TIN MEN

Written by
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SHOOTING DRAFT

FOR EDUCATIONAL
PURPOSES ONLY
SCREEN is BLACK. In white letters we read:
Baltimore 1963.

FADE IN:

1 EXT. CADILLAC DEALERSHIP - DAY

Bill Babowsky ("bb"), a wiry, dapper-looking man in his mid-thirties, is circling a baby blue Cadillac. A Salesman follows on his heels.

Salesman
She's a beauty.

BB
(looking at Salesman)
Who?

Salesman
What?

BB
Who's the beauty?

Salesman
The car.

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

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

BB
Very nice... very nice.

CUT TO:

2 EXT. NEIGHBORHOOD - LINE OF ROW HOUSES - DAY

We hear YELLING.

3 INT. ROW HOUSE - DAY

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

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

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

TILLEY
Who's sick?

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

TILLEY
(quietly, coming down a few steps)
Where's my white on white shirt? The nice one, you know.

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

TILLEY
Yes, the one with the permanent stays.

CUT TO:

EXT. CADILLAC DEALERSHIP - DAY

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

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

SALESMAN
Now, how much are you willing to pay?

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

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

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

SALESMAN
That's not an honest answer.

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

CUT TO:

EXT. TILLEY'S HOUSE - DAY

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

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

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

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

CUT TO:

EXT. CADILLAC DEALERSHIP - DAY

BB and the Salesman are coming out of the office.

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

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

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

BB
I get a loaner?

The Salesman nods.

CUT TO:

INT. TILLEY'S CAR - DAY

He drives along, mumbling to himself.

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

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

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

He juts his jaw out.

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

CUT TO:

EXT. CADILLAC DEALERSHIP - DAY

BB gets into the shiny, baby-blue Cadillac, puts it in reverse and starts to back out of the car lot.
INT. TILLEY'S CAR - DAY

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

EXT. BB'S CADILLAC - DAY

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

INT. TILLEY'S CAR - DAY

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

EXT. BB'S CADILLAC - DAY

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

INT. TILLEY'S CAR - DAY

Tilley is still rolling his head.

CUT TO:

EXT. STREET - DAY

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

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

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

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

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

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

He moves toward Tilley.

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

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

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

TILLEY
You're a fucking lunatic!

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

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

People continue to pull them apart.

MAN #1
Come on now, calm down, calm down.

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

MAN #2
Take it easy... take it easy...

(CONTINUED)
TILLEY
(to people watching)
Get this guy! Will ya get this
guy? Backs in front of me, and
then kicks my headlight in...
and I'm crazy. You lunatic!

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

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

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

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

He turns back and looks at Tilley.

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

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

CUT TO:

INT. DINER - DAY

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

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

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

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

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

MOUSE
Did he know this guy personally?

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

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

SAM
Me? No, I'm not a bigot.

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

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

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

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

CUT TO:

EXT. DINER PARKING LOT - DAY
Tilley gets out of his car and enters the diner.

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

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

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

FLORENCE
Not too gooey. Coffee right
away.

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

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

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

TILLEY
Come on, give me a couple of more
inches.

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

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

SAM
(biting into his toast)
Did ya live?

MOUSE
Did you get his name?

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

He pulls a piece of paper from his pocket.

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

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

TILLEY
You know the son of a bitch?

GIL
Yeah, he works with Bagel.

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

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

TILLEY
I don't know the guy.

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

TILLEY
I don't know the guy.

SAM
Gil, he doesn't know the guy.

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

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

TILLEY
I don't know the guy!

GIL
He's a good dancer.

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

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

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

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

TILLEY
Is it fresh?

FLORENCE
Yes, it's fresh!

TILLEY
Just asking, Florence.

(CONTINUED)
Florence starts to walk away.

FLORENCE
You're always just asking.

Gil still talking about BB.

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

MOUSE
I can't wait to see it.

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

CUT TO:

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

CUT TO:

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

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

(MORE)
GIlL #1 (CONT'D)

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

CAMERA MOVES TO ANOTHER GIRL.

GIRL #2

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

CAMERA MOVES TO GIRL #3.

GIRL #3

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

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

MOE

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

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

MOE

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

CHEESE

The guy?

MOE

(immediately
aggravated)
The guy!

CHEESE

Not the doctor?

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

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

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

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

LOONEY
It's good... I like it.

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

LOONEY
Yeah... I like it.

CARLY
It's dumb, but good.

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

CHEESE
Up it fifty cents.

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

MOE
We get it, you're calling.

CARLY
I'm not sure.

BB
Stay with him.

CARLY
I don't know.

(CONTINUED)
CHEESE
Carly, get out of the hand...
I'm holding serious cards. Very
serious cards.

BB
He's bluffing.

CHEESE
If I'm lying, I'm dying.

CARLY
I'm out.

BB
Ballsy move.

Moe throws his hand in, too.

MOE
(to BB)
Did you get the new Cadillac?

BB
Yeah. It's already been hit.

MOE
What?

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

LOONEY
So, what ya got?

Cheese throws his hand down.

CHEESE
Pair of sixes.

LOONEY
Jacks. Win.

CARLY
Shit! Pair of sixes.

MOE
(abouut car)
How much damage?

BB
I bet it's six hundred bucks.

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

BB
I didn't dent the frame.

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

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

CHEESE
You're kidding me?

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

He takes a sip of his coffee.

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

CUT TO:

EXT. LOWER/MIDDLE CLASS NEIGHBORHOOD - DAY

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

CUT TO:

INT. BB'S CADILLAC - DAY

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

(CONTINUED)
CONTINUED:

MOE
Now, let me see... we gotta be at the Hickey house at four.
(he looks at his watch)
It's about three-twenty now... we've got some time on our hands. You want to get some coffee?

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

He indicates his throat.

MOE
They got any good pool halls around here?

BB
I don't know.
(beat)
You know what would be fun to do..? Let's try the Life Magazine routine.

MOE
(smiles)
Yeah.

CUT TO:

EXT. WOODEN FRAMED HOUSE - DAY

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

BB (O.S.)
You know, I think we've got to come over about two feet.

The SCREEN SHAKES as BB moves the camera.

CUT TO:

INT. WOODEN FRAMED HOUSE - DAY

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

(CONTINUED)
CONTINUED:

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

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

CUT TO:

EXT. WOODEN FRAMED HOUSE - DAY
BB and Moe at the camera and tripod.

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

MOE
Yeah.

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

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

We see the Housewife coming out of her front door.

BB
(quietly)
Bingo!

The Housewife approaches BB and Moe suspiciously.

HOUSEWIFE
Excuse me. What are you doing?

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

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

Moe moves the tripod.

HOUSEWIFE
What do you mean, Life Magazine?

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

HOUSEWIFE
Life Magazine? I don't understand.

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

HOUSEWIFE
A 'before' picture?

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

HOUSEWIFE
In Life Magazine?

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

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

(he adjusts the camera)

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

MOE
It's gonna look very good, BB.

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

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

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

HOUSEWIFE
What does it cost?

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

MOE
I think it's fairly reasonable.

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

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

HOUSEWIFE
Is it possible?

(CONTINUED)
BB
What do ya think, Moe? Would
that be ethical?

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

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

HOUSEWIFE
How quickly?

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

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

MOE
It's pushing it, BB.
(to Housewife)
What time would your husband be
home, 'cos he'd have to go over
the figures with the salesman...
that's if there's a salesman
available this evening.

HOUSEWIFE
He'll be home at seven.

BB
We might be able to work it.

HOUSEWIFE
That would be wonderful.

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

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

HUSBAND
Thirty-seven hundred dollars?

HOUSEWIFE
Honey, we're gonna be in Life Magazine.

ANGLE ON MOE AND BB ON SOFA

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

HUSBAND
Thirty-seven hundred dollars!

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

HUSBAND
Yep.

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

CUT TO:

... You have much greater insulation.

CUT TO:

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

CUT TO:

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

CUT TO:

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

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

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

HUSBAND #2
No... not this time.

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

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

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

HUSBAND #2
Randy.

TILLEY
Randy, right. Well, good night.

CUT TO:

31 INT. CADILLAC - NIGHT

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

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

He demonstrates with his fingers.

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

TILLEY
Damn! I thought I had 'em.

Tilley STARTS the CAR and pulls out.

CUT TO:

32 INT. PIMLICO HOTEL - BAR/RESTAURANT - NIGHT

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

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

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

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

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

WING
(writing)
So, that's one thousand, one hundred and thirty-eight dollars.

Finishes writing check and hands it to Mouse.

MOUSE
Thanks, boss. Pleasure doing business with ya.

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

WING
Now, what's your guys' story?

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

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

(CONTINUED)
TILLEY
No problem... just in a little slump here.

WING
Don't try to go walking on me.

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

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

WING
I'll give you hundred and fifty.

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

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

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

Wing writes out a check and gives it to Tilley.

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

WING
All right, I'll give you two hundred.

Wing changes amount of check and hands it to Tilley.

MOUSE
(yelling to cocktail waitress)
Honey, can you get me some Marlboros and a 7 and 7?

(CONTINUED)
SAM
And some scotch, straight up.

Tilley pockets the check.

WING
Now listen, guys, we got a problem here.

SAM
(to Mouse)
Did she hear me say scotch straight up?

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

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

SAM
They have no respect for the working man.

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

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

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

EXT. STREET - NIGHT
BB's Cadillac moves along the street.

INT. CADILLAC - NIGHT
BB and Moe are in the car driving along.

MOE
I wouldn't mind seeing Africa some time.

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

MOE
They've got snakes?

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

He hits the brakes suddenly.

MOE
What's wrong?

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

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

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

(CONTINUED)
CONTINUED:

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

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

CUT TO:

INT. ENTRANCE LOBBY TO PIMLICO HOTEL - NIGHT

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

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

MOUSE
It's too big a spread.

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

TILLEY
It's that fucking lunatic again.

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

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

MOUSE
Isn't that something?

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

GIL
Don't you recognize him from the Corral?

(CONTINUED)
TILLEY
I don't know the guy!

GIL
I'll never forget his Marengay.

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

CUT TO:

EXT. STREET - PROFILE SHOT - NIGHT

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

INT. PORCH OF HOUSE - NIGHT

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

NORA
(without looking up from the crossword puzzle)
Look at you, quarter to three and home already. What happened? You and the fellas run out of things to talk about?

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

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

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

TILLEY
Try Macao.

NORA

(CONTINUED)
TILLEY
What're you doing up so late?

NORA
We're off tomorrow.

Beat.

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

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

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

He walks over to the back door and looks out.

TILLEY
Why do ya need a back yard?

NORA
You're not selling anything?

TILLEY
I'm in a slump.

NORA
It happens.

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

NORA
Well, you will. You always do.

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

(CONTINUED)
CONTINUED:  (2)

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

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

(beat)
I thought I had a couple tonight... they just slipped away... slipped away.

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

NORA
I'll turn out the lights.

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

CUT TO:

INT. TILLEY'S HOUSE - BATHROOM - NIGHT

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

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

TILLEY
Like what?

NORA
Do things together that are enjoyable.

TILLEY
What would we do together for it to be enjoyable?

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

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

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

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

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

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

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

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

NORA
It's not the same thing.

TILLEY
Scrub my back, will ya, Nora.

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

(CONTINUED)
CONTINUED: (2)

TILLEY
Not too hard!
(beat)
Don't get me wrong, I'm willing
to do anything with you. I'm
just a little stymied by a
picnic. If you want to go, send
me a postcard.

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

TILLEY
What did I say?

CUT TO:

EXT. INDUSTRIAL PARK - DAY

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

CUT TO:

INT. TILLEY'S CADILLAC - DAY

Tilley is driving with Gil in the passenger seat.

GIL
I think you make a left here.

Tilley turns the car.

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

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

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

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

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

(CONTINUED)
CONTINUED:

TILLEY
I'll show the son of a bitch.

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

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

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

Tilley runs back to his car and drives away.

CUT TO:

INT. SUPERIOR ALUMINUM SIDING OFFICE - TIGHT SHOT - DAY

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

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

CUT TO:

ANOTHER ANGLE

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

BAGEL
This whole section has been very fertile for us.

CUT TO:

(CONTINUED)
ANOTHER ANGLE

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

MOE
(to Stanley)
Sure you wanna get into the tin game?

STANLEY
Money's good, I understand.

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

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

STANLEY
Interesting.

MOE
(quizzing Stanley)
What's the best way to qualify a mark?

STANLEY
What?

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

Moe puts Stanley on the defensive.

STANLEY
You just have to talk and feel your way.

(CONTINUED)
MOE

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

STANLEY
(looks puzzled)

Yeah.

MOE

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

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

BB

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

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

BB

Come on, Moe, let's split.

LOONEY
(to Stanley)

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

(to Carly who is hanging behind)

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

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

**LOONEY**

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

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

**BB**

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

BB throws the glass down on the ground.

**STANLEY**

(to Looney, quietly)

What's going on?

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

**BB**

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

**MOE**

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

BB nods and they start back inside.

**CUT TO:**

**INT. POOL HALL - TIGHT SHOT**

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

**TILLEY**

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

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

TILLEY
You think I can't add?

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

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

He sings very loudly, especially on the chorus.

GIL
(facetiously)
Oh, this is going to be good.

MOUSE
'Dayo!... da, da, da, da, da, da,' (he hits his pool cue on the ground for emphasis)
'Daylight come and he wanna go home...'

CUT TO:

INT. ROOM OFF MAIN POOL HALL

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

SAM
Jesus Christ!

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

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

SAM
Tilley.

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

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

He hands the letter to Tilley.

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

SAM
Maybe it's a refund check.

Tilley opens the envelope and looks at the document.

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

SAM
What? It must be a clerical error.

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

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

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

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

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

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

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

SAM
Taxes is serious stuff, Tilley.

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

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

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

He throws his arms up in the air in exasperation.

CUT TO:
EXT. NORA AND TILLEY'S HOUSE - DAY

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

CUT TO:

INT. SMALL NEIGHBORHOOD SUPERMARKET - DAY

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

ANGLE ON MOE

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

ANGLE ON FROZEN FOOD SECTION

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

BB
(to Nora)
Are these any good do ya know? These TV dinners?

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

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

BB
My wife died.

NORA
(looking up)
Oh, I'm sorry to hear that.

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

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

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

CUT TO:

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

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

CUT TO:

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

CUT TO:

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

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

WIFE
The Lord has certainly blessed us this evening.

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

MAN
Thanks again.

He opens the door for Tilley and Tilley walks out.

CUT TO:

EXT. MODEST HOUSE - DAY

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

SAM
So, what's the scoop?

TILLEY
We got 'em!

He's very excited.

SAM
You're kidding?

TILLEY
Take a look at this, Sam.

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

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

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

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

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

SAM
What are you talking about?

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

CUT TO:

INT. MODEST HOUSE - TIGHT SHOT ON SAM - DAY

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

WIDEN to include Man and Wife from before.

MAN
What's that?

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

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

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

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

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

MAN
Hmm.

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

MAN
Yes?

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

MAN
How so?

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

MAN
What kind of wholesale price are we talking about?

(CONTINUED)
CONTINUED:  (2)

SAM
You got a cup of coffee?

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

SAM
Let's just sit down and kick this around.

The Wife goes into the kitchen.

SAM
(calling to Wife)
No hurry, ma'am.

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

SAM
What you doing throwing your money around?

He bends to pick up the $5 note.

MAN
What's that?

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

CUT TO:

INT. CORRAL CLUB - NIGHT

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

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

(CONTINUED)
Stanley laughs and looks at Carly.

**STANLEY**
You're kidding?

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

**LOONEY**
(laughs)
I never did that... I never did that... I was never very good in arts and crafts. I could never make the ruler come out right.

The song ends.

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

**BB**
Here's to Nora.

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

**ANGLE ON BAR**
Stanley is really enjoying the stories Carly and Looney are telling.

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

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

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

CUT TO:

INT. SAM'S CAR - NIGHT

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

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

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

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

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

(he laughs)
Sometimes I'm brilliant... I'm fucking brilliant... I can't believe it.

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

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

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

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

MOE
Sixteen.

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

MOE
Yeah.

BB
Why do you think?

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

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

He laughs.
CONTINUED:

ANGLE ON DOOR

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

TILLEY
(to Sam)
Scotch straight up?

SAM
Yeah.

TILLEY
(to barman)
Scotch straight up and a rum and Coke for me.

He looks around the room at the women.

TILLEY
Looks like there's good action here tonight.

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

ANGLE ON BB AND MOE

BB
Look how much more complicated things are now. There used to be a time you met a girl, you courted and then you got married and lived happily ever after. Now, see that one over there... (he points to girl at a table) ... that's Helen Armstrong... maiden name used to be Tudor. Get this, she dated Charlie Rider when I was in high school, seemed like they were together forever. They broke up, she started to go with Lenny Mardigian, they got married, she's Helen Mardigian. That goes on two years... three years, something like that. (MORE)
BB (CONT'D)

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

(beat; he looks at
Moe and laughs)
So much for relationships.

ANGEL ON SAM AND TILLEY AT BAR

SAM
I'm beginning to believe in God.

TILLEY
You were never one of those
atheists, were you?

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

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

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

TILLEY
You found God at the smorgasbord?

SAM
Yeah.

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

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

(CONTINUED)
TILLEY
(laughs)
Sam, you're too much.

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

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

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

TILLEY
(not understanding)
Yeah.

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

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

(CONTINUED)
SAM
You gotta admit, it's amazing.

TILLEY
Yeah, yeah...
   (he turns away
       and looks across
       the room)
I don't believe it. See the guy
over there?

He looks in the direction of BB.

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

Sam looks over to BB.

ANGLE ON BB AND MOE
BB's looking through the crowd and sees Tilley.

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

MOE
What?

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

ANGLE ON TILLEY

TILLEY
I'm gonna get him!

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

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

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

BB
You didn't smash my windows in?

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

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

He pushes Tilley.

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

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

ANGLE ON LOONEY AND CARLY

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

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

TILLEY
Oh, no! You're not gonna get near my car... you're not gonna kick in my headlights again... (beat) ... What am I talking about? I didn't even drive tonight. You wanna duke it? Let's go.

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

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

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

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

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

MOE
(quietly to BB and Tilley)
Police!

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

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

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

He picks up his coat and leaves with Moe.

CUT TO:

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

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

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

SECRETARIES (O.S.)

Surprise!!!

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

ADA

I never expected this. What a lovely cake.

GIRL #1

Blow out the candles then.

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

GIRL #2

Nine candles for nine months!

Everyone laughs.

GIRL #3

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

GIRL #1

Register him for his social security number.

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

NORA

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

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

NORA

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

(CONTINUED)
NELLIE
You're kidding?

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

She sips her Coke.

NORA
Because if what I've got with Tilley is as good as it gets, I just...
(she shrugs her shoulders)
... I gotta know.

NELLIE
Well, how are you going to manage it?

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

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

NORA
Everything I've done in my life has been safe and practical, and where's that gotten me?
(she lifts her paper cup)
Well, here's to who knows what.

They touch their cups.

CUT TO:

INT. BB'S APARTMENT - LIVING ROOM

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

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

NORA
I'm still nervous.

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

NORA
No, not right now.

They dance quietly for a moment.

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

Nora laughs.

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

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

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

BB
I sure do.

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

CUT TO:

**INT. PIMLICO HOTEL - BAR - NIGHT**

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

BARMAN
(into phone)
Yeah, he's here... just a minute.

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

BARMAN
Hey, Tilley, somebody wants ya on the phone.

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

TILLEY
Yeah, this is Tilley...

CUT TO:

**INT. BB'S APARTMENT - BEDROOM**

BB on phone.

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

CUT TO:

**INT. PIMLICO HOTEL - BAR**

Tilley on phone.

TILLEY
What are you talking about?

CUT TO:
INT. BB'S APARTMENT - BEDROOM

BB on phone.

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

CUT TO:

INT. PIMLICO HOTEL - BAR

Tilley on phone.

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

Tilley slams the phone down.

CUT TO:

INT. LIVING ROOM

BB puts the phone down -- looks puzzled.

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

CUT TO:

EXT. STREET - NIGHT

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

INT. TILLEY'S HOUSE

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

(CONTINUED)
CONTINUED:

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

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

EXT. TILLEY'S HOUSE

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

CUT TO:

INT. TILLEY'S CAR - NIGHT

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

CUT TO:

EXT. DINER - NIGHT

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

CUT TO:

EXT. STREET - NIGHT

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

(CONTINUED)
CONTINUED:

NORA  
(quietly)
Oh, my God!

She just stands there and tears run down her face.

LONG WIDE SHOT

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

CUT TO:

EXT. BB'S FRONT DOOR - NIGHT

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

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

She starts to cry. She goes to hug BB.

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

BB puts his arms around Nora.

BB
Sure.

CUT TO:

INT. POOL HALL - LONG SHOT - DAY

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

INT. GIBRALTAR ALUMINUM SIDING COMPANY

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

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

GIRL #1
Hello, this is Gibraltar Aluminum Siding Company, we're taking a survey...

GIRL #2
... Would you be interested in our field representative giving you a home demonstration?

GIRL #3
... Home demonstration. We will have some factory representatives in your area today as it happens.

A voice calls out.

VOICE (O.S.)
Tilley! Let me see you.

Tilley walks over to the coffee machine.

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

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

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

Gil looking at the newspaper.

GIL
'Super Highway'...

TILLEY
Four in the fourth... twenty bucks.

SAM
Who's that?

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

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

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

Tilley goes through the door into Wing's office.

INT. WING'S OFFICE

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

TILLEY
Ah! Ah!

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

TILLEY
What's up, Wing?

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

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

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

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

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

WING
They don't make our job easy, Tilley.

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

Tilley goes to pick up his coffee off the desk.

WING
Did you see the paper?

TILLEY
What section?

WING
Take a look at this.

He hands the newspaper to Tilley.

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

(CONTINUED)
WING
Just cool down the scams, okay, Tilley?

Tilley shrugs his shoulders.

CUT TO:

INT. CONVERTED TOBACCO WAREHOUSE - DAY

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

ANGLE ON JOHN MASTERS

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

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

ANGLE ON MURRAY BANKS

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

MURRAY
Free storm windows?

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

MURRAY
No, sir. I wouldn't be able to make any money if I was giving away storm windows. My cost of a storm window is somewhere like...
Masters
(cutting him off)
The point being that you had no intention of giving away the storm windows.

Angle on BB and Moe
Standing by the door at the back of the warehouse.

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

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

Moe
(to BB)
What do ya make of all this?

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

Masters (O.S.)
'It was my understanding that the storm windows were included in the price of the sale.'

Cut To:

Ext. Tobacco Warehouse - Day

Moe and BB are walking away from the warehouse toward BB's car... Away from camera.

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

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

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

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

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

MOE
That? Too silly-looking.

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

BB
Ever see a dealership?

MOE
No.

BB
Interesting.

They get in the car and drive off.

CUT TO:

EXT. RACETRACK - ANGLE ON STARTING GATE - DAY
as it bolts open and the horses charge out.

CUT TO:

INT. TURF CLUB AT RACE TRACK - ANGLE ON SAM AND TILLEY
- DAY
Sitting at a table. Sam is studying the racing form,
Tilley is studying the menu.

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

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

SAM
(to Tilley)
So, what do ya think?

TILLEY
I think I'll take some meatloaf.

WAITER
(writes on check)
Meatloaf.

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

He closes the menu.

WAITER
So, it's meatloaf?

SAM
(to Tilley)
What do you think, 'Sally's pride' in the second?
(to Waiter)
Get me a Bloody Mary.

WAITER
(to Sam)
Anything other than the Bloody Mary?

TILLEY
(to Sam)
What number is Sally's Pride?

(CONTINUED)
SAM

Six.

(to Waiter)
No, I don’t like to eat until the third race.

Waiter walks off.

TILLEY

(putting his hand to his forehead)
Six... six... six... six.

(beat)
I'm thinking one. Whose one?

SAM

Mr. Motor.

TILLEY

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

SAM

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

TILLEY

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

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

SAM

Hallihan's Daughter.

TILLEY

(laughing)
I got it... I got it...

He picks up the racing form.

TILLEY

Three to one... hundred and sixty smackers.

(laughs)
Hand to the forehead! Hand to the forehead!

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

Tilley taps his forehead, with his eyes closed.

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

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

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

(beat)
What you taking in this race?

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

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

SAM
Twenty to one.

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

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

TILLEY
He's not gonna win... I feel it.
Tilley heads towards the betting booths. Wing enters near the booths, Tilley yells to him.

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

CUT TO:

BB's Cadillac is moving along the street.

CUT TO:

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

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

MOE
Who, Nora?

BB
Yeah, yeah... who else is it gonna be... 'who, Nora'!... who else is there?
(beat)
The whole idea of being with a girl on consecutive nights is new to me. It's one thing when they're with you for a night, but when they live with ya, it's stretching the point. They got a lot of things they bring with them... you go to the bathroom you see 'things' you never saw before.

MOE
So, what's the todo?
BB
Well, they move your stuff around and it's not where it used to be... I'm not used to that.

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

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

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

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

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

BB gives a big sigh.

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

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

CUT TO:

INT. SOCIAL SECURITY OFFICE – DAY

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

(CONTINUED)
CONTINUED:

ANGLE ON NELLIE

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

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

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

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

BB
(softly)
Yeah.

CUT TO:

INT. SOCIAL SECURITY OFFICE - COFFEE AREA

Nora gives BB a small kiss.

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

BB
Listen, I got a problem.

NORA
Oh. How can I help?

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

(CONTINUED)
NORA
(quietly, obviously
really taken
with him)
Really. How so?

BB
There's things that are bothering me.

NORA
Like what?

BB
You know... things.

NORA
Things?

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

NORA
Annoyances?

BB
Hard to explain... very hard.

NORA
Well, try.

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

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

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

NORA
Well, that's easily changed.

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

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

BB looks around, very uncomfortable, and he shrugs.

NORA
I really care for you, but if you think it's best.
(beat)
I don't want to make you unhappy.

After a long beat.

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

Nora smiles.

BB
Thought I'd come by and get things off my chest... talk it out.
(beat)
Listen, I'm going over to Pimlico... catch the seventh race... wanna come?

NORA
I can't get away from work.

BB
I know.

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

CUT TO:

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

(CONTINUED)
CONTINUED:

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

CUT TO:

EXT. RACETRACK - DAY

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

CUT TO:

EXT. GRANDSTANDS - DAY

Moe and BB are watching the race.

CUT TO:

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

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

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

EXT. RACETRACK - FINISH LINE - DAY

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

CUT TO:

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

TILLEY
Nooooooo!

(CONTINUED)
Wing smiles.

WING
(quietly)
I've got myself a winner.

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

CUT TO:

EXT. GRANDSTAND - ANGLE ON MOE AND BB - DAY

BB
(smiling)
Way to go... Southern Belle.

Moe tears up his ticket.

BB
Should have bet with me, Moe.

CUT TO:

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

WING
(smiles)
Very nice!

TILLEY
That was your horse, Wing?

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

TILLEY
Of course.

Wing goes to look at form.

WING
(to Tilley)
I'm gonna go with the favorite in this one -- Fordnee Lane.

(MORE)

(CONTINUED)
WING (CONT'D)
I tell you what, I won sixteen
plus on the other race, from
those winnings you can bet me
eight hundred.

TILLEY
Eight hundred?

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

TILLEY
(feeling uncomfortable)
Fordnee lane -- eight hundred.

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

WING
You guys want anything else?

TILLEY
(nods "no")
Er... hum... er... hey, Wing...
I tell you, I got a problem.

WING
What is it?

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

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

(CONTINUED)
TILLEY
I haven't got the winnings.

WING
(angry)
What do ya mean, you don't have my winnings?

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

WING
What?

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

WING
(to Sam)
Sam, what is he talking about?

SAM
(quietly)
He had an accident of some sort.

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

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

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

(CONTINUED)
WING
(to Sam)
What the fuck is he talking about?

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

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

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

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

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

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

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

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

(continues)
SAM  
I don't know the whole story.

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

Wing is totally frustrated.

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

WING  
(shaking his head)  
Tilley, what the hell happened to you?

CUT TO:

EXT. RACETRACK - LATE AFTERNOON

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

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

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

SAM  
Yeah.

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

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

TILLEY
(yelling to BB)
Hey, Mr. Marengay went to the track!

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

TILLEY
(laughing)
The sarcasm's killing me.
(beat)
I thought you were looking to get even.

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

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

He laughs.

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

TILLEY
Decoy is the word!

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

BB gets into his car.

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

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

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

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

CUT TO:

INT. BB'S CADILLAC - DAY

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

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

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

CUT TO:

EXT. OLD TOBACCO WAREHOUSE - DAY

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

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

MASTERS
This is good, Stan... nice work.

Stanley nods.

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

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

STANLEY
There's a lot more where this came from.

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

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

MASTERS
To sneak a few here and there when you can.

STANLEY
I'll see.

MASTERS
I think that might be good.

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

MOE (O.S.)
What do you think if we made this one of our factory showcase houses?

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

BB (O.S.)
It's a good location... get a lot of traffic on this street.

CUT TO:

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

SHUBNER (MAN)
What does that mean, Mr. Gable?

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

SHUBNER
Two hundred dollars?

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

(taking out his wallet)

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

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

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

SHUBNER
You think that many people are going to...

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

SHUBNER
You got a deal, Mr. Gable.

BB smiles. Suddenly Moe winces in pain.

SHUBNER
Something wrong, sir?

Moe collapses to the floor.

CUT TO:

INT. HOSPITAL CORRIDOR

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

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

MOE
(breathing heavily)
Oh, I forgot.

BB
She'll be down here shortly.

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

BB
Just take it easy, Moe... rest.

MOE
Did they sign? Did they sign?

BB
Don't worry about it now.

MOE
Goddamn it, BB! Did you sign them?

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

MOE
Goddamn, my chest hurts.
(beat)
I always taught you, BB, never walk out of a place without a signed contract. Somebody's word ain't spit.

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

They round the bend of the corridor.

CUT TO:

INT. HOSPITAL HALLWAY

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

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

NORA (V.O.)
Why? Do you think you have some obligation?

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

NORA (V.O.)
Well, I'm glad you did.

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

NORA (V.O.)
Well, I hope he's okay.
(beat)
I'll see you when you get in.

She gives BB a kiss on the phone.

BB
(looks at the receiver)
Yeah.

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

CUT TO:

INT. DINNER - DAY

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

SAM
Let me see what the damage is.
(he reaches for the bill, hums as he reads)
Babum... babum... babum... babum...

He hands the bill to Mouse.

SAM
Mouse, figure it out, will ya?

GIL
Why don't we just split it five ways?

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

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

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

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

TILLEY
Like an animal! Like an animal!

MOUSE
But yesterday, what did I have?

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

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

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

GIL
Pancakes?

MOUSE
No.

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

TILLEY
(to Mouse)
Then what did you have?

MOUSE
Guess.

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

MOUSE
I had very little.

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

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

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

GLI
I could have sworn he had pancakes.

TILLEY
He said he didn't have pancakes.

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

TILLEY
I don't give a shit.

SAM
French toast.

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

TILLEY
French toast? He had more than French toast.

MOUSE
Yes, but not a lot more.

We hear further RAPPING on the window.

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

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

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

INT. DINER - DAY

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

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

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

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

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

TILLEY
Makes sense. You want some more coffee?

NORA
Yeah, I'll have some.

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

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

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

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

TILLEY
So you like this guy?

NORA
Yeah, I like him.

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

NORA
I'm glad you feel that way.

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

NORA
What?

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

NORA
This was that guy?

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

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

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

NORA
Oh, God! Not another tin man.

CUT TO:

INT. SUPERIOR ALUMINUM SIDING COMPANY OFFICE - DAY

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

GIRL #1
Good afternoon, this is Superior Aluminum Siding. We're going to have...

GIRL #2
... a salesman in your area today...

BB is sitting in a chair across from Looney.

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

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

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

BB
(interrupting)
So what good is he?

(CONTINUED)
CONTINUED:

LOONEY
Studious type... takes a lot of notes.

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

CUT TO:

EXT. INDUSTRIAL WAREHOUSE - ANGLE ON BB - DAY

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

BB
What are you, crazy?!

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

NORA
You're a goddamn tin man!

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

BB
Wait a minute! Wait a minute!

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

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

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

(CONTINUED)
CONTINUED:

ANGLE ON LOONEY

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

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

Nora's CAR SCREECHES around the corner.

   LOONEY
   Is that the guy again?

   BB
   No, it's his wife.

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

CUT TO:

INT. POOL HALL - TIGHT SHOT OF MOUSE - DAY

He's singing "The Banana Boat Song."

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

ANGLE ON TILLEY AND GIL

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

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

Mouse continue singing in the background.

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

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

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

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

Tilley hits the ball and sinks the shot.

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

ANGLE ON SAM

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

SAM
(to Tilley)
Take a look at this crap.

TILLEY
IRS? They're not gonna leave me
alone!

SAM
Home Improvement Commission.

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

TILLEY
We've got to appear?

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

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

MOUSE
Holy Christ!

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

(CONTINUED)
SAM
It's certified.

TILLEY
What do you think, Sam?

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

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

CUT TO:

INT. CORRAL CLUB - NIGHT

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

RUTHIE
Come on, Beeb, let's dance.

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

RUTHIE
You sure?

(CONTINUED)
I'm more than sure.

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

Who was the best you ever saw?

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

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

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

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

BB downs another shot glass of whisky.

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

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

(making light)

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

(still on the subject of Nora)

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

(long beat)

More than pleasant. To hell with her!

(continued)
STANLEY
How come Moe's so good? Why do you think, huh?

BB
Great man, Moe. Great man.

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

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

(beat)
She probably went back home, to her husband.

(looks at his watch)
Eleven-thirty... he wouldn't be home yet.

(takes out a $10 bill from his wallet)
This ought to cover it, Stanley.

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

CUT TO:

EXT. STREET - NIGHT

Sam's Cadillac moving along a row of houses.

CUT TO:

INT. CADILLAC - NIGHT

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

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

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

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

TILLEY
(looking around)
Where's my car? What happened to my car?

SAM
It's better I drop you off.

TILLEY
Yeah, it's better.

CUT TO:

INT. TILLEY'S BATHROOM - NIGHT

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

CUT TO:

EXT. STREET - NIGHT

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

BB
He ain't here.

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

CUT TO:

INT. TILLEY'S HOUSE - BATHROOM - NIGHT

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

(CONTINUED)
CONTINUED:

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

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

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

CUT TO:

EXT. STREET - NIGHT

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

CUT TO:

INT. TILLEY'S HOUSE - NIGHT

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

TILLEY
(quietly)
You want to rob my God damn house? I'm gonna make it easy for you.
(unlocks the door and leaves it ajar)
Come and rob Tilley... come on... take everything he's got.

CUT TO:

EXT. FRONT DOOR OF TILLEY'S HOUSE - NIGHT

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

CUT TO:

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

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

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

CUT TO:

INT. TILLY'S HOUSE

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

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

BB tries to focus on Tilley.

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

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

BB
What're you doing?

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

(MORE)

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

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

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

Tilley, getting ready with another egg.

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

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

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

He throws a tomato.

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

Tilley throws another egg.

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

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

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

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

POLICE OFFICER
It doesn't sound like defense to me.

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

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

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

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

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

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

Tilley shrugs his shoulders.

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

CUT TO:

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

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

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

CUT TO:

INT. TILLEY'S CAR - DAY
Tilley is sitting in the driver's seat and Sam is next
to him.

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

(CONTINUED)
118 CONTINUED:

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

CUT TO:

119 EXT. POLICE STATION - LONG SHOT OF POLICE STATION AND TWO CADILLACS
as they start to pull out of the parking lot.

CUT TO:

120 INT. COFFEE SHOP - DAY
Tilley, Sam, BB and Bagel are sitting at a table together looking at menus.

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

TILLEY
I appreciate it.

SAM
See how quickly you can clear it up?

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

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

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

The WAITRESS approaches.
WAITRESS
What will you have?

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

The Waitress writes his order.

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

We can see that BB is getting a little irritable.

WAITRESS
We leave them in the shell.

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

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

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

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

TILLEY
(looks to Sam)
Why do I need a guy telling me what I should or shouldn't eat?
BB
This is not a four-star restaurant... we're not having a gourmet meal... we're ordering breakfast, for Christ sake!

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

BB
(to Waitress, cutting Tilley off)
Can I have some French toast and a cup of coffee?
(to Bagel)
Bagel, what do you want?

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

BB
(to Waitress; ignoring Tilley)
French toast and a cup of coffee.

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

Tilley stands up from the table and starts to leave.

BB
I'm back to pressing charges against you!

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

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

(CONTINUED)
BB stands up. The Waitress steps back and looks concerned.

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

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

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

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

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

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

Tilley and BB pull at one another.

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

Bagel and Sam pull them apart.

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

Sam ushers Tilley to the door.

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

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

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

CUT TO:

INT. HOSPITAL - MOE'S ROOM - DAY

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

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

MOE
Know what?

BB
How did ya know?

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

BB
Yeah. How did ya know?

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

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

Moe smiles.

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

(CONTINUED)
MOE
You turned down a dance?

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

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

There's a beat.

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

BB
Lot of good times, Moe.

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

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

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

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

MOE
It's over, BB... it's over.
CONTINUED: (2)

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

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

MOE
To say the least.

CUT TO:

INT. SAM'S CADILLAC - DAY

Sam is driving and Tilley is in the passenger seat.

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

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

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

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

(beat)
Let's go and eat something.

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

CUT TO:

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

TILLEY
(very quietly)
God, if you're responsible for all the stuff down here, maybe you got a moment's attention for me.
(beat)
Between the I.R.S., this Home Improvement Commission and Mr. Marengay, I got it up to here with this bullshit. To be frank with you, I'm in the toilet here. If you can see your way...

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

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

WOMAN
I wanted to get some of the salad.

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

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

(CONTINUED)
CONTINUED:

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

Tilley helps himself to some salad.

CUT TO:

INT. SUPERIOR ALUMINUM SIDING OFFICE - DAY

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

BB
Nora Tilley, please.

We hear a WOMAN'S VOICE on the other end of the phone.

WOMAN (V.O.)
What department is she with?

BB
She's with Social Security.

WOMAN (V.O.)
Which department is Social Security?

BB
I dunno... she's there somewhere... yeah, on the third floor... she's got a desk towards the back.

WOMAN (V.O.)
Just a moment... checking.

ANOTHER ANGLE

In the b.g. Stanley has gone over to a filing cabinet and is starting to look through the files. Cheese wanders over to him.

CHEESE
Stanley, can I help you look for something?

STANLEY
No, I'm just making myself busy.

CHEESE
Well, I wouldn't do that. Bagel don't like nobody looking at the files.

(CONTINUED)
BACK TO BB

on phone. He's still holding for Nora. We hear a RING on the other end of the phone.

    NORA (V.O.)
    Mrs. Tilley.

    BB
    Nora, this is BB.

The PHONE goes DEAD. BB reluctantly puts the receiver down.

CUT TO:

INT. TOBACCO WAREHOUSE - DAY

The Home Improvement Commission is in session. Tilley and Sam sit at the defense table. Masters presides over the commission table where four or five other commissioners sit.

    MASTERS
    (into microphone
to Tilley & Sam)
    Didn't you approach Mr. Boloshevski August 18, 1961, while he was cutting his front lawn and tell him that his house had been selected, as one of only 16 homes in the state of Maryland, for a free aluminum siding job?

    TILLEY
    What's the name again?

    MASTERS
    Boloshevski.

    TILLEY
    Doesn't ring a bell.
    (to Sam)
    Sam, does it ring a bell to you?

    SAM
    (leans into microphone)
    It doesn't ring a bell to me either, sir.

    MASTERS
    Didn't you suggest that for a nominal labor charge, he would receive over five thousand dollars' worth of aluminum siding?

    (CONTINUED)
TILLEY
That's an awful lot for nothing. Doesn't sound like good business to me.

MASTERS
Mr. Boloshevski was ultimately charged twenty-four hundred dollars for labor, which according to our figures is about the average cost of an aluminum siding job.

SAM
(leans into the microphone)
I don't get the point of this.

MASTERS
Twenty-four hundred dollars that you charged for labor, is the same as if Mr. Boloshevski had purchased the aluminum siding and had the labor done.

TILLEY
Maybe I'm missing the point here, but if he paid twenty-four hundred, which is the cost of the job, I can't see anything wrong with that. I don't know the guy, but I don't quite get the problem.

MASTERS
What we're getting at here... what we're trying to stress, is that the job was sold under false terms. The man didn't win any award... he was not getting aluminum siding at a special price. A clear case of deception was involved here.

TILLEY
(to Sam)
What's he talking about? The man got the job for twenty-four hundred dollars, and that's what it costs in aluminum siding.

(MORE)

(CONTINUED)
TILLEY (CONT'D)
(leans into microphone)
Um... I don't know... we have no recollection of this particular job, but I don't know if this is deception. Look, if you work in a clothing store, some guy tries on a suit, it looks like shit, but you tell him it looks wonderful. The guy's standing there looking like a sack of shit, the salesman says what a great suit and the man buys it. That's deception as far as I can see, but I don't understand the deceptiveness that you say we're responsible for... if I make myself clear.

SAM
(leaning into the microphone)
I'd go along with that as well.

MASTERS
What we're trying to establish are the principles that have been laid down as part of the Home Improvement code of ethics... that you cannot mislead someone intentionally, and I think that's the principle that applies to this.

TILLEY
Did somebody put a gun to this guy's head and make him spend twenty-four hundred dollars? I don't get the point here. I don't know the specifics of this case, not being privy to all the information, but all I can say is this guy got a fair price for a fair job.

Another commissioner, BUD DELANEY, takes the microphone.

DELANEY
(to Tilley)
Do you know Mr. and Mrs. Rayburn of 156 Aberdeen Avenue, Essex?

(Continued)
TILLEY
(looks to Sam and shrugs his shoulders; then into mike)
I think you'd have to familiarize me.

DELANEY
The couple purchased twenty-eight hundred dollars' worth of aluminum siding and the two of you were the salesmen on record. They say, and I quote here, 'that they would have received one hundred and fifty dollars per home for every person in the neighborhood who saw their house and decided to buy aluminum siding.'
(looking up from paper)
Is that true?

TILLEY
It sounds right.

DELANEY
Are you aware that, according to the Home Improvement code, you are not allowed to exceed a twenty dollar limit in incentives?

TILLEY
(shrugs his shoulders)
We wanted to be a little more generous, that's all.

DELANEY
The couple said that they never did receive any money from any other jobs, as you had promised.

SAM
(leaning into microphone)
We didn't get any leads from them. Their house was not the showplace that we thought it would be. It didn't generate the activity that we had hoped.

(CONTINUED)
CONTINUED: (4)

TILLEY
(interrupting)
But should a referral turn up in
the community, we'd be more than
happy to give them twenty dollars
instead of the hundred and fifty.

MASTERS
(leaning into
microphone)
Excuse us for one moment.

He then leans over to Delaney, and they start to confer.
Tilley and Sam watch, wondering what's going on. Masters
leans in the other direction, holding his hand over the
microphone, and he talks to the other commissioners.
They nod in approval, then Masters leans back into the
microphone.

MASTERS
Thank you very much, gentlemen.
Should there be a reason in the
future to call you back, we would
like to reserve that right.

TILLEY
(leans into
microphone)
Glad we could be of some service.

Tilley and Sam get up from the table and walk out of
the building.

CUT TO:

EXT. TOBACCO WAREHOUSE - DAY

Tilley and Sam are walking toward Tilley's car.

TILLEY
(rubbing his hands,
gleefully)
We beat 'em, Sam... we beat 'em!
What a piece of cake! No problem!
They ain't got nothing on us...
clean as a whistle... we're clean
as a whistle!

SAM
I need a drink. I hate
inquisitions.

CUT TO:
Heavy RAIN is falling. Nora, with an umbrella, walks quickly across the parking lot. Suddenly BB slips under the umbrella with her.

NORA
(reacting sharply)
I don't want to see you anymore.

She pulls away from BB and continues walking. BB walks behind her, getting soaked in the rain.

BB
I gotta talk to you.

NORA
I don't want to listen.

BB
Give me a chance to explain. You owe me that much.

Nora still walking toward her car in the downpour.

NORA
I don't owe you anything.

BB lets her walk away. After a beat, he yells out.

BB
It was a lousy thing to do, okay? It was a lousy thing to use you to get back at your husband... but the fact is that I never would have met you otherwise.

Nora stops and turns to look at BB.

BB
(more quietly)
It was lousy... it was a disgusting, terrible thing... but a lot of good came out of it.

NORA
What kind of a person would come up with such a devious thing?

BB
I'm not always a nice guy, I admit that. I got a lot of training in deceit... it's an occupational hazard.

They stand looking at one another in the rain.

(CONTINUED)
NORA
I'd like to know what it is about me that I have to fall for tin men. What kind of character flaw do I have?

BB
I didn't want to have to come here. I wish that I didn't have to ever see you again. I've gone this far in my life without having to have this kind of thing happen to me. I was going through life, sailing along, pretty good... doing okay, and I tried to get even with some crazy guy... and I'm here.

NORA
The wet becomes you. Gets rid of some of the slickness.

BB
I don't like the idea that I'm not in control of this, but if this stuff's got to happen, I guess I've got no choice. I wanna... ya know...

(he gets angry)
... I wanna be with ya! Okay, I said that... I said it, okay?! I wanna be with ya! It pisses the hell out of me, and I'm gonna tell you that to your face, but I want to be with you because... I miss you and I'd like to live with you... I'd like to marry you... and that's that!

Nora eyes him carefully. The rain falls on her umbrella and the rain beats on BB's head. After a long moment.

NORA
I was hoping for something a little more romantic... but, okay.

A slight smile comes to BB's face.

CUT TO:
Tilley and Sam are sitting at the bar nursing a couple of drinks. In the b.g., the pianist is playing "Last Night When We Were Young," and a few people are sitting around the piano joining in with the song.

SAM
Ya know, Tilley, we been working together for over a year.

TILLEY
Yeah, must be about that.

SAM
I've been thinking that sometimes a different combination makes for better luck. Ya know what I mean? I mean, maybe the two of us ain't the right combination.

TILLEY
I'm just getting used to ya, Sam.

SAM
Let's face it, we're not exactly setting the world on fire.

TILLEY
It's a slump... it's a slump, Sam.

SAM
Maybe it's a slump, but like baseball, some time they have to change the lineup to get the team going again.

TILLEY
You're not serious about this, are you, Sam?

SAM
Yeah.

TILLEY
You're serious? You wanna get another partner? You don't think I'm gonna pull out of this?

SAM
I know you're gonna... I know you're gonna.

TILLEY
So?

(CONTINUED)
SAM
Look, we beat the Commission today...
you know, we got a little bit of a victory. We split right now and maybe we can add to that... you know what I'm saying?

TILLEY
I know... I know. Change in the lineup. Okay, maybe it'll help... maybe it'll help. (he drinks his whiskey)
You got any ideas for a new partner?

SAM
Well, I had a conversation with Solly Shavitz, so... maybe I'll go with him.
(beat)
Mouse is gonna need a new partner because Dennis is going into used cars.

TILLEY
Mouse! Mouse! He gets on my nerves... He eats too much. (beat; he holds up his whiskey glass)
Here's to some pretty good times, huh?

Sam smiles.

CUT TO:

INT. CORRAL CLUB - NIGHT

Looney, looking tanned, sits with Stanley at the bar.
BB and Nora are dancing in the b.g.

LOONEY
I don't get it... the broad smashes into his car and he takes her dancing. Some kind of dating ritual that I'm not familiar with.

STANLEY
BB's a pretty good tin man, huh?

(CONTINUED)
LOONEY
Pretty good? Whew! Man's what legends are made of. Started selling pots and pans door to door at sixteen. Nothing he can't sell.

ANGLE ON BB AND NORA
The song ends and BB walks Nora back to the table they were sitting at.

BB
You're gonna come back and stay the night?

NORA
I dunno... all my things are back at Nellie's -- the other side of town.

(beat)
I know what I could do, I'll go back to the house... there's still a few things I left behind... at least I can get a change of clothes.

They both sit down. BB looks at Nora.

BB
I'm glad this is working out.

NORA
You really happy?

BB
Yeah.

NORA
You don't really show a great deal of exuberance.

BB
Honey, for me... I'm a parade.

CUT TO:

EXT. STREET - TILLEY'S HOUSE - TIGHT SHOT OF HAND - NIGHT

Rattling a special padlock. PULL BACK to reveal Tilley at his front door, trying to get in.

(CONTINUED)
CAMERA PANS to see Nora's car pulling up in front of the house. Nora turns off the car lights and exits the car. She starts up the front walk and stops.

NORA
What happened?

TILLEY
The I.R.S... they need my furniture. They got some living room somewhere in this country that needs to be furnished.

NORA
They're taking the furniture?

TILLEY
The furniture, the whole house. They locked it up... they confiscated it.

NORA
(yelling up to him on the porch)
What do you expect? You expect to get some preferential treatment ... you're some special case? You've got to pay your taxes just like everybody else has to pay their taxes!

Tilley shrugs.

NORA
How many arguments did we used to have about filing your taxes?

TILLEY
We had a lot of arguments.

Nora starts toward him. Tilley sits on the steps.

NORA
(as she sits beside him)
There's a responsibility that you've got to have. It's a long way from high school, Tilley.

TILLEY
I was doing pretty good there for a while... doing pretty good. Had my house, had a wife, a Cadillac... I still got my Cadillac.

(Continued)
NORA
Where are you gonna sleep?

TILLEY
I'll stay at Sam's for a couple of days until I get set up.
(beat)
What're you doing here, anyway?

NORA
There's just a couple of things you didn't throw out of the house ... a couple of things I didn't find in the drawer.

TILLEY
I don't know... I did a pretty good house cleaning number on you.

NORA
Listen, about the divorce. Do you want to file, or should I file?

TILLEY
I got to be frank with you, this guy is nuts.

NORA
He told me all about it... all about how you threw eggs at him.

TILLEY
He told you it was about eggs? The guy tried to break into my house. He tried to steal things from me.

NORA
He was trying to find me. We had an argument.

TILLEY
I think you'd be making a big mistake if you married him.

NORA
It's not for you to make decisions for me.

TILLEY
I think maybe I should, because I think you're being misled... I think you're confused. I think...

(CONTINUED)
NORA
(interrupting him)
I know what I'm doing.

TILLEY
(interrupting Nora)
Nora, listen to me. I know about guys...

NORA
(cutting him off)
I appreciate your concern, but it's not for you...

TILLEY
(interrupting her)
But this guy is as bad a choice as you could make. Bad choice.

NORA
You're a good one to give advice... you're sitting on the steps, locked out of your house because you can't pay your taxes, and you're going to give me advice on life?

TILLEY
I'm not giving you a divorce, and that's it. I'm looking out for your welfare. No divorce.

Nora looks at him, starts to say something, then stands up and walks down the steps of the house toward her car.

TILLEY
(yelling to her)
It's for your own benefit, and you'll thank me for it.

Nora turns toward Tilley and suddenly snaps.

NORA
My benefit! You don't give a damn about me! You don't give a damn who I marry. The reason you don't want me to marry is because he's the one taking your wife, and you've got your own problems with him.

(MORE)
NORA (CONT'D)
You don't care about me... it's the same bullshit you're doing. That's what it always is with you, Tilley. It's always you! The I.R.S. took your house... your furniture! You don't say anything about my things in the house. I've got things in the house I worked damn hard for, and things that belonged to my family... the headboard that was given to me by Aunt Josephine, it's got to be at least a hundred years old... and the hand-embroidered footstool...

TILLEY
What footstool?

NORA
The hand-embroidered footstool over by the TV.

TILLEY
I don't remember seeing that.

NORA
It's been there forever... it was my granny's.

TILLEY
It's been there forever? I've never seen it.

NORA
You've never seen it!? You've never seen it!? You put your feet on it to watch TV... the hand-embroidered footstool.

TILLEY
I don't know what you're talking about. I never put my feet up to watch TV.

NORA
That's the way you are, Tilley, it doesn't mean anything to you. You don't care if they take it all away. It's all you, Tilley! That's the way it's always been.

(CONTINUED)
She stands there for a moment, then turns back to her car, gets in, slams the door and drives off. Tilley stands on the front steps with a puzzled look on his face.

TILLEY
Hand-embroidered footstool?

He walks over to his car, gets in and STARTS the ENGINE... shaking his head in disbelief.

CUT TO:

BB drives up to the building in his Cadillac, the passenger door opens and Stanley gets out.

STANLEY
Thanks for the lift back, BB.
See ya around.

BB (O.S.)
Okay, Stanley.

Stanley closes the car door and BB drives off. Stanley watches BB's car turn the bend, and then he goes toward the office door.

CUT TO:

Stanley is standing at the filing cabinet going through files. He takes some files and puts them to one side. Then, satisfied that he's got everything he needs, he picks up the files and turns to leave. BB is standing at the door watching him.

BB
You know something, Stanley, I can always smell a guy who's not made of tin.

He walks over to Stanley.

BB
It's against the law to steal files. I could call and have you arrested and sent to jail, right now.

(CONTINUED)
STANLEY
I'll put everything back, nobody's the wiser.

BB
You work for the Commission, is that it?

Stan nods "yes."

BB
Doesn't the Commission have enough information? They got to send out guys like you to spy?

STANLEY
Well, we just started out, and if we had some really good hard facts of some infractions, it would give us a lot of credibility in the community.

BB walks closer to Stanley, looks at him for a second, grabs him by his tie and pushes him backwards. Stanley crashes into the filing cabinet.

BB
You know what your big problem is, Stanley? You're lazy. If you want to find out stuff, then you dig... you get on the phone... you canvas... 'We're from the Home Improvement Commission...'
Go find your leads... that's what we do all the time. You're just lazy, Stanley. If we're doing something wrong, you should collect all your evidence. Instead, you snoop around... steal files. What is this? Undercover time? You think you're breaking up some big drug ring? Is this the Mafia you've infiltrated? All you've got here is a bunch of guys selling tin for Christ sake!

(beat)
You want some files?

He walks over to the filing cabinet, flips through some files and pulls out three files. Stanley has gotten up from the floor. BB throws the files down on the desk.

(Continued)
Here... here's some jobs I did. Leave Moe out of this... he quit the business.

Stanley gathers up the files from the desk.

Go on, get out of here.

Stanley starts for the door, and turns back.

Why are you doing this?

If it's not gonna be you, it's gonna be somebody else... and if it's not tonight, it's gonna be another time.

Stanley exits the office. BB picks up the files that Stanley had taken out of the filing cabinet, and starts to put them back. Then he slams the filing drawers closed very hard.

CUT TO:

BB and Nora are in bed together.

Maybe if I talked to him another day he'll change his mind. I mean, he's like that... one day, he's this way and another day he's that way.

You don't need to talk to him.

I mean, he's probably, you know, upset about the I.R.S. taking the house and all our stuff.

After a beat.

Ever see a Volkswagen?
CONTINUED:

NORA
What?

BB
You know, those little Volkswagens.

NORA
What does that mean?

BB
It's a car... a little car.

NORA
What does that have to do with anything?

BB
I dunno... they're interesting.

NORA
What?

BB
It's interesting.

NORA
What's so interesting about a car?

BB
I dunno. It's a little thing... you know, a little thing. Guy tells me they don't even have radiators... they're air-cooled.

NORA
Yeah?

BB
It's interesting... different... something new. I like it.

CUT TO:

INT. GIBRALTAR ALUMINUM SIDING OFFICE IN POOL HALL

Wing is standing up at the blackboard chalking out schedules and sales. Tilley stands back and looks at the board, seeing his name up with Mouse.

(CONTINUED)
CONTINUED:

TILLEY
(to Wing)
Tilley and Mouse. It looks weird, doesn't it? Looks very weird.

WING
Let's hope you have some better luck with Mouse.

CUT TO:

INT. POOL HALL

The pool hall is fairly unlit, except for the slight shaft of light falling over several tables. Gil is playing pool with another tin man. Mouse, Sam, and three or four other tin men are playing pool.

ANGLE ON STAIRS TO POOL HALL
BB comes down the stairs into the pool hall.

ANGLE ON GIL
He stops playing pool.

GIL
(under his breath)
Mr. Marengay.

He goes over to the office door, opens it and yells to Tilley.

GIL
Hey, Tilley... Mr. Marengay's out here.

Tilley comes out of the office and stands looking at BB.

BB
Can I talk to you in private, or do I have to talk to you over fourteen pool tables?

Tilley moves down the hall toward BB.

(CONTINUED)
BB
We've got enough that's going
down between the two of us, but
the fact of the matter is that I
love your wife, and I want to
marry her.

TILLEY
I don't care who she marries,
but I don't want her marrying
you!

BB
Why don't we just talk about
this in a nice, rational manner.

TILLEY
Rational? You're going to be
rational?

BB
We've got our problems, but let's
try and isolate this particular
situation.

TILLEY
Isolate... isolate... I like this
kind of talk. What the hell
nonsense is that?

BB
What are you gonna gain from this
thing here?

TILLEY
Now let me see here... I've got
to isolate that for a moment and
think it over.

BB
Nobody's going to benefit from
making me mad.

TILLEY
You ought to hear yourself. You
know that? You ought to listen
to the way you talk. You come
in here, you want to take my wife
... you want to isolate this
situation... you want to be
rational. I've got no tolerance
for you, mister. You know what
I'm saying?
What you're saying is you don't want to discuss this, am I right?

TILLEY
(after a beat)
You like pool?

The other tin men move closer to Tilley and BB, crowding in.

BB
I enjoy the game.

TILLEY
Why don't we play a little game of eight ball? If I lose, I consent to the divorce... if you lose, you give Nora up... walk away from her.

BB stares at Tilley; Tilley eyes BB.

BB
(quietly)
Rack 'em.

HARD CUT TO:

TIGHT SHOT OF CUE BALL

hitting the balls on the break. A seven ball drops into the pocket. CAMERA PANS TO BB who has a smile on his face at the successful break he just made. He quickly moves around the table, lines up a shot and sinks the ball. Tilley looks a little concerned. BB moves around the table quickly, confidently. He lines up another shot. He carefully strokes the pool cue between his fingers, hits the ball, and sinks the shot. He moves around the table -- he has a particularly complicated shot.

BB
Combination... side pocket.

The tin men react. BB hits the ball and sinks it.

BB
That's four.

(CONTINUED)
He quickly surveys the table and sees his next shot. He hits the ball, it goes toward the pocket, but bounces back slightly, missing the pocket. Tilley quickly goes to work. He sinks his first shot... his second. He makes a difficult shot.

TILLEY
Yes, sir! Yes, sir!

Tilley keeps moving around the table, sinking one ball after the other. He's enthusiastic, excited and confident. He sinks another ball, and another. He sinks every ball, then he eyes the eight ball for the coup de grace.

BB
(trying to shake Tilley)
You make this one here, and you win.

TILLEY
Don't I know it... don't I know it!

He shoots. The eight ball heads for the pocket and doesn't make it. It hangs up on the felt about two feet from the pocket.

BB
Bad break.

BB quickly goes to work... sinks every one of his balls. He eyes the eight ball carefully. Tilley's nervous. A couple of the tin men make private side bets whether the ball goes or doesn't. BB lines up the shot; he shoots, and it misses, hanging up on the lip of the pocket.

TILLEY
Tough break.

Tilley quickly moves and sinks the eight ball.

TILLEY
You lose.

BB
Yeah... that puts an end to one of our differences. Now, concerning you...

TILLEY
Yeah?

(CONTINUED)
BB
I'm gonna beat the crap out of you. You want it here or do you want it outside?

TILLEY
Outside.

BB turns his back on Tilley to move toward the door. Tilley swings with all his might and hits BB in the back of the head. BB almost falls to the ground. Tilley goes to hit him again. BB hits him in the face, knocking him back. Tilley falls back... BB starts to move toward him. The tin men move in.

TILLEY
Stay out of this... this is between the two of us.

BB gets to his feet... the two guys eye one another, moving. BB quickly moves with incredible cat-like speed with four hits into the stomach, really fast, and one hit to Tilley's head. Tilley falls into the rack of pool cues, they all fall to the ground. BB goes to jump on Tilley. He slips on one of the pool cues and falls to the ground.

ANGLE ON DOOR TO OFFICE
Wing is standing watching the fight. He looks disgusted ... shakes his head.

BACK TO TILLEY AND BB
Tilley moves toward BB. BB hits him hard in the stomach again. Tilley keeps coming at BB. He rams him and knocks him to the ground. Tilley pushes BB's head onto the ground, trying to hit it against the floor. BB gets a hand free and hits Tilley hard in the side of the head. The tin men have seen enough and jump in and pull Tilley and BB apart. AD LIBS: "That's enough, you guys" ..."Come on, break it up." BB and Tilley stand up. BB brushes his suit down with his hand.

BB
I think our business is finished.

Tilley just stands watching BB. BB walks up the steps of the pool hall and exits.

CUT TO:
BB drives up to the front of the Superior Aluminum Siding building. He stops the car and gets out. He is fairly disheveled and has a bruise on his cheek. He walks up to the entrance of the building.

CUT TO:

Three or four GIRLS are on the phones canvassing for sales.

GIRL #1
... Improves the insulation...

GIRL #2
... We'll have a representative in your area...

Carly, Cheese and Looney are sitting around a desk drinking coffee.

LOONEY
... Danny's an example of that. Danny goes into a bar, chicks lined up and down the bar. Walks up to one and says, 'Honey, would you like to fuck?' She'd slap him in the face. He'd move down to the next girl, say the same thing... she'd slap him. Then he'd just keep moving down, going from one girl to the other. Fifteen, maybe sixteen girls would tell him to get lost... to get the hell out of there...

BB enters, says "hi" to the Girls, moves to get a coffee.

LOONEY
... Call him names... but he doesn't take it personal, you see... he keeps going, and then the next girl smiles. He says, 'Why don't you buy me a drink'... he scores. Every time. He goes through a lot of girls, takes a lot of slaps in the face, but he never takes it personally...

BB moves over to the guys.

(CONTINUED)
LOONEY
... And he always gets what he wants.

Looney looks up and sees BB's face.

LOONEY
Hey, Beeb. What happened to you? That broad beat the shit out of you?

BB smiles.

LOONEY
I think you must enjoy these masochistic relationships. Smashes your car... punches you in the face...

Bagel walks out of his office and across to NICK, a tin man sitting at a desk across from Looney. He hands Nick a file.

LOONEY
(to Bagel)
Bagel, you ought to get a load of this broad Beeb's messing with.

BAGEL
(looking over to BB)
Looks a little too romantic for me.

He walks back to his office.

CHEESE
You know who's no longer married to who?

CARLY
Well, we ought to know. There's like a million fucking people living in Baltimore. How many guesses do we get?

(NOTE: The following action and dialogue will run concurrently.)

(CONTINUED)
CHEESE
It's not that hard if you think about it.

LOONEY
Ruby and Joe.

CHEESE
No, but they're friends of them.

LOONEY
Friends of them...

CARLY
Ed and Ethel?

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

CARLY
What are you talking about? I went to a party, not two weeks ago at Ed and Ethel's, and they invited Ruby and Joe over.

CHEESE
It doesn't mean they're friendly because they're invited to a party. They're friendly, but not that friendly. Couple I'm thinking about were very, very tight with Ruby and Joe.

LOONEY
Do we have any money bet on this, because otherwise we could be thinking and not gaining anything from this discussion.

CARLY
Frank and Vivien?

LOONEY
Frank and Vivien broke up?

A MAN comes into the office from outside. He's carrying an envelope. He approaches Nick, who is closest to the door.

MAN
I have a certified letter here for William Babowski.

NICK
(points to BB)
The guy over there.

MAN
William Babowski?

BB
Yeah.

MAN
I have a certified letter for you.

BB takes the letter.

MAN
(hands BB a piece of paper)
Would you please sign.

BB picks up a pen and signs the paper.

MAN
Thank you.

He turns and exits the office. BB looks at the envelope, opens it and pulls out a summons. He reads it: "You are summoned to appear before the Home Improvement Commission at 9:30 A.M. on Wednesday, April 6, 1963."

(CONTINUED)
CARLY
I don't know... I'm just making names up for Christ sake.

CHEESE
They did break up, but that's not who I was thinking about.

LOONEY
I'd like to call on Vivien... she's one hot broad.

CARLY
Then why don't you call her?

LOONEY
I stood her up in high school... she's hated me for nearly fifteen years.

CHEESE

LOONEY
I stood her up for Denise, who happened to have been my wife. So, yes, I was an idiot. If I knew then what I know now...

CARLY
What was your ex-wife's maiden name?

LOONEY
Essex.

CARLY
Denise Essex. Did she have a sister named Wilma?

LOONEY
Yeah.

CARLY
You're kidding me.

BB smiles and walks over to Bagel who is standing outside of his office looking through some files. BB hands him the summons -- Bagel looks at it.

BAGEL
Jesus Christ! I think you should take some legal counsel, Double B.

BB
Not necessary.

BAGEL
Better to err on the safe side.

BB
I'd rather handle it myself.

BAGEL
Want me to find out what they've got against you? I know a clerk down there. For a price I could get the inside scoop. These guys are just fishing right now.

BB just shakes his head "no." Bagel looks at him.

BAGEL
You okay, Double B?

BB
Yeah... yeah.

BAGEL
Because ever since Moe went down you seem a little off your feed to me.

BB
Thanks for the concern, Bagel, but I'll be all right.

(CONTINUED)
CHEESE
What does this have to do with the couple who broke up?

CARLY
We'll get to that once we've discussed Wilma... they'll still be broken up... we'll get to that in a minute.

LOONEY
How do you know Wilma?

CUT TO:

EXT. PIMLICO BAR/RESTAURANT - NIGHT

Tilley drives into the parking lot of the Pimlico -- he heads for a dark corner of the lot where about eight cars are parked. As he's about to park his car, he sees Wing talking to Masters in the car next to his. Tilley's a bit confused, stays in his car watching them. After a couple of beats, Wing gets out of the car and heads for the Pimlico. Masters drives off. Tilley gets out of his car and catches up to Wing.

TILLEY
Hey, Wing, isn't that the putz from the Commission?

Points to car driving out of parking lot.

WING
Masters? Yeah.

TILLEY
What the hell's he doing hanging around here?

WING
He wants information.

TILLEY
I nailed his ass the other day, Wing. Can't lay a finger on me. I was amazing, you should have been there. I was amazing... I was respectful, courteous, but I was slipping and sliding... they couldn't touch me.

(CONTINUED)
I got a real problem, Tilley. Come inside, I'll buy you a drink.

CUT TO:

INT. PIMLICO BAR - NIGHT

Tilley and Wing are sitting at a table. The pianist is playing, and people are sitting around the piano joining in with the song.

TILLEY
You're gonna sell me out to the Commission? Wing, am I hearing this right?

WING
I'm up front with you about this... I'm up front with ya, Tilley. I've got my balls in a vice... what am I gonna do?

TILLEY
Is this about the money I owe you? Are you just pissed? You want to get even because of the horse race? I told ya it was an accident.

WING
Tilley, it's got nothing to do with the money.

TILLEY
You're selling me out? You're gonna let them bury me? Jesus Christ, Wing... Jesus Christ! I'm not gonna be able to work in this business? Wing, this was my chosen field!

WING
Masters was gonna take this company apart. You're the low man on the totem pole, Tilley. There's a lot of guys earning a good living... no sense for it all to go up in smoke. You understand, don't you, Tilley? It's just business.
TILLEY
Jesus Christ!

WING
Listen, Tilley, you owe me sixteen plus from the race, and you're in for over two grand on the books, so I tell you what... I'll wipe the slate clean.

He takes out his wallet from his pocket, and peels off a few notes.

WING
Here's a thou until you get yourself set up. I can do no better than that.

TILLEY
(looking at the money)
You'd sell me out for a lousy three thousand dollars? Three thousand dollars and I got to go down the toilet? Jesus Christ, Wing, how long the two of us been busting our asses together ... Jesus Christ! We got some history to this relationship for Christ sake. Masters puts a little squeeze on you, you just sell out. Three thousand dollars?!

WING
The bottom line is, I'm running a business, Tilley.

(he peels off another couple of hundred dollars from his wallet)

Here's another deuce. I carried you a long time, Tilley. I've done a damn sight more than a lot of other guys would have done for you... and I don't see no gratitude from you.

He gets up to leave.

(CONTINUED)
CONTINUED: (2)

WING
You can finish up whenever you like.

(throws a few dollars on the table)
I'm sorry, Tilley. That's the way of the world.

He pats Tilley on the back and walks away.

CUT TO:

EXT. VACANT PARKING LOT - NIGHT

Tilley's Cadillac drives into the lot which overlooks the harbor. We see the harbor city lights surrounding the lot.

CUT TO:

INT. TILLEY'S CADILLAC - NIGHT

The RADIO is playing. Tilley stops the car, turns off the lights, but leaves the radio playing. He leans into the back of the car and takes a pillow off the back seat. He props the cushion up against the passenger side, and lies down, looking up to the roof of the car.

CUT TO:

EXT. CADILLAC IN PARKING LOT - LONG SHOT - NIGHT

of the car sitting in the deserted lot.

FADE TO BLACK.

FADE UP ON:

INT. BB'S APARTMENT - KITCHEN - EGGS - DAY

being fried in a frying pan on a stove.

NORA (O.S.)
yelling
Bill! Better hurry up, everything's ready.

(CONTINUED)
ANOTHER ANGLE

Eggs being slipped onto a plate with some bacon and hash browns.

ANOTHER ANGLE

BB comes into the kitchen of his apartment. He is tying his tie. WIDEN SHOT to include Nora.

    NORA
    I can't believe that you're up so early. This is a rare occasion.
    BB
    Yeah. I just got some business downtown I gotta take care of.

He stands there watching Nora as she prepares the plates of food.

    NORA
    Toast will be ready in a second. Coffee's on the table.

He continues to stand watching her -- she's not aware that he's watching her. She waits for the toast to pop up out of the toaster.

    BB
    Listen, Nora. I... um... I... er ... lied to you the other day.

Nora is still waiting for the toast, looking inside the toaster to see if it's getting brown.

    NORA
    How so?
    BB
    I went to see Tilley about the divorce.

She turns to look at him.

    BB
    He was not too agreeable, and one thing led to another, and we decided to shoot some pool to settle the matter.
    NORA
    What?!
The toast pops up -- she ignores it.

BB
We played pool. If I won he'd give you up, if I lost I'd give you up.

NORA
You played pool for me?

BB
Nora, I had no choice.

NORA
It's the most despicable thing I've ever heard in my life. I mean, it's disgusting... guys shooting pool to determine my future.

BB
Nora, I had no choice!
(beat)
Hand me the toast.

NORA
Get the toast yourself.

BB takes the toast out of the toaster.

BB
I'm just trying to be honest. It's been on my mind... on my conscience.

He picks up a plate.

BB
This plate yours or mine?

NORA
Why don't you take both... maybe you can choke to death on one of them.

BB takes one of the plates and goes toward the table. Nora watches him a beat, amazed that he doesn't seem to recognize the seriousness of the situation.

(CONTINUED)
NORA

(angry)
How can you be so... how can you
not understand how wrong that is?
I can't understand that mentality!
Shoot pool for me! It's insane.

BB dips his toast into his eggs.

BB
Tilley is not the most rational
man in this world. I tried to
talk to him... he wouldn't
listen. So, what are my options?
You know what I'm saying? What
are my options?

NORA
I can't believe you had to shoot
pool! Don't you understand that...
don't you understand how
crazy that is? You're sitting
there... you're eating your eggs
as if it's normal business in
life here! Like feudal lords or
something you used to read about
in history books.

BB
All right, I'm sorry.

Beat.

NORA
What happened?

BB
I lost.

He dips more toast into his eggs and eats.

NORA
You lost?

BB
I blew the eight ball.

You lost?

NORA

Yeah.

(CONTINUED)
NORA
What does that mean?

BB
It means I'm supposed to give you up, and I'm never supposed to see you again.

NORA
Will you stop eating the eggs for a minute! How can you tell me things like this and casually eat your eggs?! What does this mean, Bill?

BB
Well, I'm supposed to give you up as part of honoring that agreement, but I'm not that honorable a guy.

He smiles, takes a quick sip of his coffee.

BB
I gotta go.

NORA
Why are you running off so fast here?

BB
I told you, I got some business downtown.

He gives her a kiss. Starts to go, turns back, gives her another kiss, more passionate this time.

BB
I'll see you later.

He goes down the hall to walk out the front door.

EXT. BB'S APARTMENT - FRONT DOOR - DAY

Nora walks behind him, stands and watches him go out the door and down the front steps. He gets into his car and drives off. Nora stands at the door watching the car drive away.

CUT TO:
Tilley pulls his Cadillac into a parking space just a little up the street from the tobacco warehouse which houses the Home Improvement Commission. He gets out of his car, locks the door and starts down the street. BB's car drives past Tilley. CAMERA follows BB's car as he pulls into a parking space close to the Commission building.

CUT TO:

INT. TOBACCO WAREHOUSE - DAY

Corridor off the main hearing room. The hearing is not yet in session. Tilley sits on a bench against a wall. He glances up, his eyes drop and then he looks across camera. Camera pans to the opposite side of the corridor where BB sits on another bench against a wall. BB glances off at Tilley and then drops his eyes. Camera pans back to Tilley. A few beats go by. Both men are uncomfortable with one another's presence.

TILLEY

(finally, to BB)
You gotta testify, huh?

BB
You?

TILLEY
Yeah.

BB
You got a lawyer?

TILLEY
Nah. I already testified once.
I beat 'em before, I'll beat 'em again.

(beat)
You got a high-priced mouthpiece to speak for ya?

BB
I don't need one. I don't expect to win.

TILLEY
How so?

BB
I gave them some pretty incriminating evidence.

(Continued)
TILLEY
You gave them evidence?

BB
The only way I could think to get
out of this business.

He smiles.

TILLEY
(points, laughing)
Hey, that's good... that's good,
yeah.

There's activity in the hallway.

VOICE (O.S.)
The hearing for the Home Improvement
Commission is now in session.

Tilley stands.

TILLEY
(to BB)
So... how's Nora?

BB
She's doin' all right.

A MAN comes out of the hearing room.

MAN
Ernest Tilley?

TILLEY
Yeah... here.
(turns to BB)
Take good care of her.

CUT TO:

INT. TOBACCO WAREHOUSE - LONG SHOT OF HEARING ROOM - DAY

of the Home Improvement Commission. Five or six
commissioners are behind a long table, led by John
Masters, there is a gallery of observers, and Tilley
sits at the defense table across from the commissioners.

MASTERS
(into microphone)
Are you aware that that's a
violation of sections 258 and
261?

(CONTINUED)
TILLEY
I'm not aware of the section numbers. Sometimes you get a little overzealous in the heat of the sales pitch, that's all.

BB is watching the proceedings. CAMERA HOLDS ON him.

MASTERS (O.S.)
Was it the heat of the sales pitch on February 23rd of this year that made you write across a contract 'This Job Is Free'?

ON TILLEY
who is falling apart.

TILLEY
As I remember, no sale was made concerning those customers.

MASTERS
It fell out because a loan couldn't be arranged, but the people did agree in principle.

(beat)
The point that we'd like to stress, is that you misled these people. Told them the job was free. Then you sent in your closer with some cover story about how you had suffered a nervous breakdown, and a sale was ultimately made for twenty-three hundred and seventy-seven dollars. That is misleading and deceptive sales practice.

TILLEY
It was temporary insanity. I don't know... it just came over me... it might have been something I ate. I don't know... it was crazy, I'm the first to admit it was a crazy thing to do. Believe me...

(CONTINUED)
Masters
(cutting him off)
We have other specific examples of deceptive sales practices on your behalf concerning a job carried out on December 11, 1962. You violated sections 241 and 247. And concerning a job sold to Mr. and Mrs. DeFranco on October 9, 1962, violations of sections 251 and 257 took place.

Tilley
What are all these numbers here? I'm not familiar with all these section violations.

On BB
who is watching the proceedings intently.

Masters (O.S.)
It is the feeling of this commission that these infractions are severe violations of the Home Improvement Laws, and therefore constitute misuse of the license to sell aluminum siding as approved by this state.

Camera on Masters

Masters
It is the decision of this commission to revoke your license to sell aluminum siding...

Camera on Tilley

He's not very happy.

Masters (O.S.)
... Which will prohibit you from practicing in the state of Maryland.

Tilley
Are you sure? Maybe the guys want to think this over.
Masters

Thank you, Mr. Tilley. You may hand over your license to the clerk of the commission on your way out.

Tilley

gets up from the table and goes to the back of the room to exit the building. He stops at a desk just inside the door where the clerk is sitting. Tilley pulls out his wallet, takes out a small document, and throws it down on the desk. He exits the building.

CUT TO:

INT. TOBACCO WAREHOUSE - DAY

Same as before, except now we see Stanley enter and sit amongst the observers.

Angle on Masters

Masters

Will Mr. William Babowski please come forward.

BB walks over to the defense table and sits down.

Masters

You have the right to have a lawyer present if you so wish.

BB

I do not wish.

CUT TO:

EXT. TOBACCO WAREHOUSE - DAY

Tilley walks down the street toward his car. Suddenly he realizes that there’s an empty space and his car is gone. Tilley’s a little confused, thinking that perhaps he parked elsewhere. A young Black Kid walks up to Tilley.

(Continued)
KID
Did you have a car parked here?
A Cadillac?

TILLEY
Yeah. What about it?

KID
A man told me to say they took it.

TILLEY
Who took it?

KID
Man said, the tax man. Gave me a dollar to tell you so.

Tilley walks over and stands in the empty space where his car had been.

TILLEY
Tax man! Fucking I.R.S. How low can you get? How low can you get?

He walks around in the space as if somehow his car might reappear. He mumbles to himself.

TILLEY
They're lowlife. How can people come and take a man's car?... His Cadillac?

CUT TO:

INT. TOBACCO WAREHOUSE - DAY

The hearing is continuing with BB at the defense table, and Stanley watching.

MASTERS
I think with the number of violations on your record, Mr. Babowski, this commission has no recourse but to revoke your state license.

CAMERA ON STANLEY

MASTERS (O.S.)
Would you please drop off your license with the clerk of the commission on your way out.

(CONTINUED)
CONTINUED:

BB

BB
(leaning into the microphone)
Thank you.

BB gets up and walks to the back of the room. He stops at the same desk as Tilley, but instead of going into his wallet like Tilley, he just reaches into his suit pocket, pulls out a license document and tosses it onto the table. Then he heads out the door.

CUT TO:

EXT. TOBACCO WAREHOUSE - DAY

BB walks down the street, making for his car. He sees Tilley still standing in the vacant parking space. Tilley sees BB. BB stops.

BB
Sorry about your license.

TILLEY
Yeah. You in there?

BB
Yeah. They got my license as well.

TILLEY
Sorry to hear it.

BB
What are you doing standing there?

TILLEY
This is where my car used to be.

BB
Stolen?

TILLEY
I.R.S. Fucking bandits! Bandits! Thieving sons of bitches!

BB looks at Tilley for a beat.

BB
You need a ride uptown?

TILLEY
I could use one.

(CONTINUED)
Come on.

They cross the street and go toward BB's Cadillac. BB gets in the driver's side, Tilley gets in the passenger side, and the car pulls out.

CUT TO:

INT. BB'S CADILLAC - DAY

BB's driving and Tilley's in the passenger seat.

TILLEY
Some bullshit commission, huh?
(beat)
Tell me, where's it written it the Constitution that says you can't hustle for money? Where's it written? It ain't like I went into an alley and hit a guy over the head with a brick and stole his money... not like I broke into somebody's house and stole his stuff. All I'm doing is selling... where's the crime in that?

BB
I don't know what the world's coming to.

TILLEY
You're telling me. I don't know what the world's coming to.

CUT TO:

INT. BB'S CADILLAC - LITTLE LATER

BB's still driving and Tilley's in the passenger seat.

BB
You know what our big crime is? We're nickel and dime guys. We're small time hustlers. They got us because we're hustling nickels and dimes.

(CONTINUED)
CONTINUED:

TILLEY
Nickels and dimes. You got a good point there, BB. You're right on the money with that kind of thinking.

BB stops the car at a stop sign. Something catches BB's eye. THROUGH the windshield we see a Volkswagen "beetle" going from right to left.

ANGLE ON BB
as he watches the car.

BB
Gotta find a new business to get into.

TILLEY
New? Very hard to find something new to get into.

BB puts his foot on the gas and starts to drive.

BB
Maybe... maybe not.

TILLEY
Better put on my thinking cap... not easy to think of something new.

CUT TO:

EXT. STREET - LONG TELEPHOTO SHOT OF CITY - DAY
showing stacks of houses as the Cadillac drives away. A MacDonald golden arch is being put in place by a crane on the horizon line. It's almost as if it's a rainbow across the far side of town, and the Cadillac will drive through it.

BB (V.O.)
Believe me, we'll find something. It's just a matter of time.

TILLEY (V.O.)
Yeah... matter of time.

Beat.

(CONTINUED)
BB (V.O.)
You know, I hear the new Cadillac's gonna be out in a couple of months.

TILLEY (V.O.)
You're kidding?

BB (V.O.)
Yeah... they're changing the body. I hear it's a beaut.

TILLEY (V.O.)
Maybe I should put in my order now.

BB (V.O.)
What're you talking about? You ain't got a pot to piss in.

TILLEY (V.O.)
Give me the pot... I'll fill it.

FADE TO BLACK.

THE END