

WALTER (V.O.) (CONT'D)

(beat)

It's no secret Perry's love of fashion has drawn him to "borrowing" certain items from our residents.

CUT TO:

INT. SUNNY SMILES ASSISTED LIVING / HALLWAY - LATE NIGHT
(FLASHBACK)

Perry steps out of a room into the dark hallway. His silhouette clip-clopps away in high-heels.

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

CESAR, a tough-looking Hispanic guy with neck tatoos, walks through the lobby with a crate of fruit.

WALTER (V.O.)

There's Cesar, our cafeteria's Sous Chef -- who also happens to be on probation for stealin' cars.

(beat)

When the judge sentenced community service, something tells me this is the last place he thought he'd end up.

CESAR

What up, Kev.

KEVIN

Hey man.

Kevin paints the sign of a chapel door.

WALTER (V.O.)

Ah, our jack-of-all-trades, Kevin Bacon. No relation. Kevin does just about everything that nobody else will. Chief among those jobs: Kevin is our resident "Chaplain Hybrid Rabbi"...

CUT TO:

INT. SUNNY SMILES ASSISTED LIVING / CHAPEL - LATE AFTERNOON
(FLASHBACK)

Kevin finishes up a Christian church service wearing a cleric's collar. He leads residents out of the chapel.

KEVIN
Peace be with you.

WALTER (V.O.)
Now I know what you're thinking --
ain't it sacrilegious for the same
man to preach both Jesus AND Kugel?

Kevin quickly removes his collar and places a yamulka atop his head. He positions a few wooden blocks onto a large cross, forming a Star of David.

He ushers the Jewish residents inside.

KEVIN
Shalom!

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

WALTER (V.O.)
The Good Lord don't account for a
limited payroll.

Walter's gaze shifts to a large window REVEALING: the front lawn of Sunny Smiles and the adjoining flower garden.

Donald, leaning over the plot, waters the soil.

WALTER (V.O.) (CONT'D)
So while Sunny Smiles may be on its
last legs, there's a certain
grassroots feelin' you get around
here.

Donald plucks a few daisies from the ground and takes in a big breath. He slowly walks indoors, past Walter, and settles the flowers into a vase on the front desk.

PERRY
Oh Mr. Hawes, you shouldn't have.

Donald chuckles and walks away, wiping his hands.

WALTER (V.O.)
 We do it our way. It's
 comfortable. It's home.

INT. SUNNY SMILES ASSISTED LIVING / ACTIVITY ROOM -
 CONTINUOUS

Amy Jo, donning a bright green unitard, leg warmers, and an oversized scrunchie, instructs a geriatric aerobics class.

She deliberately slows her movements to an almost unbearable clip.

AMY JO
 Aaaaaand one! Aaaaaand two!

A handful of old women in colorful sweatpants follow along.

AMY JO (CONT'D)
 Aaaaaand--
 (beat)
 Oh god, Gerty!

An old woman, GERTY (70s, frail), has fallen over from heat exhaustion. Amy Jo darts to help her up.

GERTY
 Is it suppertime yet?

AMY JO
 It's ten AM, Gerty.
 (beat)
 Let's take a five, folks!

Amy Jo storms into...

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

Elliot, head in clipboard, buzzes past Amy Jo with Allister right behind him.

AMY JO
 Hey.

Elliot doesn't hear her. Amy Jo grabs his shoulders.

AMY JO (CONT'D)
 Elliot!

ELLIOT
 Huh-what? Hi.

AMY JO

What the HELL is going on this morning? You realize we do house sixty-three people over the age of seventy-four. Right?

ELLIOT

Yes, I know. I know, it's hot. It's very hot.

AMY JO

It's not just hot. This is what the devil fucks in.

Amy Jo notices the kid.

AMY JO (CONT'D)

Oh, hi Allister.

ALLISTER

Fuck fuuuuuuuuck.

ELLIOT

Allister!

Amy Jo rolls her eyes at Elliot, mouthing: "AGAIN???"

ELLIOT (CONT'D)

(lowering his voice)

I know, I know. Marisa's just really stressed right now. It helps when I take him off her hands.

A beat.

AMY JO

Will you do me a favor? Will you reach into your asshole and find your balls?

ELLIOT

Oh come on.

AMY JO

Elliot, what can you possibly be getting from this relationship? This is not normal.

ELLIOT

No, it's a... great, normal relationship.

AMY JO

You're a full time dad for a child that you share absolutely zero genetic makeup with. Your girlfriend hasn't touched your penis since dinosaurs roamed the earth. You're currently covered in slime.

ELLIOT

Ice cream.

AMY JO

I hardly find that normal.

ELLIOT

Well, it's complicated. Plus, he's a great kid.

Allister winds up and windmill-kicks Elliot in the shin.

ELLIOT (CONT'D)

Ahhhhh!

AMY JO

Precious.

Allister runs off to play.

AMY JO (CONT'D)

More importantly, I got a room full of seniors in spandex passing out faster than a teenage girl at a Bieber concert.

ELLIOT

Well what am I supposed to do? Lemley's been MIA for weeks, we're barely able to pay the electric bill, and I'm already bankrolling a lot out of pocket.

AMY JO

You aren't the only one, Sweetie. Where do you think all the toilet paper came from last week?

In the background, Allister starts taking hits from an Oxygen tank.

ELLIOT

So now what?

AMY JO
 I don't know. Figure it out.
 (then)
 I'm gonna go put Gerty in front of
 the freezer.

Amy Jo stomps off.

Elliot helplessly heads the other direction with Allister
 (who's now a little giggly from the oxygen).

As they part, we REVEAL: an older gentleman with a kind face,
 HARRY SCALIBRINI (late 80s), snapping his fingers.

HARRY
 (singing, to himself)
Fly me to the moon...

Harry grabs a few of Donald's daisies from the front desk --
 Donald gives him a friendly nod.

Harry checks his GOLD WATCH and strolls into a nearby room.

FLASH TO WHITE:

INT. 1940'S LAS VEGAS JAZZ CLUB / CASINO - NIGHT (FLASHBACK)

CLOSE ON: A drum. The surface reads:

"SANDS HOTEL AND CASINO"

The drum reverberates with THREE HITS and we're into an up-
 tempo performance.

WIDER: the whole band plays against a classic red-curtained
 stage.

They look out onto a foggy, smoke-filled room -- a packed
 house of white-lin-in-clad dinner tables.

Feathered cigarette girls comb the aisles, while men in pin-
 striped suits tap their feet to the music.

EXT. CLUB BACK ENTRANCE - CONTINUOUS

A large man in a fedora, JIMMY (30s), stands beside a door in
 an empty alleyway. The music, now muffled, plays from
 within.

A tall man, ED (40s), and his young son, HARRY (8, wide-
 eyed), approach.

JIMMY
No kids, Ed.

ED
Oh come on Jimmy, my boy likes the
music.

JIMMY
I can't keep doin' this.

The boy looks down at his shoes.

JIMMY (CONT'D)
Ah, hell.

Jimmy reluctantly opens the back door to the club -- music
spills out into the empty alleyway.

Ed leads his son inside.

INT. 1940'S JAZZ CLUB / CASINO - MOMENTS LATER

Ed stands behind Harry, holding the boy's shoulders. They
watch the show from backstage, tucked behind a side curtain.

A silhouetted man in a slick, grey suit brushes past Harry.
The man walks on stage -- he's BLASTED with a spotlight.

The music SWELLS to a roar of applause. The man grabs a
microphone and begins to sing.

Though we never see his face, we can hear his smooth voice:

This is Frank Sinatra.

SINATRA
(singing)
*...each time I do just the thought
of you makes me stop
Just before I begin 'cause I've got
you under my skin...*

Harry watches with a big smile.

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / HARRY'S ROOM - DAY

Harry, now an old man, continues the verse:

HARRY
 (singing)
...Yes, I've got you under my skin.

He sits in a chair, quietly humming to EVA (80s, ill), his feeble, bed-bound wife.

The door to the room is ajar. Just outside...

INT. SUNNY SMILES ASSISTED LIVING / HALLWAY - CONTINUOUS

Walter glances in.

WALTER
 Some things don't change no matter how old you get... like your taste in music... or what you find beautiful in a woman... You may be eighty-three years old in a broke-down home in the armpit of America, but the things that made you a *man* never change.

INT. SUNNY SMILES ASSISTED LIVING / HARRY'S ROOM - CONTINUOUS

Harry props up his wife's pillow, beneath her head.

HARRY
 Are you comfortable, dear?

INT. SUNNY SMILES ASSISTED LIVING / HALLWAY - CONTINUOUS

WALTER
 Harry Scalabrini's been here for almost as long as me. He'd been around the Vegas club scene his entire life. Hell, he even met his wife there. Whether it was takin' tickets, refilling slot machines, or cleanin' the linens, Harry just wanted to be a part of the scene. Eva used to joke she wasn't sure who Harry married: her... or Vegas.

Elliot, dripping in sweat and still covered in ice-cream, zooms by. He glances at his wrist and grinds to a halt.

Allister drags his feet a few paces behind.

ELLIOT
 Dammit!

Elliot taps his watch repeatedly.

ALLISTER

You got ice cream on your watch.

Elliot frowns. He pokes his head into:

INT. SUNNY SMILES ASSISTED LIVING / HARRY'S ROOM - CONTINUOUS

Elliot sees Mrs. Scalibrini in her bed.

ELLIOT

Hi, Mrs. Scalibrini.

(to Harry)

Harry, you got the time?

Harry holds up his wrist, REVEALING: his OLD, GOLD WATCH.

HARRY

According to this, it's always
eight o'clock.

ELLIOT

You're still wearing a broken
watch? You know my dad could fix
that for you.

HARRY

I like a watch that keeps me from
getting older.

Elliot smiles and hops right back into:

INT. SUNNY SMILES ASSISTED LIVING / HALLWAY - CONTINUOUS

He immediately runs into Amy Jo, who's guiding a delirious,
SOAKING WET Mildred down the hallway.

ELLIOT

Hey! I was just looking for yo--

(a beat)

Slip and Slide?

AMY JO

She went outside to cool off and
fell asleep on the sprinkler.

MILDRED

I was so thirsty...

AMY JO

They're dropping like flies!

Allister tugs at Elliot's pants.

ALLISTER
I'm so hoooooooooot.

ELLIOT
(proud of himself)
Well we are in luck, Little Man!
(to Amy Jo)
I made some phone calls and it's
all taken care of.

AMY JO
We got a new air conditioning! Oh
thank the lord.

ELLIOT
Uh, not quite.

He leads Amy Jo, Mildred, and Allister into...

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

Elliot grabs a chair and stands on it, elevating himself
above the crowded room.

ELLIOT
If I could have everyone's
attention for a sec. I have an
important announcement.

An old man's hearing aid starts making a high-pitch feedback
SQUEAK.

ELLIOT (CONT'D)
Uh, Mr. McPhee, could you please
turn down your ear?

Harry, Kevin, Perry, Cesar, and other residents walk / wheel
closer.

Donald stands in the back chewing on a carrot.

ELLIOT (CONT'D)
Okay, I know it's hot and we're all
sick of the faulty air
conditioning.

Another old man, HERB (80s), grows concerned.

HERB
The Koreans!? Where!?!?!?

Amy Jo looks confused.

ELLIOT

Uh, no sir. Air conditioning. The air conditioning.

(a beat)

Anyway, while we wait for the air to start working again, I made some arrangements. Later today, we'll be taking everyone down the street to enjoy an afternoon of sweat-free hydration and relaxation at...

(dramatic pause)

ROYAL PALMS!

Someone screams in excitement.

ALFRED

Royal what?

KEVIN

Royal palms!?

ALLISTER

Is that an amusement park?

GERTY

Can I bring my bathing suit?

PERRY

(beaming with delight)

Someone pinch me.

Amy Jo goes BUG-EYED.

Walter wheels over.

WALTER (V.O.)

Ah, Royal Palms Luxury Senior Living -- our arch nemesis.

CUT TO:

EXT. ROYAL PALMS LUXURY SENIOR LIVING - DAY

Dozens of sun-glazed seniors lounge pool-side. The entrance to the facility looks more like a castle than a senior home.

WALTER (V.O.)

A towering facility with roman columns, water-falls, tennis courts... hell, I heard they even put chocolates on the damn pillows.

Youthful seniors beam with delight, skipping across a lush, green lawn. Others receive massages in an out-door garden.

This place is PARADISE on Earth.

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

A faded, wall-mounted picture breaks lose from the wall, wobbling.

Mildred has fallen asleep on a rickety card table.

A light flickers above Elliot's head: the contrast is startling.

WALTER (V.O.)

They've got tanning booths, a
petting zoo -- even their own fleet
of buses for exotic field trips.

CUT TO:

INT. ROYAL PALMS LUXURY SENIOR LIVING - DAY

A series of buses slow to a stop in front of the facility. Each bus, freshly painted, reads:

ROYAL PALMS LUXURY SENIOR LIVING:

THERE'S ONLY ONE CLASS, AND IT'S FIRST CLASS.

Laughing seniors emerge with stuffed suit-cases.

ELITE OLD MAN

I had no idea Niagara Falls was so
vast.

ELITE OLD WOMAN

Truly breath-taking.

WALTER (V.O.)

Last time Sunny Smiles had a field
trip, a select few piled into
Elliot's nineteen-eighty-seven
Mercury Grande Marquee and went
down to the Quicky Lube for a
slurpy.

CUT TO:

INT. QUICKY LUBE GAS STATION - MORNING (FLASHBACK)

Amy Jo and Elliot stand at a windowed cash-register, followed by a line of seniors holding giant slurpy cups.

GERTY
(sucking through a straw)
It's like liquid tapioca.

A Middle-Eastern clerk furrows his brow.

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

Elliot stands on the chair, assessing the crowd's reaction.

Residents shriek with JOY, hooting and hollering!

An old woman, NANCY (70s), speaks up with delight:

NANCY
I heard they have private shuffle
board instructors!

HERB
I heard their cafeteria is a
Cheesecake Factory!

GERTY
Hooray!

Amy Jo furiously interrupts:

AMY JO
That's ENOUGH!

The room falls completely silent. You could hear a pin drop.

AMY JO (CONT'D)
Elliot David Kabranski, have you
lost your frickin' mind?

Elliot looks stunned.

ELLIOT
What do you mean?

AMY JO
Do you have any idea what you are
asking us to do?

ELLIOT

Um, receive joy and happiness? Not melt?

AMY JO

Sleep with the ENEMY!!!

ELLIOT

(under his breath)

Here we go.

AMY JO

Royal Freakin Palms is a shrine to all things fake n' phony and, quite frankly, makes me want to throw-up all over myself.

PERRY

Oh honey don't do that.

AMY JO

Look, I'm all for tennis courts and foot massages and all that crap, but that place is a ritzy hotel -- NOT a retirement community. There IS no damn community; it's just a bunch of dollar bills dancing around acting like age is what happens to the poor.

ELLIOT

But I--

AMY JO

(louder)

Royal Freaking Palms thinks they can make people feel better about dying by distracting them with their own money.

(even louder)

Well money does not cure mortality. And yes, maybe they do have year-round air conditioning and *cheesecake*, but dammit we're a FAMILY and they're a phony, evil, corporate empire!

Total silence.

Mildred farts -- it wakes her up.

MILDRED

What happened?

Elliot steps down from his chair.

Kevin starts a slow clap.

ELLIOT
Shut up, Kevin.

A phone call breaks the tension. Perry picks it up.

ELLIOT (CONT'D)
(to Amy Jo)
Okay then, so... what's YOUR plan?

AMY JO
We sweat. We make it work.

Perry puts the phone to his shoulder.

PERRY
(concerned)
They found Lemley.

INT. SUNNY SMILES ASSISTED LIVING / CAFETERIA - EVENING

The entire Sunny Smiles staff sits at a long dining hall table. They anxiously murmur, shifting in their seats.

From a nearby window, we see Walter's silhouetted wheelchair. He eavesdrops on the meeting.

Allister sits in between Elliot and Amy Jo, playing with a pair of DENTURES.

A man in a suit, MR. REYNOLDS (50s, distinguished), addresses the group:

MR. REYNOLDS
Thank you all for meeting on such short notice.

Kevin leans over to Rosa.

KEVIN
(hushed whisper)
Have we ever had a staff meeting?

ROSA
No, never.

MR. REYNOLDS
I'm Jack Reynolds, Vice President of the board of trustees.

Elliot leans over to Amy Jo, mouthing "we have a board?"

Amy Jo shrugs, equally amazed.

MR. REYNOLDS (CONT'D)

I'm sure all of you have been
gravely concerned as to the
whereabouts of this facility's
director, Mr. Gerald Lemley.

(beat)

It has come to our attention, that
Mr. Lemley has been, for the
greater part of six years,
embezzling money from this
organization.

Elliot and Amy Jo share a "Holy Shit" look.

MR. REYNOLDS (CONT'D)

Through a series of bank accounts,
Mr. Lemley robbed this facility of
over two hundred thousand dollars.

(then)

I'm regretful we didn't catch on
sooner.

CUT TO:

INT. MOTEL ROOM - LATE NIGHT (FLASHBACK)

MR. REYNOLDS (V.O.)

Three weeks ago, Mr. Lemley began a
massive spending binge. Last
Thursday, he checked himself into a
motel room where he partook in a
variety of illegal activities.

Mr. Lemley drunkenly stumbles into the cheap room. He's
followed by a drugged-up stripper in fishnet stockings.

They snort a line of coke.

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / CAFETERIA - CONTINUOUS

MR. REYNOLDS

Through a series of lewd and
unfortunate events, Mr. Lemley died
as a result of erotic self-
asphyxiation.

Elliot puts his hands over Allister's ears.

CUT TO:

INT. MOTEL ROOM - NIGHT

CLOSE ON: Mr. Lemley's legs, hanging from the ceiling fan, slacks around his ankles.

He slowly sways from side to side.

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / CAFETERIA - CONTINUOUS

The staff sits completely stunned. After a moment:

CESAR

Does this mean we can't fix the air conditioning, bro?

MR. REYNOLDS

We're going to fix a lot more than the air conditioning.

(beat)

We aim to rededicate ourselves to Sunny Smiles future by raising the bar of moral integrity.

(beat)

In doing so, I'm proud to announce Mr. Lemley's extremely capable, professional, God-fearing replacement... Sister Connie Holtzmilller!

All heads turn to the cafeteria double-doors. They swing open, REVEALING:

"SISTER" CONNIE HOLTZMILLER (50s, petite), a short-haired woman with a perma-frown. She dons a nun's habit, a perfectly ironed business suit, and a cold stare.

The staff responds with muted, confused applause.

HOLTZMILLER

Hello.

MR. REYNOLDS

Sister Holtzmilller has successfully orchestrated the growth of healthcare facilities across the country, tirelessly assisted clinics throughout Uganda, and even served as warden of the Indiana State Women's Penitentiary.

(beat)

She will assume the Director position effective immediately.

Holtzmilller nods, sternly.

MR. REYNOLDS (CONT'D)

We're lucky and honored to have her at the helm of Sunny Smiles'... resurrection.

Holtzmilller paces up and down the aisle.

HOLTZMILLER

Thank you, Jack.

(beat)

There's nothing a little protocol can't fix.

Holtzmilller disapprovingly pinches Elliot's stained shirt. Elliot gives a sheepish grin.

ELLIOT

It's--

HOLTZMILLER

Ice cream.

She points to Amy Jo's pink scrunchie.

HOLTZMILLER (CONT'D)

(to Amy Jo)

I trust you have something less... pink?

AMY JO

I, uh...

She paces by.

ALLISTER

(to Holtzmilller)

Your hat is funny looking.

Holtzmilller whips back around. A beat.

HOLTZMILLER
(to Elliot)
He's quite the jokester, Mr.
Kabranski.

Elliot gives a nervous smile.

HOLTZMILLER (CONT'D)
But your son should be at home, not
at work.

ELLIOT
Oh, he's not my son.

AMY JO
(hushed whisper, to
Elliot)
How did she know your name?

HOLTZMILLER
See you all bright and early. And
remember: don't forget your sunny
smiles.

She, quite suddenly, flashes a forced grin.

END OF ACT ONE

ACT TWO

EXT. SUNNY SMILES ASSISTED LIVING - MORNING

CLOSE ON: A large rake smooths wet cement over a patch of dirt.

WIDER: A work crew in orange vests cements much of the vegetation in front of the building.

Donald standing to the side in his gardening smock, watches his garden disappear.

Elliot hurries by with blinders on, ready for the day.

He wears an OVERSIZED SOMBRERO.

ELLIOT
Morning Mr. Hawes. Excited for
Fiesta Friday?

Donald doesn't respond.

Elliot stops and finally looks up, taking in the strange site:

ELLIOT (CONT'D)
Oh. Shit.

He rushes inside.

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

Elliot comes through the front door and stops dead in his tracks:

The common area has been completely stripped. Colorful walls that once showcased resident artwork and photo collages are now completely BARE.

A crew in white jumpsuits and face-masks stand with large rollers, painting the room BEIGE.

Perry sits at the front desk wearing GREY SCRUBS -- gone is any sign of his personal flair.

The desk, now also beige, is adorned only by a single stapler.

The phone rings -- he answers through his mask.

PERRY
 (into phone)
 Good morning, Sunny Smiles Assisted
 Living Community, we put the Gold
 in--
 (beat)
 Ah, screw it.

He hangs up.

ELLIOT
 Uh...

Elliot is speechless.

His sombrero stands out like a sore thumb.

PERRY
 Caution. Wet paint.

ELLIOT
 Perry? Where did... *everything* go?

Perry holds up a giant trash bag -- one of dozens.

Elliot notices the bag is shaking: Perry is shivering.

It's FREEZING in here.

ELLIOT (CONT'D)
 I guess they got the air fixed.

PERRY
 I can't feel my face.

Suddenly, Elliot is YANKED into a dark broom closet! The door slams shut.

INT. SUNNY SMILES ASSISTED LIVING / BROOM CLOSET - CONTINUOUS

It's pitch black.

Somebody tugs the light chain and a dim bulb illuminates the tight quarters:

It's Amy Jo.

AMY JO
 She's CRAZY!!!

ELLIOT

Ah! You scared the shit out of me!
 (then)
 Why are we in a closet?

AMY JO

Focus! She's declared war.

ELLIOT

Who?

AMY JO

The NUN!
 (re: Elliot's sombrero)
 Take off your hat.

ELLIOT

What? I thought it was Fiesta
 Friday?

AMY JO

Do you see a FUCKIN' PARTY!?

ELLIOT

Fine! Alright!

Elliot throws away his sombrero.

ELLIOT (CONT'D)

What the hell is going on?

Amy Jo puts her finger over Elliot's mouth. She looks
 terrified.

AMY JO

(hushed whisper)
 Shhhh.
 (eyes darting around)
 She's everywhere.

Amy Jo cracks the door. She and Elliot peer out...

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

Holtzmilller patrols the common area with a stern expression.
 She approaches TWO OLD MEN near one of the few things left in
 the room: the Nintendo Wii.

She instructs TWO WORKERS to remove the console, then plucks
 the remote controllers out of the residents' hands.

HOLTZMILLER
 "Wii" is what the piggy cried all
 the way home. This...
 (re: the controllers)
 is a hazard.

INT. SUNNY SMILES ASSISTED LIVING / BROOM CLOSET - CONTINUOUS

Amy Jo shuts the door to the closet and grabs Elliot's
 shoulders.

AMY JO
 (possessed)
 Maybe chloroform? Where can we get
 a roofy?
 (then)
 We could light her on fire--

ELLIOT
 Alright, calm down! Let's think
 about this like rational human
 beings.

AMY JO
 Electrocution?

ELLIOT
 Amy Jo!
 (then)
 I know this looks bad now. But
 maybe this is what we needed. A
 little regulation is better than
 being shut down, right?

AMY JO
 I've got a real bad feeling.

ELLIOT
 Change is never easy. I'm SURE
 we'll get used to it.

They stumble out of the closet.

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

Two workers hang a massive portrait of Holtzmilller on the
 wall. She stands to the side dictating instructions.

ELLIOT
 Well, I'm... pretty sure.

Perry notices Elliot and Amy Jo.

PERRY

Coming out of the closet, are we?

Perry hands Elliot his clipboard.

AMY JO

Let's go make sure we still serve
food.

Amy Jo and Elliot head down the hallway together.

Meanwhile, Walter's been watching everything unfold from the corner.

WALTER (V.O.)

My mother had a saying. Just cuz'
you cleaned your coop, don't mean
you got happy chickens.

(beat)

And nobody's cluckin' around here.

Harry emerges from his room, extremely concerned. He scans the area:

He spots a chair and peaks under the seat cushion...

FLASH TO WHITE:

EXT. HARRY'S BEDROOM, 1950'S - NIGHT (FLASHBACK)

The face we see peering under the cushion is now a freckle-faced, teenaged Harry. His hair is slicked back.

He puts down the cushion and searches around his room, frantically.

A car horn honks from outside.

Harry SLIDES OPEN the second-story window, revealing a convertible downstairs, parked out front.

It's packed with a group of guys and a few giggling girls anxious to start their night.

One of the girls in the car is Harry's future wife: Eva.

The car stereo blasts Elvis' "Hound Dog."

GUY FRIEND

Come on Harry!

GUY FRIEND 2

We don't got all night!

Someone whistles up.

HARRY
I'm almost ready!
(to himself)
Just looking for something.

GUY FRIEND
I think your date's startin' to
like me betta'!

Eva gives the guy a playful punch.

EVA
Haaaaarry!

Harry, now panicking, lifts up his mattress -- nothing. He flings open the drawers of his desk -- still nothing.

HARRY'S MOM (O.C.)
Harry your friends are waking up
the neighbors!

HARRY
I'm comin, I'm comin!

Finally, Harry is overcome with relief: he spots what he was looking for, slung around his bed-post:

His shiny, gold wrist-watch.

HARRY (CONT'D)
Gotcha!

He snaps it onto his wrist and runs out the door.

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / HARRY'S ROOM

Harry, now old again, searches for his watch.

Eva lies in bed, concerned for her husband.

Harry suddenly has an idea and rushes to the bed-post. But this time, there's nothing to be found.

He loudly RUMMAGES through the night-stand -- it catches the attention of Amy Jo and Elliot who are making rounds in the hallway.

They poke their heads inside.

AMY JO
Is everything okay, Harry?

HARRY
(exacerbated)
I, uh... I can't find my watch. My
gold watch.

ELLIOT
The broken one?

HARRY
Uh, yeah, yeah. That's the one.

AMY JO
Well I'm sure it's around here
somewhere. No one's gonna steal a
broken watch.

Amy Jo and Elliot suddenly turn toward the window -- they
hear a large garbage truck beeping.

I/E. SUNNY SMILES ASSISTED LIVING / FRONT LAWN - CONTINUOUS

A group of workers carry out the last of the garbage bags and
the truck drives off.

INT. SUNNY SMILES ASSISTED LIVING / HARRY'S ROOM - CONTINUOUS

AMY JO
Or...

ELLIOT
(searching)
...this could be a wonderful
opportunity to get a new watch.

AMY JO
One that works!

HARRY
I don't need another watch. I need
my watch.

Harry's eyes well up with tears, unable to say anything more.

From the hallway:

GERTY (O.S.)
Help! Has anyone seen my knitting
needles?

ELLIOT
 (yelling toward the door)
 We'll be right there, Gerty!

They look back toward Harry, concerned.

AMY JO
 We'll find your watch, okay Harry?
 I promise.

They both rush out of the room.

WALTER (V.O.)
 Yep. In less than 24 hours, Sunny Smiles had gone from looking like a circus act to looking like a state prison. Preventative Purging, Holtzmilller called it: everything that gave this place personality yesterday suddenly became today's trash, safety hazard, or budget cut.

Harry sits in a chair, defeated.

WALTER (V.O.) (CONT'D)
 And some things just got lost in the shuffle.

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - LATER

A middle-aged couple, JUDITH and ROBERT CARMICHAEL (50s), stand at the front desk beside Judith's aging mother, GRACE (80s, frail).

PERRY
 There's a Bridge tournament every Saturday, of course.

JUDITH
 Oh how lovely.
 (looking down)
 Mom, you'll enjoy that.

Grace nods slowly, overwhelmed.

Elliot and Amy Jo sort files in the background.

AMY JO
 (to Elliot)
 What a day to get a newbie.

Elliot nods -- they gauge the family's reaction to their surroundings.

PERRY

And one of my personal faves,
Marlyn Monroe Mondays. Residents
are encouraged to dress up.

(then)

I'll let you borrow my blonde wig,
Grace.

Robert leans in to Perry's ear.

ROBERT

Hey, I think she's a little scared.
This is so new... for all of us.
Would it be alright for my wife to
stay the night with her?

(then)

You know, make sure she's okay?

PERRY

Oh my God, of course that's fin--

HOLTZMILLER

Absolutely not.

Holtzmilller has made her way to the desk.

PERRY

Oh. This is--

HOLTZMILLER

I'll take it from here, Perry.

Holtzmilller extends a stern handshake.

HOLTZMILLER (CONT'D)

Hello. I'm Sister Holtzmilller. We
spoke over the phone.

JUDITH

Hi, uh, yes.

HOLTZMILLER

I can assure you, your mother will
be in very capable hands. There's
no need for you to stay the night.

(then)

If you'll follow me to my office,
you'll need to complete some
paperwork before visiting hours
end.

(then)

(MORE)

HOLTZMILLER (CONT'D)
 That is, if you'd like to say
 goodbye.

The family leads Grace into Holtzmilller's office.

Elliot and Amy Jo join Perry at the front desk.

PERRY
 Welcome to Sunny Smiles.

ELLIOT
 Since when do we have visiting
 hours?

AMY JO
 (eyeing the office door)
 Not too late to light her on fire.

ELLIOT
 Stop it.

PIPER CARMICHAEL (20s, freckled) walks through the front
 door, a little frazzled.

Jingling from head-to-toe with mismatched accessories, she
 has wild red hair and is pretty in a quirky, all-natural kind
 of way.

She carries a small guitar strapped to her back.

Elliot's eyes grow bigger than saucers.

This is LOVE at first site.

PIPER
 Hey, have you guys seen an older
 woman, about this tall
 (hand in air)
 with gray hair?

PERRY
 Only in every room.

Amy Jo elbows Perry.

ELLIOT
 Hi, hey, yes. Yes. Was she with a-
 - a couple? Like a man, and a
 woman? A couple?

AMY JO
 (under her breath)
 Here we go.

PIPER

Yeah, that's her. My parents are moving her in today.

ELLIOT

And she's your, uh, she's your, uh-- grandmother? Your grandmother is going to be living, uh, here?

PIPER

Yep. It's... been a tough couple of months.

AMY JO

I'm sorry to hear that. They're just finishing up some paperwork.

(then)

You're welcome to wait here.

ELLIOT

(blabbering)

Yeah! Yes. They'll be done any minute. You can, uh, you can wait here. Do you need something to drink? Like a water or, uh, we have Mountain Dew. Or something to eat! I could make you a sandwich. I brought some pastrami.

PERRY

(whispered, to Amy Jo)

Do we save him?

AMY JO

(quiet)

Nah, it's just gettin' good.

PIPER

Oh, no thanks. I'm fine.

An awkward pause.

PIPER (CONT'D)

Do you guys ever... put stuff on the walls? It's kind of... beige in here.

ELLIOT

Oh, yeah, yes. We're just, uh, doing some cleaning.

Piper nods, surveying the room:

The work crew takes SLEDGE-HAMMERS to a wall in the hallway.

ELLIOT (CONT'D)

Lots of cleaning.
 (diverting attention)
 How long have you played the ...
 uh, that's a guitar?

PIPER

Yep. Gosh, my whole life. I'm in
 school right now. I teach it on
 the side to pay the bills.

ELLIOT

OH that is so cool. Super cool. I
 love the guitar. It's totally my
 favorite instrument.

AMY JO

Totally.

Elliot shoots Amy Jo an embarrassed grin.

Holtzmilller emerges from her office with Piper's family:

HOLTZMILLER

Well, we're happy to accommodate.
 (then)
 I'll let you all have a moment.

PIPER

Grandma, hi! How are you feeling?

Grace nods with a forced smile.

They share a big hug. Judith holds her mom's hands in a
 tight grasp.

JUDITH

(teary-eyed)
 We're going to visit you all the
 time, Mom.

ROBERT

They've really got everything here
 you could need.

They embrace.

GRACE

(longing)
 I wish your father was here.

JUDITH

We all do, Mom.

PIPER

They have nice people Grandma, I think you're really going to like it here.

JUDITH

Goodbye, Mom.

The family hugs one last time.

Perry, Amy Jo, and Elliot watch the tearful moment.

Walter rolls up beside them.

WALTER (V.O.)

It's God's cruelest joke: seventy years after your first day of school, you're right back where you started.

(then)

It never gets easier.

Holtzmilller stands with her arms folded, like a statue.

Off her cold stare:

INT. THE WATERING CACTUS BAR & GRILL - THE NEXT DAY

CLOSE ON: The face of a sweaty, overweight man, KARL (30s, Asian). He clutches a microphone, singing karaoke to Celine Dion's "My Heart Will Go On."

KARL

(singing)

*Neeeeear, faaaaaar -- whereveeeeer
you aaaare...*

The bar is a total hole-in-the-wall with great character. A smattering of arcade games and pool tables occupy the floor-space.

It's pretty dead inside.

A handsome bartender, CHARLIE (30s, rugged), polishes glasses.

Amy Jo and Elliot sit at the bar, side-by-side, eating lunch:

AMY JO

(re: Karl)

That is a passionate, passionate man.

ELLIOT
Who has that much angst at eleven-
thirty AM?

AMY JO
(leaning in)
So get THIS.
(beat)
I did a little snooping around on
"Sister" Holtz-KILLER.

ELLIOT
(under his breath)
Here we go.

AMY JO
Hear me out. While Her Holiness
was out dumping rooms for
contraband, I snuck into her
office.

ELLIOT
Why would you do that?

AMY JO
Anybody who's that mad, always has
something to hide.
(beat)
I just had a funny feeling.

ELLIOT
You had a funny *feeling*?

AMY JO
Yeah.

ELLIOT
When I have a funny feeling, I put
cream on it. I don't commit
CRIMES!

Charlie approaches.

CHARLIE
How you guys doin' on drinks?

ELLIOT
Can I get a lemonade?

AMY JO
I'll take another beer, Charlie.

CHARLIE

I like a woman who drinks before
noon.

AMY JO

Too bad it gives me the shits.

Charlie shakes his head and walks away, embarrassed.

Karl starts belting a new tune:

KARL

(singing)

*Whyyyy don't you build me up,
Buterrcuuuup Baaaaaaby...*

Amy Jo leans in closer, talking above the noise.

AMY JO

Anyway, my funny feeling was dead-
on. Turns out sister ain't a
sister -- she's not a nun at all.

ELLIOT

What?

AMY JO

Well, she used to be. Until she
was kicked out for -- get this --
fornication. Doin' the nashty.

Elliot gags.

AMY JO (CONT'D)

I found these.

Amy Jo pulls out a handful of documents.

AMY JO (CONT'D)

Her divorce papers. She was only
an actual nun for seven months
before she married some dude.

(beat)

But he divorced her a year later.

ELLIOT

Amy Jo, creepy as this may be, it's
none of our business.

AMY JO

None of our business!? She's
LYING. She's a big, fat liar --
prancing around like God's personal
demolition ball!

ELLIOT

It's been a rough start, but I'm sure she's going to ease up.

AMY JO

She won't have the chance -- I'm taking this to the Board.

ELLIOT

Whoa whoa whoa. No you're not. So the woman had a little whoopie.

(aside)

It's more than I'm getting these days.

(beat)

Look, this isn't going to get her fired, it's just going to stir up trouble.

AMY JO

(louder)

But she's a slutty fake nun!

Charlie drops the check off.

CHARLIE

Whenever you're ready, guys. See you tomorrow.

ELLIOT

Thanks Charlie.

(to Amy Jo)

At least Holtzmilller's fixing things up. It might not be with polka-dots and flowers, but maybe our paychecks will stop bouncing.

Amy Jo lowers her gaze to the floor.

ELLIOT (CONT'D)

We are going to sit tight. That's the safest thing to do. Things will get better on their own.

(then)

Amy Jo?

AMY JO

Yeah, yeah.

(then)

I don't know, I just--

Karl climaxes with the song "Say a Little Prayer for You":

ASIAN MAN
 (singing)
*I say a little prayer for
 yoooooooouuuu!!!*

EXT. SUNNY SMILES ASSISTED LIVING - LATER

Amy Jo and Elliot approach, noticing: a single ambulance and police car parked outside the building's entrance.

Yellow caution tape surrounds what used to be the front flower garden. A crowd of paramedics, residents, and employees gather at the scene.

Holtzmilller speaks with an EMT.

AMY JO
 Oh my God. Oh my God.

Amy Jo darts past Elliot and muscles her way into the crowd, worried.

ELLIOT
 (calling after)
 Amy Jo!

Elliot rushes over to join her. They stop, staring at the ground:

It's Donald, still in his gardening smock, lying face-down on the fresh slab of cement.

CESAR
 He didn't come to lunch.

ELLIOT
 Shit.

AMY JO
 (in a trance)
 He was one of the healthiest ones
 here...

Kevin, donning his Cleric's collar, holds up a pot of wilted daisies.

KEVIN
 I guess it was just his time.

Harry, with a solemn look on his face, stands toward the back of the crowd watching the scene. He takes a deep sigh and walks back inside the building.

AMY JO
No. It wasn't.

She darts through the doors into...

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

AMY JO
Harry. Hey Harry! Have you found
your watch?

Harry shakes his head and walks away.

Elliot bursts through the door and sees Amy Jo's eyes welling
up with angry tears.

ELLIOT
Amy Jo, this isn't your fault.
This isn't anybody's fault.

Amy Jo looks up at the massive portrait of Holtzmilller.

AMY JO
Bullshit.

ELLIOT
People die here all the time.

AMY JO
Today's different -- and you know
it.

Amy Jo rushes to the broom closet. She throws open the door
and starts riffling through boxes -- tossing out a
flashlight, some hard-hats, and two pairs of gloves.

She throws a pair at Elliot.

AMY JO (CONT'D)
Here.

ELLIOT
What? Where are we going?

AMY JO
We're gettin' Harry's watch back.

ELLIOT
Harry's -- what? Why? What does
that have to do with anything?

AMY JO

Don't you see? It's not about a broken watch or a garden or a Nintendo Wii. People assign *meaning* to things. They remind us of what we're good at, where we came from, who we were... who we *are*.

(then)

One person's trash is another's reason to keep breathing.

A beat.

AMY JO (CONT'D)

Let's go.

Amy Jo starts toward the door. She turns back around:

Elliot isn't following her.

AMY JO (CONT'D)

What's the problem?

ELLIOT

I can't do this.

AMY JO

What do you mean, you want people to keep dying?

ELLIOT

This is a *retirement* community. People come here to die.

AMY JO

People come here to die *happy*.

ELLIOT

Well, I want to keep my job.

(then)

I'm staying here.

A long pause.

AMY JO

Then I'll find someone else.

Amy Jo turns and marches out the door.

EXT. JUNK YARD - NIGHT

CLOSE ON: Mildred's tired face.

MILDRED
Why are we here?

WIDER: She shivers, holding a flashlight to the ground.

Amy Jo, donning a hard-hat and muddy overalls, digs around on the ground through piles of trash.

She is COVERED, head-to-toe, in GOOP.

AMY JO
Shine it over here, Mildred.
(then)
Lord, it's smellier than a
Fisherman's crotch out here.
(looking up)
Mildred?

Mildred has fallen asleep standing up, snoring loudly.

AMY JO (CONT'D)
Mildred!

MILDRED
(jolting awake)
Ohp -- I'm here.

AMY JO
I need you to focus. Okay? You're
the look-out. Remember?

MILDRED
Oh yes.

AMY JO
Now I'm gonna go look over there,
and if you see anyone comin' our
way, just holler. Okay?

MILDRED
Of course, dear.

Amy Jo walks to another mound of trash. The enormity of her task starts to set in.

AMY JO
(to herself)
Saint Anthony, Saint Anthony,
please come round. Somethin's lost
and must be found...

After a few moment of digging, Amy Jo pulls a watch from the pile.

AMY JO (CONT'D)

Oh my Go-- ah, dammit. Not it.

She tosses it aside. The watch clanks against something.

Amy Jo looks over and sees: an oversized RED BUCKET.

It's the only shiny, clean item in the entire junk yard.

AMY JO (CONT'D)

Well that's kinda cute.

She picks it up.

AMY JO (CONT'D)

(to the bucket)

Now why would somebody throw you away?

A spotlight SHINES in Amy Jo's face, accompanied by a police siren.

POLICE OFFICER (O.S.)

(over a megaphone)

Miss, please step away from the trash.

(then)

You are trespassing on private property.

Amy Jo looks across the yard: Mildred is fast asleep.

AMY JO

Shit.

Amy Jo scoots down a pile of trash as a POLICE OFFICER (30s, muscular) approaches.

AMY JO (CONT'D)

Well hi there, Officer.

POLICE OFFICER

Miss, I need you to leave this property.

AMY JO

No, no... I, uh, I can't do that.

(then)

I lost something very important and I need to find it.

POLICE OFFICER

I'm not asking you, I'm telling you.

AMY JO

Oh, I just know there's a big teddy bear under those big, mean muscles.
(batting eye-lashes)
Are you sure I can't just poke around here a little bit longer?

POLICE OFFICER

This isn't a debate.

A second POLICE OFFICER (late 20s) approaches holding Mildred's arm.

POLICE OFFICER 2

I found her grandmother.

MILDRED

Oh, we're not related. She just gets me pills.

AMY JO

Mildred!

POLICE OFFICER

What kind of pills, ma'am?

MILDRED

Oh all sorts of kinds. Blue ones, pink ones, little red ones -- those are my favorites--

AMY JO

Officer, what--

POLICE OFFICER

I'm asking the questions.

(then)

Ma'am, were you buying drugs from this woman?

MILDRED

Oh, I don't have to buy them. She just gives them to me.

Amy Jo puts her head in her hand.

POLICE OFFICER

You're under arre--

AMY JO

I know.

END OF ACT TWO

ACT THREE

INT. TUSCON SHERIFF'S DEPARTMENT / HOLDING CELL - MIDDLE OF THE NIGHT

Amy Jo, still caked in trash and slime, sits next to Mildred.

Beside her: the red bucket.

Mildred nods in and out of consciousness.

AMY JO

What happened out there? You were
my eyes!

Mildred snores.

A large, drunk, BIKER GUY (40s), sits on the other side of the cell. He points to Amy Jo's dirty face.

BIKER GUY

You got a little something on your--

AMY JO

I know.

Outside the cell, Elliot walks into the office wearing PINEAPPLE PAJAMAS.

ELLIOT

(re: the cell)

Oh my God.

Amy Jo points at Elliot's outfit.

AMY JO

(re: Elliot's wardrobe)

Oh my God!

ELLIOT

One year anniversary gift. Marisa
calls me her little Pineapple.

(then)

More importantly... YOU'RE IN JAIL!

Mildred jolts awake.

MILDRED

Yes, pie would be lovely.

AMY JO

It's time to go, Mildred.

An officer unlocks the cell.

ELLIOT
 I got it all sorted out. They
 dropped the charges.
 (then)
 Although they do strongly recommend
 psychiatric help.

Amy Jo and Elliot help lead Mildred out of the cell.

ELLIOT (CONT'D)
 (to Amy Jo)
 I think something died in your
 hair.

AMY JO
 Well none of this would have
 happened if you came with me.

ELLIOT
 I get a call at two in the morning
 to bail you out of jail for
 trespassing, drug dealing, and
 kidnapping an old woman!
 (then)
 A "thank you" would be nice.

AMY JO
 (re: Elliot's wardrobe)
 Pineapple is really not your fruit.

INT. SUNNY SMILES ASSISTED LIVING / MILDRED'S ROOM - LATER
 THAT NIGHT

Elliot creeks Mildred's door open. Amy Jo scurries through,
 holding Mildred slumped over her shoulder.

AMY JO
 (whispering)
 She's slipping!

ELLIOT
 (quiet)
 I'll grab her ankles!

AMY JO
 I found the bed.

ELLIOT
 Nope, that's my knee.

They rustle around some more.

AMY JO
Goodnight, Mildred.

They creep back toward the door, but suddenly:

The room is FLOODED with light. A bedside lamp has turned on.

Holtzmilller sits in a chair, glaring at Amy Jo and Elliot.

HOLTZMILLER
Did you think I wouldn't notice one
of my residents missing?

AMY JO
We just went for some... fresh air.

HOLTZMILLER
To the police station?

ELLIOT
(to himself)
Oh boy.

Holtzmilller stands up and approaches the two at the door.

HOLTZMILLER
If there's one thing I *despise*,
it's being played for a fool.

ELLIOT
Oh no, we don't think you're a--

AMY JO
Elliot.

HOLTZMILLER
Would you two like to tell me
what's going on?

Elliot takes a deep breath and open his mouth to speak. But,
nothing comes out -- he can't take the fall.

AMY JO
It was all me. Elliot had nothing
to do with this.

Elliot bows his head to the floor.

HOLTZMILLER
Well then Ms. Carter, I must say
I'm not terribly surprised; your
reputation certainly precedes you.

AMY JO

Excuse me?

HOLTZMILLER

It's no secret around here that you like to do things your own way. But the fact is, your childish need for attention is dangerous to my residents.

AMY JO

YOUR residents?!

ELLIOT

(to Amy Jo)

Easy...

AMY JO

How can you stand there and pretend to care about the very people you are responsible for killing?!

ELLIOT

Amy Jo--

AMY JO

How DARE you come in here in the name of holy duty and erase everything we care about. This is my FAMILY you're talking about -- not just a bunch of caged inmates. YOU, *Sister*, are *dangerous* to MY residents.

Silence.

HOLTZMILLER

Dangerous, Ms. Carter? *Dangerous* is coercing an elderly woman to a junk yard in the middle of the night. *Dangerous* is discouraging seniors from taking medication they desperately need. *Dangerous* is allowing people to feel they can exert themselves beyond their physical means. If there is ANYONE in this facility who is a danger to the residents -- it's YOU, Ms. Carter.

(beat)

Give me one good reason why I shouldn't fire you immediately?

A pause.

AMY JO
Because I know who you really are.

ELLIOT
Amy Jo, don't...

AMY JO
(smiling)
I know something you don't want
anyone else to know.

ELLIOT
It's not worth it...

AMY JO
And I could tell a whole lot of
people...

Holtzmilller realizes what Amy Jo is talking about. She
doesn't flinch.

HOLTZMILLER
(re: her religious attire)
My habit is a metaphor. If you
take issue with that, tell anyone
you like.

Amy Jo deflates. She's lost all power.

AMY JO
But... I...

HOLTZMILLER
I can assure you my personal life
has nothing to do with my ability
to govern this facility.
(then)
This conversation will serve as
your termination. You can leave
your key card on my desk.

Amy Jo, in shock, turns to Elliot for support.

Elliot can't make eye contact, keeping gaze on the ground.

AMY JO
Come on, Elliot.

He doesn't move.

Tearing up, Amy Jo chucks her key card at Holtzmilller's
chest. She stomps out the door.

Through it: Walter's silhouette looks in.

WALTER (V.O.)
 One-by-one, everybody's losing
 their sense of purpose around here.

From the hallway:

AMY JO (O.S.)
 You're a SLUTTY FAKE NUN!

WALTER (V.O.)
 I just lost mine.

Holtzmilller turns to Elliot:

ELLIOT
 She didn't mean that.

EXT. SUNNY SMILES ASSISTED LIVING - MORNING

Elliot walks up to the building, ready for a day of work.

He passes Donald's old garden -- now a slab of cement.

He enters...

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

Elliot pushes open the door. Perry mans the front desk,
 chatting on the phone.

ELLIOT
 Hey Perry.

Perry puts the phone to his shoulder.

PERRY
 I am SO sorry.

ELLIOT
 For what?

Allister pops his head above the desk.

ALLISTER
 You're a fart man.

ELLIOT
 Oh no.

Marisa emerges from the hallway with a cup of coffee.

MARISA

Did you guys change the coffee? It tastes really watered down. Ew.

ELLIOT

Heeeey babe. What... are you doing here?

MARISA

Um, so... really exciting news. I have been selected as THE face of Salvitore Salon. We're doing a photo shoot tonight. Super exciting.

ALLISTER

Mommy's famous.

ELLIOT

Oh. Wow. Congrats.

MARISA

It's in Phoenix, so I'm taking the bus up.

(then)

You can take him for the night, yeah?

ELLIOT

Uh, gosh babe. We just got a new director... she's not really "kid friendly."

MARISA

This could make or break my career.
(pouting)

I thought you supported me.

ELLIOT

Uh, I mean, yeah I support you...

MARISA

Great. Bring him back tomorrow morning around eight.

ELLIOT

But--

Allister starts head-butting the desk.

MARISA

Just give him some wine or something, he'll pass right out.

Marisa scurries off.

PERRY
 (to Elliot)
 You know, there's always an opening
 on my team.

An old woman, EVELYN (90s, eccentric), approaches Elliot.
 She wears a fake mustache and an eye-patch.

EVELYN
 Where are we gathering?

ELLIOT
 Uh, for what?

EVELYN
 For the Pirate's Poetry Meeting.

ELLIOT
 I, uh... I'm sorry Evelyn. I
 didn't know there was a pirate
 meeting today.

EVELYN
 Well today is supposed to be the
 first one. Amy Jo told us all to--

ELLIOT
 Oh. Um, Amy Jo won't be coming in
 today.

EVELYN
 Oh no? Is she sick?

ELLIOT
 Not really...

EVELYN
 Oh! It's her lady time. I
 understand.

In the background, Allister puts an ADULT DIAPER on his head
 like a turban.

ALLISTER
 I'm the poop king!

Elliot winces.

EVELYN
 I suppose we'll have to wait till
 she gets back.

ELLIOT

I--
 (beat)
 Yeah.

Evelyn walks off, shrugging at an older gentleman with a fake parrot on his shoulder.

Elliot takes two steps and is confronted by a shoeless Herb.

HERB

They stole my Wingtips.

ELLIOT

Who stole... what?

HERB

My shoes. Somebody took my shoes.

ELLIOT

Well did you check your closet?

HERB

They aren't in my closet. Every Wednesday morning Amy Jo leaves my Wingtips in front of my door.

ELLIOT

Amy Jo?

HERB

Yeah, she polishes them.
 Wednesday's are ballroom dancing
 nights down at the Elks Club.
 (then)
 They stole my Wingtips.

ELLIOT

Give me a minute Herb, I'll find them.

Herb shuffles off in his socks.

Elliot grabs his clipboard to do his usual rounds.

PERRY

Hey, where's Amy Jo? She's over an hour late.
 (then)
 That's late by even her standards.

ELLIOT

I think she took the day off...

PERRY

Hmm.

Allister's head is now completely CONSUMED by the adult diaper. It's stuck around his neck.

He runs around in circles, bumping into things.

ALLISTER

(muffled)

I can't breathe! I can't
breeeeeathe!

Elliot sighs.

ELLIOT

Perry can you--

PERRY

I'm on it.

Allister falls over.

Elliot moves toward:

INT. SUNNY SMILES ASSISTED LIVING / HALLWAY - CONTINUOUS

Elliot, overwhelmed, sits down on a chair in the hallway to collect his thoughts.

He runs his hands through his hair.

A nurse wheels Walter past Elliot.

WALTER (V.O.)

Strange, isn't it? Sometimes a
person's presence is felt most when
they're not there.

(then)

Amy Jo didn't just work at Sunny
Smiles. She was Sunny Smiles.

Harry, humming to himself, strolls down the hallway.

Elliot closes his eyes and listens to the tune.

Harry turns the corner and enters his room. The humming abruptly stops:

HARRY (O.S.)

Help. Help me, please.

Elliot hops up and enters...

INT. SUNNY SMILES ASSISTED LIVING / HARRY'S ROOM - CONTINUOUS

Harry stands over his wife's bed. Eva looks distressed.

ELLIOT
Is everything okay, Harry?

HARRY
Where's Amy Jo?

ELLIOT
Um, she's actually not here today.

Harry pulls Elliot aside.

HARRY
Well, Eva's messed her bed again.
It's, uh, it's been happening more
often.
(then)
She prefers a woman -- Amy Jo --
to, uh, change her.

Elliot sighs, giving in to the pressure of the morning.

ELLIOT
I'm sorry Harry. Amy Jo, uh...
(searching)
Amy Jo doesn't work here anymore.

HARRY
What?

ELLIOT
It... I'm so sorry.
(then)
But I'll go get someone for you,
alright?

HARRY
Alright.

Elliot moves toward the door, but turns back:

ELLIOT
Hey Harry. I just want you to know
that Amy Jo tried really hard to
find your watch.
(then)
I know it meant a lot to you.

Silence.

HARRY

It's okay. It was broken anyway.

CUT TO:

EXT. 1960'S SUBURBAN BACKYARD - DUSK (FLASHBACK)

Harry, in his 30s, stands at a grill. He flips some burgers.

The radio plays Franki Valli's "This Guy's In Love With You."

A smattering of retro-clothed neighbors mill about the yard, sipping beers.

Eva, now in her 30s, comes out the patio door with a tray of lemonade.

Harry looks up from the grill.

HARRY

God you look good in red.

EVA

(coyly)

Oh that's just the bourbon talking.

Harry smiles.

EVA (CONT'D)

My burger done yet?

Harry glances down at his watch and furrows his brow.

He taps it a few times.

HARRY

Well that's strange.

EVA

What?

HARRY

My watch stopped. Stuck at eight o'clock.

EVA

Hm.

(then)

Showtime.

Eva walks away handing out lemonade to the neighbors. Harry smiles and continues grilling.

BACK TO:

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - LATER

Elliot fills out some paperwork at the desk.

Allister jumps up and down, jackhammering into a stack of towels.

ELLIOT
(whispering)
Allister, keep it down.

Holtzmilller pokes her head out of her office door.

Elliot, faster than lightening, pushes Allister into the broom closet.

HOLTZMILLER
Is everything okay out here?

ALLISTER
(muffled)
It's dark!

HOLTZMILLER
What was--

ELLIOT
Dog. Gotta be a dog outside.

PERRY
Ruff. Ruff.

Holtzmilller frowns and retreats into the office.

PERRY (CONT'D)
Blabbering idiot in T-minus five,
four, three, two...

ELLIOT
What?

Piper walks up:

PIPER
Hey... it's Elliot, right?

ELLIOT
 Huh, what? Piper! Yes, yeah, hi!
 Guitar Girl!

Piper holds Allister's hand, who's hiding behind her butt.

PIPER
 I think your son was locked in the
 closet.

ELLIOT
 Oh, he's not my -- Um, he's... my
 friend's kid.

PIPER
 Oh.

ALLISTER
 You have BOOBS!

ELLIOT
 Allister!
 (to Piper)
 No you don't. I mean -- shit. Yes
 you do, but I'm not like... I'm not
 looking at them or anything. Um.

Cesar, walking by with a cart of food trays, chimes in:

CESAR
 Smooth, bro.

Elliot shoots him a look.

ELLIOT
 So, um. What can I do for you?

Piper holds up a pink box.

PIPER
 Just dropping off some cookies for
 my Grandma. They're from her
 favorite bakery.

ELLIOT
 Oh.

A pause.

PIPER
 Is there a problem?

ELLIOT

Well, you can't bring in outside food. It's... a new rule.

PIPER

What?

ELLIOT

Yeah, I'm really sorry. I guess it's a safety thing or something.

PIPER

Okay, well. Shoot. I guess I'll just eat them myself.

In the background, Allister has usurped a free electric wheelchair. He frantically presses buttons while it spins in circles.

ELLIOT

I'm... Sorry.

PIPER

Well, is she in her room?

(then)

What do I do, like, sign in or something?

ELLIOT

Actually, no. You're not really allowed to see her right now either.

PIPER

(getting really angry)

What does THAT mean?

ELLIOT

It's not visiting hours. That's a new rule too. Again, I'm really sorry, I wish I could...

Elliot sees Holtzmilller Windexing her glass desk through the office window. He sighs.

PIPER

You know, the place down the street lets you visit any time you want.

ELLIOT

Oh, Royal Palms. Yeah it's pretty fancy over there.

PERRY
It's also the Anti-Christ.

PIPER
There's... nothing you can do?

ELLIOT
I just, I don't know what I can--
No. I can't.

PIPER
What an asshole.

Piper stomps off.

PERRY
Well that went well.

ELLIOT
Shut up, Perry.

Allister speeds the electric wheelchair into the wall of Holtzmilller's office -- CRASH.

Holtzmilller storms out.

HOLTZMILLER
Mr. Kabranski. What did I tell you
about bringing your son here?

ELLIOT
He's not my--

HOLTZMILLER
This is your final warning. Do
not, under any circumstance, let
this happen again.

She slams the door and returns to her office.

Perry holds something out to Elliot.

PERRY
Glucose-free lollypop?

INT. THE WATERING CACTUS BAR & GRILL - EVENING

CLOSE ON: Amy Jo's sweaty, intoxicated face.

WIDER: She's clutching a microphone, singing karaoke to a
small audience of local drunks.

She sings "Don't Stop Believing" by Journey.

AMY JO
Don't stop, belieeeeeeeving!

She stumbles over, gets back on her feet, and brushes herself off.

AMY JO (CONT'D)
 I'm okay, I'm okay.

DRUNK GUY
 Get off the stage!

AMY JO
 Get off my planet!
 (then)
 You're lucky I gotta go pee.

She wobbles off to the bathroom.

Charlie shakes his head.

INT. SUNNY SMILES ASSISTED LIVING / CAFETERIA - LATER THAT NIGHT

Walter sits at a window after dinner, staring at the moon.

Cesar mops the floor in the background, jamming silently to oversized headphones.

Elliot walks up holding a tray of food.

ELLIOT
 Did you want the rest of your
 potatoes, Walter?
 (then)
 I can take you to your room if
 you're done.

Walter doesn't break his gaze.

ELLIOT (CONT'D)
 I know. I miss her too.

Walter looks up at Elliot.

WALTER (V.O.)
 I never wished for words more in my
 entire life than this moment.
 (then)
 But thankfully, I didn't need them
 at all.

Elliot nods, takes a deep breath, and walks toward the hallway.

INT. THE WATERING CACTUS BAR & GRILL - LATER THAT NIGHT

The atmosphere has died down a bit.

Karl practices dance moves in the corner.

Amy Jo sits alone at the bar, talking to Charlie.

AMY JO

Look, this ain't the first time
I've gotten in trouble. I've been
raisin' hell my whole life. But
this is different. It's personal.

(then)

When I was twelve years old I made
a promise to my Papa. I told him
I'd never treat an old person like
they were already dead.

CHARLIE

Well that seems pretty noble. I
wouldn't fire you for that.

AMY JO

Oh no, I got fired for kidnappin',
trespassin', and callin' my boss a
slut.

CHARLIE

Oh.

Amy Jo burps, drunkenly.

INT. SUNNY SMILES ASSISTED LIVING / HOLTZMILLER'S OFFICE -
LATER THAT NIGHT

Elliot stands in front of Holtzmilller's desk, calmly.

She doesn't look up.

HOLTZMILLER

Yes?

ELLIOT

I wanted to talk to you about Amy
Jo.

HOLTZMILLER

There's nothing to discuss.

ELLIOT
I... respectfully disagree.

He takes a breath.

ELLIOT (CONT'D)
I know Amy Jo is rude and naive.
You had every right to fire her.

HOLTZMILLER
I'm aware.

ELLIOT
But she was right about one thing.
(beat)
This place is a family. It's a
heck of a lot more than some
sterile "facility." I know you
mean well. I know this place needs
a lot of direction. But you have
to understand, it also needs *heart*.
(then)
People can't survive with just four
walls and a roof. They need to
feel *human*. Without that, they're
just waiting to die. Amy Jo knows
how to make people feel alive.
She's the soul of this place.
Without her, we may as well all
pack up and go home.

A beat.

ELLIOT (CONT'D)
Plus, she's my best friend.

He exhales.

Silence. Holtzmilller finally looks up.

INT. THE WATERING CACTUS BAR & GRILL - LATER

Amy Jo is now completely trashed.

The bar is empty.

AMY JO
I mean, I guess I could be a mime.
(then)
But I'm not very good at bein'
quiet.

CHARLIE
I don't think that pays much.

AMY JO
I'm real good at drinkin' -- I
could be a professional drinker.
Do they have those?

CHARLIE
Yeah, they're called alcoholics.

AMY JO
Or a fairy princess!

CHARLIE
Okay, let's get you home.

AMY JO
(starting to cry)
You're such a nice man...

Charlie picks Amy Jo up and helps her off the bar stool.

CHARLIE
It's going to be okay, AJ.

Charlie hugs her.

Amy Jo starts giggling and crying at the same time.

AMY JO
Okay, AJ. That rhymes...

INT. SUNNY SMILES ASSISTED LIVING / HOLTZMILLER'S OFFICE -
LATER THAT NIGHT

Holtzmilller stares up at Elliot from her desk.

HOLTZMILLER
Well, Mr. Kabranski, I appreciate
your honesty.

Elliot nods.

HOLTZMILLER (CONT'D)
But though your friend possesses
"heart", as you put it, she's still
completely reckless.
(a beat)
There's nothing more important than
the safety of these residents. I'm
sorry, my decision is final.

Elliot nods, defeated. He's tried his best.

He turns toward the door. Just before leaving, he turns back around:

ELLIOT

Last year, we had a guy at the end of the hall. Fred. He was a gunner in the war. Ran out of money after living here for like two or three years.

(then)

Amy Jo used her savings for eight months -- dried them up -- to make sure he was here when he died.

(beat)

I just thought you should know that.

Elliot walks out the door into...

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - CONTINUOUS

He puts his hands in his pockets and walks away.

After a moment: Holtzmilller pokes her head out of the office.

HOLTZMILLER

She'll have to learn to follow rules. She's not above them.

Elliot turns around.

ELLIOT

What?

HOLTZMILLER

And she'll have to abide by the dress code. Costumes are for the circus.

Elliot hides a smile.

ELLIOT

So...

HOLTZMILLER

I expect her here at seven AM, sharp.

ELLIOT

Thank you. Thank you so much.

HOLTZMILLER
 (sternly)
 She's out of chances.

Elliot nods, barely able to contain himself.

Holtzmilller retreats back into her office and slams the door.

Allister sleeps in a nearby chair. His mouth is covered in chocolate pudding.

Elliot gently picks him up.

ELLIOT
 Come on, buddy.

EXT. AMY JO'S APARTMENT - MIDDLE OF THE NIGHT

Amy Jo's apartment loft sits above a Chinese restaurant in a shady part of town. A neon sign below her window reads:

"CHANG'S NOODLE BISTRO"

Charlie quietly shuts her door and heads down a staircase to his truck.

Meanwhile, Elliot makes his way up the staircase carrying a half-asleep Allister.

ELLIOT
 Hey -- Charlie, right? Watering
 Cactus?

CHARLIE
 Yeah. Hey Elliot.

ELLIOT
 Oh. Are you--

CHARLIE
 No, no. We're not. I just took
 her home. She's had a rough night.
 (then)
 Are you guys--

ELLIOT
 Oh no, no. It's not like that.

CHARLIE
 (re: Allister)
 So is that her...

ELLIOT

No, he's not hers. He's mine.
Well, he's not actually mine, he's
someone else-- you know what,
nevermind.

CHARLIE

(laughing)
Okay.

ELLIOT

Well I have some awesome news to
tell her.

CHARLIE

You might want to wait until the
morning. She's a little--

ELLIOT

Oh no no, this is really important.
I need to tell her now.

From upstairs we hear:

AMY JO (O.S.)

(singing)
*I'm a little tea-pot short and
stout. Tip me oveeeeeer and pour
me --*

There is a large THUD.

AMY JO (O.S.) (CONT'D)

-- Oooooouuch.

CHARLIE

Good luck.

Charlie heads away. Elliot opens the door into...

INT. AMY JO'S APARTMENT / ENTRYWAY - CONTINUOUS

Elliot leads Allister inside. Amy Jo is wobbling around the
room holding an ice-pack to her head -- in her bra and
panties.

ELLIOT

Oh, put some clothes on!

Elliot covers Allister's eyes -- he lies him down on a futon.

AMY JO
Are you uncomffffffortable with
nudittity...

ELLIOT
Oh Jesus.

He walks into:

INT. AMY JO'S APARTMENT / KITCHEN - CONTINUOUS

Elliot starts brewing a pot of coffee.

Amy Jo stumbles to a chair and plops down.

ELLIOT
I've got some amazing news for you.
She puts a dish towel over her bra.

AMY JO
Is that better?

ELLIOT
Much.
(beat)
I talked to Holtzmilller.
(then)
Here, drink this.

He hands her a cup of coffee.

ELLIOT (CONT'D)
And, drum-roll, please...
I got you your job back!

Amy Jo stares in disbelief.

AMY JO
You what?

ELLIOT
I convinced her to give you your
job back. Isn't that great?

Silence.

AMY JO
What makes yooooou think I want my
job back?

ELLIOT
What?

AMY JO

I can't sit around and watch people die.

ELLIOT

Amy Jo, that's what we do. It's a retirement community.

AMY JO

You know what I mean, Elliooooooot. I'm not gonna go back to follow the same dumb rules.

(then)

The point isn't that I lost my job. It's that people deserve to enjoy the last months, days, hours, minutes... moments of their lives.

(a beat)

She won't let me do that anymore.

ELLIOT

Amy Jo...

AMY JO

If I went back, I'd want to do things my way. Not be some heartless robot.

ELLIOT

(getting angry)

Look, I put myself on the line to fight for you. I stood up for you.

AMY JO

Stood up? Where were you when she fired me!?

ELLIOT

I, I--

AMY JO

In your shell -- where you always are. You're a wimp Elliot. You can't be a hero after the battle's already over.

ELLIOT

Are you fucking kidding me? I risk *everything* I have to help you, and this is how you react?

(beat)

You're the most arrogant, ungrateful, stubborn person I've ever met.

AMY JO

You ain't the first person to stand
up to authority Elliot -- welcome
to the human race. You want a gold
medal?

ELLIOT

No. I wanted my friend back.
(to Allister)
Come on, Allister.

Off Elliot's exit, Amy Jo yells toward the door.

AMY JO

Oh what? Now you're just gonna
leeeeeeeave?
(a pause)
Elliot? Elliot?

But he's gone.

EXT. MARISA'S APARTMENT - MORNING

Allister sits on the street curb, outside of a stucco
building.

He rests his head on a fire hydrant.

Behind him, Elliot furiously pounds on the door of a unit.

ELLIOT

Marisa? Are you in there? I have
your son! YOUR son.

Elliot takes out his cell phone and punches some numbers.

Straight to voicemail.

He dials again. This time it rings...

CUT TO:

INT. CHEESY MOTEL

CLOSE ON: Marisa's hand searches for her phone on a night-
stand.

Out of focus, we see her naked body thrusting with a big
hairy guy.

She moans.

BACK TO:

EXT. MARISA'S APARTMENT - CONTINUOUS

Elliot knocks on the door again.

ELLIOT

Marisa?

He gives up and plops down on the curb next to Allister.

A long silence.

ELLIOT (CONT'D)

Wanna get some pancakes?

ALLISTER

(tired)

Okay.

END OF ACT THREE

ACT FOUR

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - MORNING

TITLE CARD: ONE WEEK LATER

Elliot sits next to Perry at the desk, moping.

Kevin sweeps the floor nearby, while Rosa folds sheets.

Cesar sits across the room peeling potatoes.

The lobby's trash can starts to slowly HOVER, moving across the room.

PERRY

The trash can is walking again.

ELLIOT

(to trash can)

Allister!

The trash can stops moving and plops down in the middle of the room.

ELLIOT (CONT'D)

We had a deal! No more candy if you keep moving.

(then, to everyone else)

If Her Holiness sees him, I'm toast.

KEVIN

Your lady sure has been doing a lot of "photo shoots" lately...

ELLIOT

I don't want to talk about it.

After a few moments:

CESAR

(to Elliot)

So Amy Jo's really not coming back, huh?

ELLIOT

Nope.

Everyone turns to Holtzmilller's office.

Through the window, we see Holtzmilller sitting with an extremely excited YOUNG WOMAN (20s), who dons a cleavage-bearing blouse and caked-on make-up.

She lets out an over-zealous, shrill laugh.

PERRY

What interview are we on?

ELLIOT

Sixteen.

ROSA

Seventeen.

Holtzmilller shakes hands with the woman who leaves the office.

In her place, an OLDER WOMAN (60s) with a perm and a resume slowly walks inside.

PERRY

Is that one coming here to work...
or to live?

Walter looks on.

WALTER (V.O.)

To say there are some big shoes to fill is the understatement of the year. It's been nearly a week since Amy Jo left, and finding someone to replace her is like trying to patch a leaky roof with bubble gum.

Everyone at the front desk goes back to work.

Harry walks out of the hallway, holding a cardboard box of random knickknacks and belongings.

He dumps the box into the trash can that Allister is hiding in.

From inside the trash can:

ALLISTER

Ow!

Harry does a double-take.

HARRY

Hello? Who's there?

A pause.

ALLISTER
Down here, Mister.

Harry peers into the top of the trash can.

Allister pokes his head up from the mound of belongings that were dumped on him.

HARRY
What are you doing in there, ya
little devil?

ALLISTER
I'm hiding out.

HARRY
You want to be a secret spy, huh?

ALLISTER
Maybe. Or an astronaut.

Harry smiles.

ALLISTER (CONT'D)
What do you want to be when you
grow up?

Harry's smile fades.

HARRY
I, uh.
(a beat)
I already grew up.

Harry starts to walk away, but Allister pokes his head out higher.

ALLISTER
Don't you want your stuff?

HARRY
Nah, I don't need it anymore.

Harry walks back into his room.

From across the lobby, Elliot notices Allister peeking above the trash can.

ELLIOT
(hushed whisper)
We have a deal!

Allister quickly lowers himself back into the can.

INT. AMY JO'S APARTMENT - NIGHT

Amy Jo sits sprawled on her couch. The only light in the room flickers from the TV in front of her: she's watching a "Golden Girls" marathon.

On her lap: a big bucket of popcorn.

The bucket that holds the pop-corn is the RED BUCKET from the junk-yard.

Beside her: a bottle of wine.

She looks like death.

AMY JO

Oh Bea, you look so good in
shoulder pads.

She sets the bucket of pop-corn on the ground and takes a huge swig of wine -- right out of the bottle.

Suddenly, the TV cuts to a commercial:

ON THE TELEVISION:

We see a smiling, older couple riding horses through a meadow. They laugh with glee.

BRITISH ANNOUNCER (V.O.)

Experience what it's like to live
out your golden years in the lap of
luxury.

The TV cuts to a montage:

-- An older couple receive hot stone massages from Asian masseuses.

-- An older woman plays tennis alongside a bronzed, Adonis-like instructor.

-- Two old men play chess at a table. ZOOM OUT: They're on a yacht.

BRITISH ANNOUNCER (V.O.) (CONT'D)

Royal Palms Luxury Senior Living.

A giant Royal Palms BUS pulls in front of the elaborate facility. A group of smiling seniors stream out of the bus, laughing.

Water shoots from a fountain. Fireworks.

BRITISH ANNOUNCER (V.O.) (CONT'D)
 There's only one class, and it's
 first class.
 (beat)
 Join us, today.

END OF COMMERCIAL

Off the TV, we see Amy Jo -- furious.

AMY JO
 Oh you've got to be KIDDING--

Amy Jo forcefully kicks the popcorn bucket.

Popcorn sprays across the room.

The bucket hits the TV stand and slowly rolls to another wall.

Above it, hangs a small framed picture: an eight-year-old Amy Jo holds hands with an older, grey-haired man.

WALTER (V.O.)
 Once upon a time, an old man's
 decision to raise an orphan turned
 a statistic into family.
 (then)
 Amy Jo knew better than anyone that
 family was who you chose to make
 happy and not -- necessarily --
 with whom you shared blood.

Amy Jo walks over to the picture, and touches the glass. She glances down at the empty, red bucket on the floor.

Her swift "kick" has dented the side of the bucket.

She stares at it, thinking.

WALTER (V.O.) (CONT'D)
 Funny how your life's purpose can
 boil down to an old piece of junk.

INT. SUNNY SMILES ASSISTED LIVING / CAFETERIA - NIGHT

Elliot sits alone in the dim, empty room.

He rips the tops off two chocolate milk cartons and hands one under the table.

Allister's hand reaches up and grabs the drink.

Under the table, Allister plays with a backpack full of toys.

Elliot takes a huge, defeated sigh.

The cafeteria doors SWING open:

Elliot quickly covers Allister from view.

PERRY

You're all clear, she's gone for
the day.

Elliot relaxes.

PERRY (CONT'D)

I'm taking off too-- Oh, Marisa
called. Said she needed you to
keep him for the night again.

Elliot nods.

PERRY (CONT'D)

Hang in there, Elliot.

Perry leaves.

Elliot sips chocolate milk in silence. He glances underneath the table and notices Allister playing with some strange items.

One, in particular, catches his eye: a RED, LEATHER-BOUND BOOK that says "JOURNAL" upside down.

ELLIOT

What have you got there, buddy?

ALLISTER

It's a book.

ELLIOT

You can read?

ALLISTER

Kinda.

ELLIOT

Where'd you get that?

ALLISTER

A grandpa threw it away.

ELLIOT
Let me see that.

ALLISTER
M'kay, but give it back soon.

ELLIOT
Deal.

Allister hands the journal to Elliot. He flips through the pages.

His face slowly lights up.

Walter watches from the shadows.

WALTER (V.O.)
For as long as he'd been alive,
Elliot Kabranski played it safe.
He never broke his curfew, never
drank a lick of booze before twenty-
one, and never -- I mean never --
drove above the speed limit.
(then)
Fear, it would seem, made all his
decisions for him.

Elliot turns pages faster than he can read.

He's got an amazing idea.

WALTER (V.O.) (CONT'D)
That is, until now.

ELLIOT
Come on buddy!

Elliot grabs Allister and runs out the door.

EXT. SUNNY SMILES ASSISTED LIVING - MOMENTS LATER

Elliot and Allister burst through the doors, as Elliot wrestles keys out of his pocket.

ALLISTER
Where are we going?

From the street:

AMY JO
Elliot!

ELLIOT
Based on your replacement
candidates, I don't see how that
could possibly be a problem.

AMY JO
Really?

ELLIOT
Really.
(then)
In fact, I was just headed to you.

AMY JO
You were?

ELLIOT
I have an amazing idea.

AMY JO
You know what?

Amy Jo holds up the red, dented bucket.

AMY JO (CONT'D)
So do I.

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - MORNING

Staff and residents alike crowd around Holtzmilller's office
door. Everyone struggles to put their ears to the wall:

PERRY
Can you hear anything?

ELLIOT
Does she sound mad?

GERTY
Shhh!

The door swings open.

Amy Jo walks out with a serious expression on her face.

She sports new grey scrubs -- gone are her pink scrunchies
and colorful flair of old.

A pause. The crowd waits with bated breath for the verdict.

KEVIN
Well???

Amy Jo bursts into a wild dance, mouthing "YEAAAAAH BABY!"

The crowd has a hushed explosion of total joy!

Elliot and Amy Jo fist-pound.

Holtzmilller appears from her office -- everyone immediately falls STILL and silent.

HOLTZMILLER

Back to work, everyone.

Amy Jo straightens:

AMY JO

(to Holtzmilller)

That is a *stunning* pantsuit, Sister Holtzmilller.

Unsure of Amy Jo's sincerity, Holtzmilller nods and walks away.

Immediately, Amy Jo slides a HAND-WRITTEN NOTE from her back pocket to Gerty.

Gerty nods and stashes the note in her bra.

ELLIOT

And so it begins.

MONTAGE

Up-beat music plays throughout.

-- EXT. SUNNY SMILES ASSISTED LIVING - DAY

Kevin revs a massive chain-saw. He slices into a long sheet of plywood.

Amy Jo and Elliot paint the first of many FAKE PALM TREES.

-- INT. SUNNY SMILES ASSISTED LIVING / ACTIVITY ROOM - DAY

Perry, donning high heels, does chorus line kicks in the mirror.

A group of old women in sweat-pants try to follow along.

-- INT. SMOKE SHOP - DAY

Mildred stands at a glass counter. An INDIAN MAN (40s) stares down at her.

MILDRED
I need two hundred packs of
Virginia Slims.

INDIAN GUY
... uh, we only have thirty.

MILDRED
I'll take 'em.

-- INT. SUNNY SMILES ASSISTED LIVING / CAFETERIA - DAY

Rosa sits alone at a dining table with a deck of cards. She practices fancy shuffling.

Holtzmilller walks by, taking a white glove to each table.

Rosa immediately stuffs the playing cards in her apron and begins folding napkins.

-- INT. SUNNY SMILES ASSISTED LIVING / LOBBY - DAY

Grace sits in a chair, reading a book. Elliot takes a deep breathe and approaches.

ELLIOT
Grace?

GRACE
Yes?

ELLIOT
Can I ask you something?

CUT TO:

-- I/E. COFFEE SHOP - DAY

Through a glass store-front, Elliot and Piper sit at a table drinking coffee.

Piper laughs as Elliot smiles.

-- INT. TUSCON SHERIFF'S DEPARTMENT - DAY

Amy Jo flirts with the police officer who arrested her.

Another cop rolls out a crate of mismatched lights and old flashlights -- it reads: "FOR DONATION."

POLICEMAN

(to Amy Jo)

Be our guest.

(to other cop)

She loves junk.

-- INT. SUNNY SMILES ASSISTED LIVING / LOBBY - DAY

Evelyn leads a group of old women, stitching long rows of sequined fabric.

An older woman walks in with a huge box of feathers.

EVELYN

Pick up the pace, ladies.

-- EXT. ANTIQUE SHOP - DAY

An awning reads: UNIQUE ANTIQUES.

Amy Jo, Elliot, and a group of old men four-wheel a giant box out the door.

A succession of ringing bells ERUPT from inside the box.

Elliot kicks it -- all goes quiet.

-- INT. SUNNY SMILES ASSISTED LIVING / LOBBY - EVENING

Alfred and Nancy paint checkers pieces.

Holtzmilller appears. They freeze.

Holtzmilller stops, shakes her head, and continues on her way.

-- EXT. ROYAL PALMS LUXURY SENIOR LIVING - NIGHT

Cesar sits in a parked car across the street. He eyes a GUARD (50s, pudgy) patrolling the Royal Palms property.

The guard passes the giant Royal Palms BUS.

Cesar rifles through a duffle-bag and grabs a pair of JUMPER CABLES.

END OF MONTAGE

INT. SUNNY SMILES ASSISTED LIVING / LOBBY - NIGHT

All is quiet -- almost a little too quiet.

Amy Jo and Elliot finish off some paperwork at the front desk.

Holtzmilller walks out of her office.

HOLTZMILLER
Final rounds already done?

AMY JO
Yes ma'am.

HOLTZMILLER
Linens, meds, everything?

ELLIOT
All taken care of.

HOLTZMILLER
Seems like an early night for everyone, then. Goodnight.

Holtzmilller slowly walks out the front door.

Amy Jo and Elliot stand completely still.

The sound of Holtzmilller's steps grow fainter and fainter until they completely disappear.

Off the door closing: Elliot pulls out a walkie-talkie.

ELLIOT
Elvis has left the building.

They spring to action, dashing through the front doors...

EXT. SUNNY SMILES ASSISTED LIVING - CONTINUOUS

The giant Royal Palms bus rolls up.

The doors gush open, REVEALING: Cesar at the driver's seat.

CESAR
Like taking candy from a baby, bro.

INT. THE WATERING CACTUS BAR & GRILL - LATER THAT NIGHT

CLOSE ON: Harry's face, blindfolded.

AMY JO
Watch your step, Harry.

WIDER: Amy Jo and Elliot hold Harry's arms.

Amy Jo wears a beautiful evening gown; Elliot is dressed in a tux.

Harry's been dressed in a pinstripe suit and a derby.

HARRY
What is all this -- where's my wife?

ELLIOT
She's right here, Harry.
(then)
We all are.

With that, Amy Jo WHIPS OFF Harry's blindfold.

REVEAL:

The Watering Cactus Bar & Grill has been completely transformed into a 1940's Vegas Nightclub.

It's packed to the brim with every resident and staff member from Sunny Smiles -- they all wear their fanciest evening attire.

The crowd turns to Harry and applauds.

Amazed, Harry scans the room:

Eva, sitting in her wheelchair, sits at a candle-lit dinner table. She beams with delight.

Rosa sits behind a pool-table that's been made to look like a blackjack table. She dons a black, sequined dealer's vest.

Alfred and Nancy sit at stools beside their makeshift poker chips.

Mildred, dressed in a skimpy cigarette girl outfit, holds out a box of Virginia Slims from a crate strapped to her shoulders.

Kevin, wearing his cleric's collar, stands with a Polaroid camera by a cheesy Vegas backdrop that reads:

"JUST MARRIED!"

Charlie, behind the bar, pops a bottle of Champagne:

CHARLIE

First glass is for you, Harry.

Herb, donning a three-piece suit and his shiny wingtip shoes, stands beside a giant antique slot-machine.

He pulls the lever which SPITS OUT a slew of gold coins. A cartoonish bell rings while the lights go crazy.

Someone rolls their hand across piano keys, as Harry directs his astonished gaze toward the stage:

Giant WOODEN PALM TREES bookend a red silk curtain.

Piper sits at the piano in a beautiful red dress -- she winks at Harry.

A few old men sit behind the other instruments - a trumpet, a clarinet, etc.

A large drum-set reads, in felt marker:

"Sands Hotel and Casino Featuring Harry Scalibrini"

Elliot runs on stage -- a spotlight finds him:

ELLIOT

Ladies and gentlemen, welcome to the beautiful Sands Hotel here in the one and only Las Vegas, Nevada.

KARL, the bar's devote Asian Karaoke artist, wears a black shirt and wrangles the microphone cable for Elliot.

He shoots Elliot a thumbs-up.

ELLIOT (CONT'D)

Put your hands together for your featured entertainer! The one, the only -- Harry Scalibrini!

The old man with the trumpet plays a note.

TRUMPET MAN

Hit it, boys!

The band starts playing as the spotlight finds Harry, still FROZEN by the door. Amy Jo holds him upright.

The crowd cheers him on.

Eva looks over.

EVA
Go on, Harry. It's showtime.

Amy Jo leads him to the microphone on stage.

Harry grabs it, flanked by Amy Jo and Elliot.

HARRY
Well, what if... what if I forget
the words?

AMY JO
Just sing the ones you know.

HARRY
How did you...

A pause.

ELLIOT
(whispers)
Our trash cans can talk.

Allister, dressed in a miniature suit and bow-tie, waves at Harry from off-stage.

Walter, who's sitting in his best brown suit, wears a fedora at the back of the audience.

WALTER (V.O.)
Most of the time, we're so
embarrassed to admit the grandeur
of our dreams, we feel it's safer
to just write it down.

Amy Jo heads off-stage. Elliot does the same, joining Allister.

WALTER (V.O.) (CONT'D)
Lucky for Harry, somebody was there
to read it.

Harry takes a deep breath, and starts singing Frank Sinatra's "Luck Be A Lady."

HARRY
 (singing)
*They call you lady luck,
 But there is room for doubt,
 You have a very unlady-like way of
 running out...*

FLASH TO WHITE:

INT. 1940'S JAZZ CLUB / CASINO - NIGHT (FLASHBACK)

Harry, eight years old, stands with his father back-stage at the Vegas club.

A continuation of the previous flashback, they watch Sinatra finishing his routine on stage.

Harry stands in awe.

WALTER (V.O.)
 No matter how irrational a lifelong dream might be, there's always a part of us that believes it just might happen one day. Even if we never have the guts to say it.
 (a beat)
 Harry Scalibrini dreamt of being the star of his own Vegas show for the better part of seven decades.

The audience loudly applauds. A silhouetted Frank Sinatra walks offstage, passing Harry and his dad.

Frank pauses and turns back toward Harry.

SINATRA
 You like the show, kid?

HARRY
 Oh yes sir, you're my favorite singer.

SINATRA
 Oh yeah?

Sinatra notices Harry eyeing his gold watch.

SINATRA (CONT'D)
 I'll tell you what...

Sinatra unlatches the watch from his wrist and hands it to Harry.

SINATRA (CONT'D)
 Why don't you hang on to this.
 (beat)
 It'll help you count the days till'
 you've got your own show.

Sinatra walks away.

Harry stares at the watch, amazed.

BACK TO:

INT. THE WATERING CACTUS BAR & GRILL - CONTINUOUS

Harry's really enjoying himself now, singing at the top of his lungs.

Walter watches.

WALTER (V.O.)
 Seventy-six years, a world war, and
 a moon landing later, Harry finally
 got his own show.
 (beat)
 And I'll tell you what: he ain't
 half bad.

HARRY
 (singing)
Luck be a lady, tonight!

Harry concludes his first song. The audience applauds.

Elliot now sits between Amy Jo and Allister in the crowd.

They share a look. Allister glances up at Elliot.

Instinctively, Elliot puts his arm around Allister, who's mesmerized by the show.

Harry starts singing Frank Sinatra's "My Way":

HARRY (CONT'D)
 (singing)
*And now, the end is near.
 And so I face, the final curtain.*

WALTER (V.O.)
 No one relishes life more than
 those who are about to lose it.
 Sometimes, we just need a little...
assistance.

HARRY
*My friend, I'll say it clear,
 I'll state my case, of which I'm
 certain...*

INT. SUNNY SMILES ASSISTED LIVING / LOBBY

CLOSE ON: An old woman's hand writing something on a scrap of paper.

INT. THE WATERING CACTUS BAR & GRILL - CONTINUOUS

HARRY
 (singing)
*I've lived a life that's full,
 I've traveled each and every
 highway*

INT. SUNNY SMILES ASSISTED LIVING / LOBBY

CLOSE ON: The old woman's hand folds up the note and licks it shut.

INT. THE WATERING CACTUS BAR & GRILL - CONTINUOUS

HARRY
 (singing)
*But more, much more than this
 I did it my way.*

INT. SUNNY SMILES ASSISTED LIVING / LOBBY

CLOSE ON: The old woman's hand places the note into a container.

WIDER: She's placed it in the red bucket. The bucket reads:

"THE LIST"

INT. THE WATERING CACTUS BAR & GRILL - CONTINUOUS

HARRY
 (singing)
*Yes, there were times, I'm sure you
 knew
 When I bit off more than I could
 chew*

Perry and his team of old women show-girl dancers sway from side to side, behind Harry.

HARRY (CONT'D)
*But through it all
 When there was doubt*

Amy Jo puts her head on Elliot's shoulder.

HARRY (CONT'D)
I ate it up, and spit it out...

INT. SUNNY SMILES ASSISTED LIVING / LOBBY

Amy Jo and Elliot thumb through scraps of paper over the red bucket.

WALTER (V.O.)
 Dig deep enough, and you'll find we
 all got a Bucket List.

Holtzmilller passes by. Amy Jo slowly lowers the bucket out of view. Elliot smiles at her.

INT. THE WATERING CACTUS BAR & GRILL - CONTINUOUS

Perry and the show-girls kick in a chorus line, waving their feathered fans.

HARRY
 (singing)
I faced it all, and I stood tall...

Eva sits in the front row with tears in her eyes.

HARRY (CONT'D)
*And I did it
 (pause)
 My way...*

Walter watches from the back of the room.

He smiles.

BLACKOUT.

HARRY (CONT'D)
Yes it was... my way.

END OF ACT FOUR