

STARLITE DRIVE-IN

adaptation

by

Frank Deese

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STARLITE DRIVE-IN

FADE IN:

EXT. RURAL INDIANA - NIGHT, 1971

Opening on black sky, in the distance, THEME MUSIC from the movie DOCTOR ZHIVAGO. As the music crescendos, we move in on a magical sight, glittering lights as if hanging from the sky.

We see that these lights are the luminescent neon forming, in beautiful yellow scripted letters:

Starlite Drive-In

DISSOLVE TO:

EXT. RURAL INDIANA - PRESENT DAY

Same SIGN as above, only sun-faded, paint-chipped, shattered-neon completely fills the screen, now decrepit and barely readable.

SHOUTING - HAMMERING - the HISS of a welding torch before the sign topples over revealing

A WOMAN

leaning against her late model FORD EXPLORER watching the old sign crash into the ground, shattering into broken pieces of glass and rusted metal.

EXT. HIGHWAY - DAY

The DEMOLITION CREW dismantles the fallen sign like vultures over a carcass while

CALLIE ANNE BENTON

this sharp looking city woman in her early forties, steps away from her car to pick up a curved piece NEON TUBE, a broken remnant of the "S" in "Starlite".

She holds it delicately in her hand, then looks across the field at the GIANT MOVIE SCREEN looming over the fence like a ghostly banner.

A gentle wind brings WHISPERS from its former life:

Katherine Hepburn: "...trouble the engine, Mr. Allnut...?"
 then Humphrey Bogart: "feed pump is full of rust..." overlapped
 by the angry voice of George C. Scott: "...no bastard ever won
 a war..."

Callie Anne's reverie is broken by

A SHERIFF'S CRUISER

pulling up in front of her. She knows the driver.

SHERIFF VIRGIL MILLER

steps out of his cruiser. A few years older than her, Virgil's
 face shows the stress of a life of compromise and
 disappointment.

VIRGIL

Callie Anne...

It moves him deeply to see her - especially at this place. He
 smiles, remembering her and she returns it.

CALLIE ANNE

Hi, Virgil. It's been a long time,
 hasn't it?

VIRGIL

Too long. I'd give almost anything
 to work just one more night here,
 you know? With you there next to
 me? The way we used to...

Callie Anne smiles remembering - but her own fond memories
 mixed with a deep sadness.

She tosses the curved NEON TUBE into the dust letting it
 shatter with the other remnants - brushes off her hand.

CALLIE ANNE

Virgil. What did they find here
 that you couldn't tell me on the
 phone? It's been a long trip.

Virgil nods, the business at hand having broken the spell of
 memory.

VIRGIL

I'll show you.

He climbs back into his cruiser, motions Callie Anne to follow him.

INT. CALLIE ANNE'S CAR - DAY

CALLIE ANNE follows Virgil's CRUISER into a place she knows well.

He takes her through and between the old TICKET BOOTHS - windows boarded up, graffiti-covered - nestled in generations of dry weeds.

The Cruiser continues into the vast expanse of SPEAKER POLES - perched on mounds like ruined monuments: twisted, bent and rusted in front of ghost-like MOVIE SCREEN

What was once clean and white is now stained and vandalized with broken or missing sections revealing the structure's weathered skeleton.

EXT. THE STARLITE DRIVE-IN - DAY

Pulling up past the CONCESSIONS BUILDING, Callie Anne stops her EXPLORER in front of a

HOUSE -- a yellow, TWO BEDROOM BUNGALOW, overgrown with weeds inside a dirty white picket fence.

Callie Anne is looking at her childhood home in the shadow of the giant DRIVE-IN SCREEN, when Virgil approaches from his car, anxious about what he has to say.

He waits for her to look at him.

VIRGIL

Callie Anne. They found a body.

This gets Callie Anne's full attention.

VIRGIL (CONT'D)

During the initial demolition they dug into a dry well that had been cemented over.

CALLIE ANNE

We weren't the first family to own the Starlite.

VIRGIL

But you were the last. Was it 1971
when you all left?

She nods.

VIRGIL (CONT'D)

I don't guess these remains are
much older than that.

Callie Anne mulls it over in her mind, but shakes her head,
drawing a blank.

VIRGIL (CONT'D)

Callie Anne. I wanted you to be
able to be here before the County
Examiner took him away. Just in
case...

CALLIE ANNE

Virgil. Are you thinking it's my
father?

Callie Anne can't believe what he's suggesting, but Virgil
doesn't answer directly.

VIRGIL

If it comes to you paying some last
respects, it might be better to do
it here, than at some refrigerated
drawer up in Terre Haute.

INT. CONCESSIONS BUILDING - DAY

The long abandoned building is noisy from demolition work, JACK
HAMMERING of concrete.

But all that noise doesn't distract from the ominous sight of a
HUMAN BODY covered respectfully in a WHITE SHEET, laid out on
the stainless steel of what was once a CONCESSIONS COUNTER.

The sight fills Callie Anne with dread. Virgil stops her with
a gentle hand.

VIRGIL

You don't need to look any closer
than this.

But Callie Anne moves closer, sees various SOILED and AGED
ITEMS laid out like evidence near the edge of the sheet.

VIRGIL (CONT'D)

These were found with the body.
Some work boots, a belt. A pocket
comb. I don't know if you remember
or recognize any of these.

Callie Anne shakes her head. Her finger lightly touches the
tarnished SILVER BELT BUCKLE.

VIRGIL (CONT'D)

The belt's a size 34. If that
helps.

Virgil backs away, leaving her alone with the remains.

From outside we hear him SHOUTING at the demolition crew.

VIRGIL (CONT'D) (O.S.)

For crying out loud! Can you hold
that down for just a minute?!

The JACK HAMMERING stops as a LONE CREWMAN comes in quietly
behind Callie Anne.

He holds what was once a SHIRT, the dye leached and the fabric
eaten through and stained.

CREWMAN

This was down there. Where he was.

The man leaves the GARMENT next to the other things, then backs
out, respecting Callie Anne's privacy.

Callie Anne takes the FILTHY SHIRT in her hand, looks closely
at the pattern and color nearly impossible to discern.

She turns it around, inside out, searching for just a patch of
fabric that could confirm or deny what she already fears.

SOMETHING SMALL and SHINY

falls from the shirt, lands on the concrete floor with a quiet
TINKLE.

Callie Anne leans down to pick it up, and we stay on her face
as her dread is realized - her worst fear confirmed.

She gasps, her breath leaving her as she clenches the

UNSEEN OBJECT

in her fist, standing up to look at the sheet-covered body, this time fully certain who lies under it.

CALLIE ANNE

Oh... God. No...

She tenderly touches the sheet covering the body.

VIRGIL

Callie Anne? Are you all right?

The poised and confident woman from the city closes her eyes, the UNSEEN OBJECT still clenched inside her hand as tears flow freely through her lashes.

VIRGIL (CONT'D)

Callie Anne?

She lowers her head, not wanting Virgil to see her crying.

All of a sudden, VIRGIL'S VOICE becomes that of a TEENAGER.

TEENAGE VIRGIL (CONT'D)

Callie Anne? What the heck are you doing?

She raises her head at the strange question to see:

A YOUNG VIRGIL

sixteen years-old, standing over our POINT OF VIEW with the giant screen behind him showing the final LOVE SCENE from **"The Summer of '42"**

EXT. STARLITE DRIVE-IN - 1971 - NIGHT

CALLIE ANNE looks up from where she has her head down and we see she is FOURTEEN YEARS OLD.

She smiles at Virgil's presence and attention. Three years her senior, he is a god come down from the mountain.

CALLIE ANNE

My dad made me promise to cover my eyes when the sexy parts came on.

Virgil looks at the screen, then back at Callie Anne.

VIRGIL

Why you looking now? They're still going at it.

CALLIE ANNE

I never promised to keep 'em covered.

Virgil smiles. He likes this girl 'cause she makes him laugh. He sits down on the bench next to her - the closeness makes her nervous.

CALLIE ANNE (CONT'D)

Where's April?

VIRGIL

How should I know?

CALLIE ANNE

I was beginning to think she was something that grew off your elbow and couldn't be removed.

VIRGIL

She has some idea we're going steady.

CALLIE ANNE

Where would she get that idea?

Virgil shrugs, non-committal.

A VOICE FROM ABOVE breaks the awkward moment.

VOICE

Callie Anne!

She looks up and around to see her father's head - CLAUDE BENTON JR. - framed in the tiny open window of the PROJECTION BOOTH.

CLAUDE JR. (CONT'D)

My supper was supposed be up here one half hour ago.

CALLIE ANNE

Right, Dad.

Callie Anne takes off in a flash and we follow her

RUNNING

in and between CUSTOMERS balancing popcorn and drinks on their way back to their CARS (circa 1971) all pointed toward the giant movie screen.

FIREFLIES

swim in the dark recesses where trees line the drive-in lot and

A MAN stands alone, his back to the screen. CALLIE ANNE runs past him, touches his shoulder playfully.

CALLIE ANNE

Billy, Billy, bo-Billy. Why're you looking that way? The movie's behind you.

BILLY

I've seen it, Callie Anne.

AUNT BLISS

swings open the door of her faded wood-paneled FORD STATION WAGON and steps out with two bags of groceries in her arms. She's a force of nature. She gives Callie Anne a raucous hug.

CALLIE ANNE

Aunt Bliss. I've been waiting for you.

BILLY WATSON turns his attention back to the KITCHEN WINDOW of this house where he was watching

TEAL BENTON

a thirty-three year-old woman with fine features and the milky white skin of a movie actress, glowing in the kitchen light as she hurriedly but gracefully prepares a meal.

INT. THE BENTON HOUSE - CONTINUOUS

Breathless, CALLIE ANNE holds the screen door open for her AUNT BLISS, who looks her over from head to toe.

AUNT BLISS

Callie Anne Benton. Look at you.

Callie Anne's attractive but overworked mother TEAL doesn't even wait for her sister BLISS to put down the bags before she grabs a DR. PEPPER bottle from it.

TEAL
Thank you, Bliss.

AUNT BLISS
Teal! Slow down and take a look.
Your little girl is blossoming.

Teal pushes the long auburn hair from her face as she quickly opens the Dr. Pepper, puts it on a tray with PORK CHOPS and MASHED POTATOES.

TEAL
"Blossoming?"

AUNT BLISS
Breasts, sister. Look at her!
She's growing up.

Callie Anne covers her face, embarrassed.

Teal smiles reassuring to her daughter, hands her the DINNER TRAY.

TEAL
Here, darling. Would you?

Teal smiles appreciatively as Callie Anne takes the tray - backs out the door.

It looks as though this poor woman is about to relax when she remembers something.

TEAL (CONT'D)
Billy!

AUNT BLISS
Oh yeah. Billy. Who needs a stray dog when you've got Billy Watson scratching at your back door?

Teal takes out a PLATE and quickly puts together another meal.

TEAL
Bliss! He's a nice boy.

AUNT BLISS

He's a thirty-four year-old man.

TEAL

It's sad what life has done to him.
He was a handsome, graceful dancer
in high school. All the girls
loved him.

AUNT BLISS

And now you've got him eating out
of your hand.

Aunt Bliss takes out a STACK OF LIBRARY BOOKS she brought in
with the groceries.

AUNT BLISS (CONT'D)

I picked up the library books you
asked for.

TEAL

Thank you.

AUNT BLISS (CONT'D)

"Pride and Prejudice", "Emma", "Age
of Innocence" All you'd ever want
to know about the pasty, pale,
uptight, and polite. I put a
recall request on "Wuthering
Heights" - God knows why anyone
would want to hold onto it except
to prop up some furniture. But
this--

Aunt Bliss holds up "VALLEY OF THE DOLLS" by Jacqueline Susann.

AUNT BLISS (CONT'D)

--This I had to tackle two
desperate housewives to get my
hands on. It's about real women
alive today. Promise me you'll
read it, Teal.

Teal gracefully forces enthusiasm as she heads toward the back
door with the PLATE OF FOOD.

TEAL

I'll make it my reward for
finishing the others.

EXT. BACKYARD - NIGHT

Teal stops very suddenly at the threshold, does not step outside.

TEAL

Billy?

BILLY WATSON (the man who was watching her before) comes out of the darkness with a delicate boyish smile. He stops to look at her before taking the plate.

BILLY

I wish you could come out tonight,
Teal. You can see a million stars.

TEAL

You know I can't, Billy.

Billy smiles sweetly to her - he loves this woman, no matter what.

TEAL (CONT'D)

Just leave the plate on the step
when you're done.

BILLY

Okay.

Billy doesn't take a bite until he watches Teal disappear inside the house.

EXT. CONCESSIONS BUILDING - NIGHT

With the FOOD TRAY in her hand, CALLIE ANNE struggles to open the heavy door.

INT. CONCESSIONS BUILDING - NIGHT

CALLIE ANNE makes her way up the stairs, singing to herself:

CALLIE ANNE

"Jeremiah was a bullfrog. He was a
good friend of mine. I never
understood a single word he said
but he yada dada dada DA-DA. Joy
to the world."

Callie Anne taps on the PROJECTION BOOTH door.

CALLIE ANNE (CONT'D)

Dad?!

The door opens and Callie Anne is taken aback by the ANGRY FACE of her father.

He looks at Callie Anne, then looks at his watch. He swallows his anger, motions her inside.

INT. PROJECTION BOOTH - CONTINUOUS

The GIANT PROJECTOR crowds the tiny room, fills the dust-heavy air with broken shards of hot stray light.

CLAUDE JR.

Oh, hell. It's not your fault.

CALLIE ANNE

It's not Mom's fault either. Aunt Bliss was late with the groceries.

CLAUDE JR.

Well... She shouldn't have to rely on her sister, for God's sake.

Callie Anne lays the food from the tray onto the cramped desk in front of a wall where two FADED TRAVEL POSTERS are taped up: **"Don't miss Montana!"** and **"Get away to Alaska!"**

She notices her father agitated, angry as he limps on a right leg that is unable to bend, ill-set from a bad break.

She pours coffee from a pot.

CALLIE ANNE

(ala Katherine Hepburn)

Mr. Allnut. You take sugar with your coffee?

Callie Anne looks up across the desk, catches a smile on her father's face.

CLAUDE JR.

"African Queen?"

CALLIE ANNE

It was on T.V. again this afternoon. When you were working on the projector.

His face falls back into anger.

CLAUDE JR.

You were sacked out watching TV
today--?!

CALLIE ANNE

(ala Kate Hepburn)

--Listening, Mr. Allnut. While I
was putting the damp clothes out to
dry, and other chores of the home.

Callie Anne smiles to her father, invites him to sit down.

CALLIE ANNE (CONT'D)

Eat, Mr. Allnut. Your stomach
is... talking.

Claude Jr. rubs his stomach like Mr. Allnut.

CLAUDE JR.

(ala Humphrey Bogart)

Gee. It's like I have a Hyena in
there. I wonder what it is that
makes a man's stomach carry on like
that.

He sits down, shovels down the food. Callie Anne smiles,
squeezes her way around the desk but trips on a STACKS OF EMPTY
FILM CANS.

CLAUDE JR. (CONT'D)

Damn it, Callie Anne. Can't you
watch where you're walking?

CALLIE ANNE

I'm sorry.

CLAUDE JR.

You have feet the size of gunboats.

MOVIE PROJECTOR

starts to clatter. Claude Jr. shoots up from his meal.

Callie Anne shrinks away while her father gingerly guides the
film into place.

CLAUDE JR. (CONT'D)
 C'mon, sweetheart. Just get us
 through the night.

The PROJECTOR purrs again under Claude Jr.'s careful handling.

Callie Ann backs out the door watching her father standing over the machine, as if his very life depended on the smooth movement of its gears and sprockets.

EXT. DRIVE-IN - NIGHT

The Starlite Drive-In is empty. The GIANT SCREEN casts an eerie grayness over a bare forest of speaker poles.

The SMALL HOUSE nestled in between the trees - the house that earlier was so full of light and life - is now quiet and dark.

INT. THE BEDROOM - NIGHT

CLOSE ON - TEAL'S FACE

- a look of quiet and private despair - over the shoulder of CLAUDE JR. on top of her in bed.

We stay on TEAL as Claude Jr. quietly rolls off to his side.

She curls up away from him, staring at the darkness through the open window.

TEAL
 Do you remember fifteen years ago
 tonight?

Claude Jr. turns over, annoyed.

CLAUDE JR.
 How the hell am I supposed to--

TEAL
 --It's your 40th birthday.

CLAUDE JR.
Tomorrow.

TEAL
 It's already tomorrow, Claude.
 Happy Birthday.

Claude Jr. leans back in the bed, thinks about what this means - an unusual moment of reflection.

CLAUDE JR.

Another year and I'm still in the same damn place.

He looks over at Teal - pointedly, cruelly.

CLAUDE JR. (CONT'D)

God almighty, Teal. What I could do if you would just step out the front door? Just one foot.

Claude Jr. becomes so agitated, he gets up out of bed to pace the tiny patch of floor space. Teal pulls the sheet over her.

CLAUDE JR. (CONT'D)

What will we do if we have another bad year? Or if I fall off that ladder again and break my leg?

TEAL

We could always start over.

CLAUDE JR.

Start over? How, Teal?

INT. CALLIE ANNE'S ROOM - NIGHT

CALLIE ANNE is awake and listening to:

CLAUDE JR. (O.S.)

Do you mean we should pick this house up off its foundations with you inside, and put it on a trailer? That would be a sight, wouldn't it, Teal? You in this house driving along the Interstate?

Callie Anne closes her eyes, wishing, praying for her father to stop.

CLAUDE JR. (CONT'D) (O.S.)

You could see the world and never have to step out your front door!

DISSOLVE TO:

EXT. INDIANA HIGHWAY - DAY

CLOSE ON - A TRUCK CAB

- the passenger door opens to let out a tall, lean HITCHHIKER. His long legs in Levis. His long graceful hands gripping a duffel bag. His muscular torso in a black t-shirt. Ruggedly handsome, untamed, dangerous and alluring.

The door slams, the truck kicks into gear, pulls past our view to reveal

THE STARLIGHT DRIVE-IN SIGN

the same one we saw we saw at the beginning - newer now, but in some way more tired and neglected.

THE HITCHHIKER

looks across the road at the sign, and a MAN on a LADDER putting up the letters:

"BENEATH THE PLANET OF THE APES"

AND

"LOVE STORY"

He crosses the highway toward CLAUDE JR. struggling to stay on the ladder with a STIFF LEG.

The STRANGER stands there for an eternity. His name is

CHARLIE MEMPHIS

a ruggedly handsome man whose smooth weathered features tell us he's comfortable outdoors and with himself.

Claude Jr. finally glances down the ladder. Memphis tips his well-worn STETSON HAT.

CLAUDE JR.

What're you looking at?

MEMPHIS

Your sign. That's one heck of a double bill.

CLAUDE JR.

I show what they send me, when they send it to me.

Claude Jr. goes back to putting up letters, until he glances down again at the man watching him.

CLAUDE JR. (CONT'D)

What can I help you with?

A long moment passes before Memphis answers.

MEMPHIS

I was thinking I might help you.

CLAUDE JR.

I don't need any help, thank you.

Memphis takes off his hat, thoughtfully.

MEMPHIS

Your sign says you do.

Claude Jr. looks to see where his sign says that. Memphis points to up to some loose, unconnected wires.

MEMPHIS (CONT'D)

I bet your neons don't even light up.

CLAUDE JR.

You can see what's playing for miles with the two spots I wired in.

MEMPHIS

But do you want to come to it?

Memphis steps back to get a better look at the sign above him.

MEMPHIS (CONT'D)

In the daytime, your sign should make folks want to come back when it's dark. And at nighttime it should make them want to come inside.

CLAUDE JR.

That's all nice talk. But these drive-ins are dying a slow death. I can't afford another employee to speed that up for me.

MEMPHIS

I wouldn't ask for a penny until
you could.

Claude Jr. lowers himself from the ladder so that he's eye-to-eye with the stranger.

MEMPHIS (CONT'D)

Just a place to sleep, and
something to eat.

Claude Jr. continues to look at the man, unsure whether he can trust this man - but definitely wanting to.

INT. THE HOUSE - DAY

CLOSE ON - A CAKE

as WHITE ICING spreads over our P.O.V. like a giant WAVE sweeping over a golden beach.

BILLY (O.S.)

They're fixing the sign.

TEAL'S HANDS

lower a second layer on top of the first.

TEAL (O.S.)

I'm sorry, Billy. I'm rushed. I
can't chat with you now.

CLOSE ON - "HAPPY BIRTHDAY, CLAUDE JR."

while it is beautifully scripted over the top of the cake.

Teal licks her fingers, then puts the cake on top of the refrigerator while CALLIE ANNE finishes setting the table.

BILLY

leans against the screen door from the back porch.

BILLY

There's a new man here with Claude Jr. They drove into town two times already. Bought a lot of paint and wire.

CALLIE ANNE

You have any idea who it is?

Billy shrugs, walks away from the screen - his voice trailing off.

BILLY (CONT'D)

No. But they're making the sign
look real good.

Teal wipes off the counter - checks the kitchen, spotless, then checks the KITCHEN CLOCK.

She has time.

Teal unwraps the NEWSPAPER and with a pair of scissors neatly cuts out a 6 x 8 inch rectangle, lays it on the end of the kitchen table.

She sits down in front of the CROSSWORD PUZZLE - fills it in deftly and quickly until she finds one she can't answer. She taps her pencil, thinking.

TEAL

Hometown of Norman Rockwell.
Eleven letters.

CALLIE ANNE

Mom?

Teal looks up to see

CHARLIE MEMPHIS

approaching the house with CLAUDE JR. slightly limping up behind him, but just out of view.

Teal can't take her eyes off this man whose grace, ease, and simplicity are striking, even through a screen door.

TEAL

Callie Anne. Put another plate on
the table. With silverware and a
napkin.

The TALL STRANGER stands at the screen for the moment it takes Claude Jr. to open it.

Memphis takes off his Stetson, nods politely to Callie Anne, and then rests his eyes on Teal while he waits for Claude Jr. to make an introduction.

CLAUDE JR.

This is my wife.

Teal wipes her hands on her apron before tentatively extending her hand to the man.

TEAL

How... How do you do?

MEMPHIS

Charlie Memphis.

CLAUDE JR.

Memphis is going to be helping me with some renovations around the drive-in, help drum up some business.

TEAL

We'd certainly be pleased if you eat with us.

Memphis can't take his eyes off this fragile but beautiful shy woman casting her eyes down, nervously brushing a lock of hair from her face.

TEAL (CONT'D)

It's nothing fancy.

MEMPHIS

I don't want to intrude on your meal.

CLAUDE JR.

Sure you'll have dinner with us.

Teal glows, smiles to Memphis as she folds up the CROSSWORD PUZZLE she was working on, continues setting the table.

TEAL

It's almost ready. I just need to do a thing or two.

Claude Jr. clasps Memphis' shoulder, speaks man-to-man - not noticing this man is enraptured by his wife.

CLAUDE JR.

It's funny. She's in this house
all day, but she can't get dinner
on time.

Memphis watches Teal shrink into herself the way a snail does
when it's touched.

INT. THE HOUSE - DAY (EVENING)

The DINNER TABLE. CALLIE ANNE stares at MEMPHIS eating. She
is captivated by this man - a god at her table.

TEAL finally sits at her place when CLAUDE JR. notices
something missing.

CLAUDE JR.

I don't see the butter.

TEAL

I'm sorry. I forgot. I couldn't
leave it out in the heat.

As she gets up, Teal turns Callie Anne's stare away from
Memphis.

But when Callie Anne looks again, MEMPHIS is smiling at her,
and she melts.

CLAUDE JR.

Whereabouts you from, Memphis?

Memphis doesn't answer right off; for some reason he doesn't
want to. Claude Jr. seems impatient with the man's reticence.

MEMPHIS

I guess I've been around so much, I
lost track of where I started.
Last place was up in Michigan.

CLAUDE JR.

I wouldn't mind that living there.
Pretty place, I've heard, with all
those lakes and trees.

MEMPHIS

But freezing like you wouldn't
believe.

CLAUDE JR.

My God, I'd move up there in a second, if I wasn't tied down to this hellhole by a ball and chain.

Claude Jr. is looking straight at Teal. Memphis changes the subject, looks at Teal.

MEMPHIS

How long did it take for you to do that crossword I saw on the table?

Teal is almost overwhelmed this man is taking an interest - but concerned about her husband's judgement.

TEAL

A few minutes, that's all. I wasn't quite able to finish.

MEMPHIS

A few minutes? You have a good vocabulary.

TEAL

I read a lot.

Claude Jr. shovels his food, bitter at the conversation.

MEMPHIS

Really. Did you know "seven-across" is the river in my favorite book?

TEAL

(she thinks)

"Of Mice and Men?"

He nods to her warmly - sees this conversation has filled her with life.

TEAL (CONT'D)

I still don't know the hometown of Norman Rockwell. Eleven letters.

CLAUDE JR.

--Teal. For chrissakes. No one cares what you do all night while I'm slaving away by a blazing hot projector.

The table is silent, but Memphis doesn't stop looking at Teal.

INT. KITCHEN - LATER

CLOSE ON - THE BIRTHDAY CAKE

which TEAL quickly lights candle by candle, before she picks up the entire cake and brings it to the table.

She lays the lighted cake directly in front of CLAUDE JR. But the man can't accept the gesture, can barely even look at the burning candles in front of him.

CLAUDE JR.

Damn it all, Teal. Why'd you do that?

TEAL

It's your birthday, Claude. Make a wish.

But the candles continue to burn.

CLAUDE JR.

That's family business. Memphis isn't interested in some fool blowing out candles.

Claude Jr. pushes the burning cake away, causing a

SERVING BOWL

to come crashing to the floor on the other side.

Claude Jr. looks at the mess, isn't sure how to react to what is clearly his fault. He throws down his napkin. Callie Anne exhales with dread.

CLAUDE JR. (CONT'D)

Haven't you got enough sense not to set it so close to one side?!

Claude Jr. motions his new friend and employee to the door.

CLAUDE JR. (CONT'D)

She'll clean it up.

Memphis ignores Claude Jr. for a moment, looks only at Teal.

MEMPHIS

That was a very fine dinner. I
look forward to some of that cake
later, if you don't mind.

CLAUDE JR.

C'mon, Memphis. I gotta get this
picture started.

Memphis nods to politely to Teal, then leaves with Claude Jr.

As soon as they are out the door, Callie Anne shoots up and
puts her arm around her mother picking up pieces of the bowl.

CALLIE ANNE

Mom? Are you all right?

Teal gives her daughter a reassuring smile.

CALLIE ANNE (CONT'D)

C'mon, Mom. Let's blow out the
candles.

Together they take a deep breath, and blow out the candles.

EXT. DRIVE-IN - NIGHT

CARS are just now pulling into the theater as dusk turns into
night.

CLAUDE JR. and MEMPHIS make their way toward the CONCESSIONS
BUILDING - an unspoken tension lingering from what Memphis has
just witnessed.

MEMPHIS

Look back, Claude.

Claude Jr. is at first suspicious, but then he sees it, the
renovated

"STARLITE DRIVE-IN" SIGN

lit up with tracking and flashing NEON. What was once dull,
drab, and dead is now alive.

CLAUDE JR.

My God... We did that.

MEMPHIS

Mostly with what was already there.
The neons weren't dead, just
neglected.

The drive-in owner is taken aback, visibly moved by the sight.

CLAUDE JR.

I remember when it looked that way.

As Claude Jr. stands there, Memphis glances past him to the house, watches TEAL through the screen door wiping clean the BROKEN PIECES of the serving bowl.

CLAUDE JR. (CONT'D)

If we could do for the rest of this
place what we did there...

Claude Jr. limps his way towards the concessions building.

CLAUDE JR. (CONT'D)

C'mon. We're wasting time.

But Memphis lingers, catches a last glimpse of Teal.

INT. PROJECTION ROOM - NIGHT

The "blazing hot projector" CLATTERS through another show.

Leaned back in a folding chair by the door kept slightly open,
(the only air in this tiny, stuffy room)

MEMPHIS

stares at CLAUDE JR. tending the machine.

His eyes drift to the faded travel posters: "**Don't miss Montana!**" and "**Get away to Alaska!**" Claude Jr. notices.

CLAUDE JR.

Never got there. Hell. Those
pictures have been up so long I
don't even see 'em anymore.

Claude Jr. reaches into the desk, pulls out a SHOE BOX which he pours out on the desk.

Old BROCHURES - time-faded - Chamber of Commerce brochures from PHOENIX, SAN DIEGO.

CLAUDE JR.

I was hoping to move my business.
Maybe to some place I could be open
all year and make a good living.
But with the Teal the way she is...

Claude Jr. exhales, angry just talking about it.

MEMPHIS

What way is that?

CLAUDE JR.

She hasn't left the house in five
years, scared to death of just
stepping outside.

Memphis looks at him with some disbelief. But it makes sense
to him.

MEMPHIS

Agoraphobia?

Claude Jr. nods.

CLAUDE JR.

Something like that.

MEMPHIS

Is that what the doctor said it
was?

Claude Jr. smiles like he's smarter than that.

CLAUDE JR.

I wasn't going to pay a doctor to
tell me what I can see for myself.
She's afraid to leave the house,
that's all. Until she decides not
to be, I'm not going any farther
than this projection booth.

Claude Jr. shoves the brochures back into the desk.

INT. THE HOUSE - NIGHT

TEAL gently dries a DISH while watching "LOVE STORY" through
the kitchen window mouthing the words perfectly.

A voice startles her.

MEMPHIS (O.S.)

Teal.

It is MEMPHIS standing outside the screen door, the light from the movie screen playing off the side of his face.

MEMPHIS (CONT'D)

I thought I might trouble you for a slice of the cake you made.

Teal is frozen. She just stands there and looks at him before she finally comes to her senses.

TEAL

Please. Come in.

Teal is suddenly flustered, touches her hair to see if it's in place.

Memphis takes in her beauty freely as he takes a seat at the table. His dark eyes track her movements as she carefully cuts off a piece of cake and brings it over to him on a plate.

But the brief closeness is electric, almost overwhelming to her.

She busies herself rinsing off dishes.

MEMPHIS

This is heaven, Teal.

Teal smiles, taken off guard.

TEAL

You said you've been to a lot of places. I'd love to hear where.

MEMPHIS

How about Stockbridge, Massachusetts? Seven-down.

Teal smiles gratefully to him, takes "The Joy of Cooking" down from the other COOKBOOKS, unfolds the CROSSWORD PUZZLE to write in the new word.

TEAL

Are the people there as perfect as they seem in Mr. Rockwell's paintings?

MEMPHIS

I didn't stay long enough to meet
any.

Memphis notices something about the "JOY OF COOKING" book.

He opens the white DUST JACKET to reveal it is really Edith Wharton's AGE OF INNOCENCE on loan from the library.

He winks to Teal's deception, returns the dust jacket to where it was hiding the novel.

As Teal returns the book to the shelf, Memphis takes his dish to the sink.

MEMPHIS (CONT'D)

I could mend the dish for you.

Teal glances away, lifts her shoulder in a half shrug of embarrassment.

TEAL

I glued the pieces together. I
don't know if it'll hold.

MEMPHIS

Let's see it.

She opens the kitchen cabinet and Memphis takes the bowl into his hand, holds it as if it were the most valuable object in the world.

MEMPHIS (CONT'D)

I tend to like things that have
been mended. It makes them more
interesting.

Memphis is looking directly at Teal as he gives the bowl back to her.

He nods "good-night," then quietly walks out the door.

Teal's heart sinks as he leaves, and she is left alone in the tiny house - the reality of her life bearing back down on her again.

From the kitchen window, Teal watches

MEMPHIS

walking away across the lot - seemingly into the giant MOVIE SCREEN at the moment in "LOVE STORY" when Ryan O'Neil carries Ali McGraw up the stairs to their new home.

CUT TO:

INT. THE HOUSE - DAY

THE SAME SHOT - but the sun is now bright, the drive-in empty, the screen is white and blank - and where Memphis walked

CLAUDE JR.

now revs up the TRUCK shouts to the house.

CLAUDE JR.

Callie Anne! Get out here now if
you want to go to town.

The ENGINE sputters and dies. Claude Jr. slams the car door, wrenches open the hood releasing a cloud of STEAM.

INT. THE HOUSE - DAY

CLAUDE JR. barges into the house, fills a plastic pitcher full of TAP WATER.

CLAUDE JR.

We'll be back by five. Is it
possible for your sister to get the
food here so we can have supper on
time?

TEAL

I'll call her.

But Claude Jr. is already out the door with the water pitcher leaving

CALLIE ANNE

standing there, watching her mother bear the weight of her father's demands.

Teal offers her daughter a protective and reassuring smile.

She opens a COFFEE CAN from the cupboard, hands her a ONE DOLLAR BILL.

TEAL

Get yourself something. Don't tell your father.

EXT. THE DRIVE-IN - DAY

Callie Anne comes out to find CLAUDE JR. working under the hood of the truck - frustrated with the IDLING ENGINE.

CALLIE ANNE

(ala Kate Hepburn)

Trouble with the engine, Mr. Allnut?

A smile emerges from Claude Jr.'s sneer. He scratches his head as his favorite character.

CLAUDE JR.

(ala Bogart)

Feed pump is full of scum and rust.

(he kicks the grill of the truck)

But kicking her starts her to working again.

CALLIE ANNE

What would happen, Mr. Allnut, if you didn't kick her?

Claude Jr. looks at Callie Anne, as if he'd noticed the pointed meaning in the question.

Callie Anne flutters her eyelashes, stays in character.

Claude Jr. slams closed the hood, gets behind the wheel next to Callie Anne. The truck kicks up dust tearing out of the Drive-In lot.

The dust settles to reveal

MEMPHIS

coming out from the concessions building. He squints his eyes to see in the bright, mid-day sun.

Standing there, he stares for a long moment at the house. He knows Teal is alone, and it is clear he wants nothing more than to knock on the screen door.

INT. THE HOUSE - CONTINUOUS

At the same moment, Teal stands in the middle of the living room watching Memphis (framed by the open front door) staring at the house.

But her heart sinks as he thinks better of it, heads toward where CONCESSIONS EQUIPMENT is laid out to be cleaned.

EXT. CONCESSIONS BUILDING - DAY

Under the hot sun, MEMPHIS meticulously polishes and makes new a grimy and neglected STAINLESS STEEL COUNTERTOP.

CLOSE ON - A MILKSHAKE MACHINE

coming to life under Memphis' POLISHING CLOTH. The same for the HOT DOG MACHINE. And even the CASH REGISTER.

INT. THE HOUSE - DAY

Teal has situated the IRONING BOARD in front of the screen door so that she can watch MEMPHIS work.

She runs the iron over another shirt - but the wrinkles are stubborn. She wipes the sweat off her face with her upper arm, turns up the heat on the iron. It CLICKS off.

The refrigerator SPUTTERS, dies. The FAN blade slows to a stop.

Teal exhales in frustration, then looks out to MEMPHIS - sees the blessing in this mishap.

INT. THE BEDROOM

TEAL sits on the bed, watches MEMPHIS working just outside the window inside the FUSE BOX for the house.

He is on the other side of the screen, but close enough so that Teal can watch every muscle of his sweating arms.

MEMPHIS

Poor fuse is dead. Gave its life
to save you from fire.

Memphis shuts the fuse box - looks at Teal through the screen.

INT. KITCHEN - DAY

MEMPHIS uses all his strength to move the refrigerator out from
the wall an inch or two.

MEMPHIS

This'll give the cooling coils more
air so they won't draw so much
power.

Having finished the work, Memphis just stands there for a
moment, looking at Teal in front of him.

TEAL

I should've known better than to
have them all going at once.
Claude Jr. says I'm stupid to be
ironing with the fan on.

Memphis can barely contain himself.

MEMPHIS

Claude Jr.'s wrong.

Teal flinches at the statement. Memphis takes a step closer so
that she can practically feel the heat coming off his body.

MEMPHIS (CONT'D)

You're smart. And pretty.

Teal is stunned, almost melts when Memphis touches her
shoulder.

MEMPHIS

But you don't believe that, do you?

She looks at him for a long moment before answering softly.

TEAL

No. I don't suppose I do.

MEMPHIS

Well, you are. And don't let him
tell you any different.

Memphis stays close to her. At one time she may have backed away - but now she looks up.

It looks as if at any moment Memphis might gently kiss her - but this quiet, beautiful moment is broken by the approach of a distant car - a car Teal recognizes.

INT. FORD STATION WAGON - DAY

We're in an old FORD STATION WAGON with AUNT BLISS charging down the highway with BAGS OF GROCERIES rattling around in the back.

She rounds a bend to see the "STARLITE DRIVE-IN SIGN" all painted and refurbished.

AUNT BLISS

Oh... Lord. Look at that.

She pulls into the Drive-In, slows as she passes the RE-PAINTED TICKET BOOTHS, and around the renovated CONCESSIONS STAND - she can't believe what she sees.

INT. THE HOUSE - DAY

Teal looks up, suddenly disappointed to see her sister's Fake-Wood-Paneled FORD STATION WAGON pulling up in front of the house.

AUNT BLISS is already at the door with TWO BAGS OF GROCERIES, one in each arm as she deftly flips open the SCREEN DOOR, backs into the house.

AUNT BLISS

Looks like some tornado came down
and blew this place clean!

Aunt Bliss turns around to see Teal getting up from the table with MEMPHIS already standing, nodding a gracious "hello".

TEAL

Bliss, this is Charlie Memphis.
He's fixing things up at the Drive-
In.

Bliss looks Memphis over.

AUNT BLISS

I see.

Bliss smiles to the stunningly handsome man as she sets down the bags.

MEMPHIS

I better finish up out there.
Pleased to meet you, Bliss.

Bliss watches Memphis back out of the house as Claude Jr.'s TRUCK pulls into the drive-in.

AUNT BLISS

(to Teal)
You are playing with fire.

Teal puts away the dishes, busies herself to avoid her sister's judgmental stare.

TEAL (CONT'D)

He came in to fix the refrigerator.

Teal stops. It saddens her that something so simple could mean so much to her.

She watches through the screen door as CLAUDE JR. shows Memphis the HARDWARE he bought in town like a kid with new toys.

CALLIE ANNE

charges into the house, pulls out a 45 RPM RECORD hidden between the pages of a REDBOOK MAGAZINE.

CALLIE ANNE

Thanks for the record, Mom.

Aunt Bliss reaches into her bag, pulls out a copy of "OUR BODIES, OURSELVES - A BOOK ABOUT WOMEN, BY WOMEN" and hands it to Callie Anne.

AUNT BLISS

Here. You read this. It's got honest-to-God facts in there that'll make your eyes pop out of your head.

Callie Anne reads the title of the book.

CALLIE ANNE

"Our Bodies, Ourselves."

(then as if pronouncing
the title of a horror
movie)

Our Bod Dees Our Selves.

TEAL

Bliss! This is a sex book!

AUNT BLISS

And it's about time, if it isn't
too late.

CALLIE ANNE

"It's also possible for the sperm
to be deposited during sexplay. If
the egg is fertilized when it
enters the walls of the..."

Bliss snatches the book from her. She thumbs through the book,
frowning.

AUNT BLISS

I didn't think it would be so
technical.

TEAL

You didn't read it before giving it
to Callie Anne?

AUNT BLISS

It's a best-seller, Teal. All the
liberated women in the big cities
are reading it.

TEAL

Women in the big cities are doing a
lot of things I'm not interested in
teaching Callie Anne.

CALLIE ANNE

I'm interested.

(beat)

I'm very interested.

Bliss flips through the book again and then hands it back to
Callie Anne.

AUNT BLISS

Keep it under your mattress.

CALLIE ANNE

I can read it right here.

AUNT BLISS

If your father sees you reading that book, he'll freak.

(then: confidentially)

Besides, I need to talk to your mama. Sister talk.

Callie Anne rolls her eyes, but relents. She takes the book and theatrically stomps out of the kitchen.

INT. CALLIE ANNE'S ROOM - DAY

CLOSE ON - THE 45 RECORD

We see it's "Gypsies, Tramps & Thieves" by Cher as Callie Anne puts the plastic adapter into the CENTER HOLE.

She drops it on the spinning turntable, puts the heavy HEADPHONES over her ears, opens the book:

CALLIE ANNE

(singing like Cher)

"I was born in the wagon of travelin' show. My mama used to dance for the money they'd throw. Papa did whatever he could..."

She casually flips through the pages as she sings, then chokes on her words. Her eyes bug out at what she sees.

She looks around, then opens the book to another place. Her eyes bug out even more.

INT. KITCHEN - DAY

Aunt Bliss looks back to where Callie Anne can be heard singing with the record. It saddens her as she looks back to Teal.

AUNT BLISS

She's so full of spirit, Teal. So much the way I remember you...

Bliss' voice trails. She exhales sadly.

AUNT BLISS (CONT'D)

Promise me you won't let her marry
a man who belittles her.

Teal sucks in her breath, trembles at the subject.

TEAL

Claude Jr. didn't always...

AUNT BLISS

I know. He was sweet and handsome,
once upon a time.

TEAL

You're not being fair. He's had
his own cross to bear. It's not as
if his own dreams came true.

Bliss lets out an exasperating sigh. She can't win this one.

EXT. DRIVE-IN - CONTINUOUS

We follow AUNT BLISS as she marches out to her STATION WAGON,
her eyes fixed on CLAUDE JR. conferring with MEMPHIS on the
work.

As the STATION WAGON passes by them, Claude Jr. can't help but
notice the look on his sister-in-law's face.

INT. THE HOUSE - DAY

TEAL watches MEMPHIS and CLAUDE JR. carrying the polished STEEL
COUNTER back into the concessions building.

She wipes her eyes, goes back to her work in the kitchen when
she notices

CALLLIE ANNE

carrying the RECORD PLAYER in from her room and laying it down
on the kitchen table.

TEAL

What's the matter, sweetheart? Is
it broken?

The girl grins, sets the needle down on the record. The
opening refrain of "Gypsies, Tramps, and Theives."

She dances lightly with the intro, reaches for her mother's hand.

CALLIE ANNE

C'mon, Mom.

TEAL

Oh, no, I couldn't.

Callie Anne pulls her mother to the center of the kitchen.

At first she's tentative, reluctant, and self-conscious. But gradually she gets into the rhythm of the music.

CALLIE ANNE

See? I knew you hadn't lost that thing. Billy told me you were the best dance partner in the whole county.

The two girls laugh, swing, and twirl into uncontrolled giddiness - a juggernaut of delightful abandon.

Teal spins herself around until she's face to face with

CLAUDE JR.

standing there just inside the front door.

Her heart stops with her feet as she stares into her husband's face.

CALLIE ANNE

quickly lifts the needle from the disk.

Claude Jr. smiles slightly, curiously as he comes into the room, his eyes never leaving his wife's.

TEAL

It's okay, Claude. We were just having a little fun together...

Claude Jr. lifts the 45 off the turntable to read the label. His hand trembles.

CLAUDE JR.

"Gypsies, Tramps and Thieves."
Which one do you want our daughter to be?

CALLIE ANNE

It's nothing, Daddy. It's just a song.

The RECORD snaps in his hand. The break is deafening.

But Callie Anne doesn't cower. She looks her father straight in the eye.

CALLIE ANNE (CONT'D)

I'll buy a new one.

TEAL

(horrified)

Callie Anne...

CLAUDE JR.

Really? You'll buy a new one?
With whose money? Bliss?

Claude Jr. grabs the RECORD PLAYER and with one hand hurls it across the room.

ANGLE - THE PLUG

whipping off the outlet, catching CALLIE ANNE on the cheek.

CALLIE ANNE

Aaauuuggg!!!

TEAL

Callie Anne!!

Teal drops to the floor to hold Callie Anne who has fallen, rubbing the sting out of her cheek.

Claude Jr. looks with horror at what he's done, but won't give in to the faintest remorse.

CLAUDE JR.

She's okay. Hardly touched her.

But it did. And Callie Anne looks directly at her father as if some bond had been broken.

The look chills him. He follows her eyes behind him to where

MEMPHIS

has come into the house without knocking.

CLAUDE JR. (CONT'D)

What do you want, Memphis?

But Memphis doesn't answer the man. His face turns a slow dark red, a blaze flaring beneath his skin.

Teal sees this, sees the way Memphis is looking at Claude Jr. She gets up with a deliberately casual gesture, smoothes her skirt, brushes a shaky hand across her pale cheek.

TEAL

That sure made a racket. I tripped
over the cord.

Teal forces a smile, but it is her eyes that plead with Memphis.

His hand relaxes, he nods subtly to her - he'll honor her wishes.

Memphis steps back to leave, but then makes eye contact with Callie Anne.

MEMPHIS

You okay?

But Callie Anne is more than okay as Memphis steps over the record player to take her hand and help her up.

She glows under his attention, watches him take one last look at Teal before walking back out the door.

INT. BATHROOM - DAY

CALLIE ANNE is looking at herself in the mirror, checking the red mark left in her cheek from the ELECTRICAL CORD.

She runs her finger over it lightly, then looks for a long moment at the closed BATHROOM CUPBOARD. She looks to the door first, then opens the cupboard.

CLOSE ON - TEAL'S VANITY CASE

from which Callie Anne nimbly lifts the bottle of BASE MAKE-UP.

The REDNESS disappears as she lightly touches on the make-up. She looks at herself, likes what she sees, then peers into the VANITY CASE for something else.

A MASCARA STICK finds its way into her hand - then ever so carefully onto her lashes.

EXT. DRIVE-IN - DAY (DUSK)

The sun has set behind the giant screen as the DRIVE-IN is just opening up for the night.

CALLIE ANNE makes her way to the CONCESSIONS BUILDING, all dressed up for the night.

INT. UPSTAIRS HALLWAY - NIGHT

Callie Anne peeks into the windowless STORAGE ROOM that has been cleaned up for Memphis.

CALLIE ANNE

Memphis?

He's not here. Just his DUFFEL BAG open on the small cot - a few personal items laid out on a torn vinyl card tables.

A single bare bulb reveals peeled, celery-colored paint, water-damaged ceiling and floor.

INT. MEMPHIS' ROOM - CONTINUOUS

CALLIE ANNE steps tentatively inside the room, nervous just being around the intimate articles of this man.

She looks around the room, peers into the open DUFFEL BAG, but sees nothing that might reveal the mystery of Charlie Memphis.

She backs slowly out the door.

INT. CONCESSIONS STAND - DAY

The once stained and tired hardware of the this concession stand now sparkles.

MEMPHIS is reinstalling the HOT DOG MACHINE when he looks up to see

CALLIE ANNE

coming into the light, her face clearly made-up, but not overdone - just a little grown up.

She leans against the counter waiting for Memphis to see her. He smiles - quickly noticing the difference in her face--

MEMPHIS

Callie Anne.

--but says nothing. Callie Anne smiles weakly. She was hoping for more than that.

MEMPHIS (CONT'D)

You all right?

CALLIE ANNE

Yeah. I was just coming by to say "hi" and see how you were doing.

MEMPHIS

I'm doing fine, thank you.

Callie Anne smiles back weakly, almost crushed he didn't notice her.

Several TEENAGE GIRLS come into the concessions area for their night of work - giggling, gossiping and snapping gum.

Callie Anne shrinks back at the sight of these girls who stop their talking when they see the handsome Memphis.

Callie Anne backs away from the counter.

MEMPHIS

You know what, Callie Anne?

CALLIE ANNE

What?

By now the girls are listening.

MEMPHIS

You look pretty tonight. Real pretty.

Callie Anne beams as Memphis makes a polite nod to the TEENAGE GIRLS and disappears into the back of the building.

EXT. THE HIGHWAY - NIGHT

A LINE OF HEADLIGHTS approach us as we pull back to see the DRIVE-IN SIGN, lit up in color, announcing the double bill:

PATTON and M*A*S*H

EXT. THE DRIVE-IN - NIGHT

Callie Anne walks dreamily among the parked and parking cars, light on her feet from Memphis' attention.

She turns as a dancer would, a character in a musical, happily blind to the CUSTOMERS she passes with their wobbly trays of popcorn, hot dogs, and Coca-Cola.

EXT. TICKET BOOTH - NIGHT

Seventeen year-old VIRGIL MILLER is already haggard from the busy night, making change for another car as dozens are lined up behind it.

Virgil shoves the drawer back in the register just as CALLIE ANNE leans against the opposite side of the TICKET BOOTH.

VIRGIL

This job used to be easy, Callie Anne. Sell a few measly tickets then kick back for the rest of the night.

CALLIE ANNE

Things have been good since Memphis came here.

VIRGIL

Oh yeah? Well tell Mr. Memphis I'm tired and I want my easy job back.

Virgil shoves the drawer into the register, for the first time noticing Callie Anne's new face.

He says nothing, just stands there, captivated by her new looks. He doesn't know what it is, but from here on out, this is a different girl.

CALLIE ANNE

What's the matter, Virgil?

CUSTOMER

Hurry up, kid! The movie's starting!

Virgil fumbles with the drawer, suddenly nervous around this beautiful girl, as he drops change he was making, Callie Anne leans back against the booth, grinning.

EXT. THE HOUSE - NIGHT

BILLY stands alone on the back lawn experiencing a war flashback as he fixates on the WHIRRING of the HELICOPTER PROPELLERS in M*A*S*H.

He becomes agitated, tries to with sheer force of will to stave off a panic attack, but he can't take his eyes off the screen.

TEAL

Billy?

Not even Teal's voice can break the grip of whatever demon or memory has a hold on him.

TEAL (CONT'D)

It's okay, Billy. It's just a movie.

But he doesn't respond and Teal is frustrated. She wants nothing more than to step out onto the lawn and take his hand - but she can't.

TEAL (CONT'D)

Look at me, Billy.

He does, but her face is silhouetted by the light behind her.

TEAL (CONT'D)

Come here. I want to see you in the light.

Billy takes his time approaching TEAL standing at the back door - draws out the moment he can look at her under the back porch light.

He is calm - but there is darkness in his eyes.

BILLY

I've watched you alone with that man, Teal.

Teal stands straight in doorway, suddenly defensive.

TEAL

You don't have to be concerned about Charlie Memphis.

BILLY

He's done harm.

Billy steps closer to Teal who can see he's desperately trying to make himself understood.

BILLY (CONT'D)

I can see it in him. I know that
look from back in the war.

TEAL

Should I not be alone with you,
Billy, after what you told me of
Vietnam?

Billy shakes his head adamantly - unsettled by the mere suggestion.

BILLY

I could never hurt you, Teal.

Billy is looking past Teal to CHARLIE MEMPHIS whom she hasn't yet seen in the hallway behind her.

BILLY (CONT'D)

Or let anyone...

He backs away from the porch light - disappears into the darkness dotted with the BLINKING of FIREFLIES.

INT. THE HOUSE - CONTINUOUS

Teal slowly closes the screen door, startled by a VOICE behind her.

MEMPHIS (O.S.)

Teal?

Teal turns around quickly to see Memphis stepping out of the shadow of the hallway.

MEMPHIS (CONT'D)

I knocked but there was no answer.

Teal doesn't speak. In this moment they are truly alone. Memphis touches her face and she melts in his hand.

He kisses her lips gently, for the first time, and she is overwhelmed. She trembles, slips away, nervously straightens her skirt as she moves into the dimly lit kitchen.

INT. THE KITCHEN - CONTINUOUS

TEAL doesn't turn on the light, but busies herself to escape the intensity of her feelings.

MEMPHIS watches her until she stops, but doesn't look at him.

TEAL

I'm not like other women.

MEMPHIS

I wouldn't want you to be.

TEAL

I can't go outside.

MEMPHIS

I know.

TEAL

But don't you see? I'm peculiar. I don't know anyone else who's that way. I get so afraid just to take one step out the door. I haven't left the house in almost six years.

Teal looks for his shocked reaction. But it isn't there. He steps toward her.

MEMPHIS

Then there was a time you weren't afraid.

TEAL

Yes... But.

Memphis' look is probing but gentle - as if his eyes could see her like no one else's.

TEAL (CONT'D)

I used to go into town all the time. Help Claude Jr. with the business, you know? But something always would go wrong. I'd upset him.

Teal is gripped by even deeper terror remembering.

CUT TO:

FLASHBACK - fragmented, distorted by the terror of memory:

TEAL (CONT'D)

Claude Jr. was always talking about other drive-ins having big promotion nights, getting movie actors to come out for a personal appearance. Claude got a cowboy actor from an old late-show movie to come to the Starlite. He tried so hard to make everything perfect that night. But I couldn't...

--CLAUDE JR. paces anxiously, barking out orders to everyone who works for him, including TEAL working in the kitchen - looking ready to faint from the heat and pressure.

--A COWBOY ACTOR does lasso rope tricks. The small crowd loves him.

--Everyone's having a great time, but CLAUDE JR. is barking orders at TEAL as we see her start to crumble toward the ground. Claude Jr. is humiliated as the COWBOY ACTOR picks TEAL up and carries her toward the house.

BACK TO SCENE

where Teal holds tight to Memphis' shoulder.

TEAL

I don't remember how I got back into the house. I never left again.

MEMPHIS

You didn't embarrass him, Teal. I know you didn't.

Teal shakes her head, she doesn't believe it.

TEAL

You weren't there.

Memphis holds Teal's face so he can look her tenderly in the eye.

A glimmer of understanding crosses Teal's expression, a dim hope.

MEMPHIS

You're right about one thing. You
are not like other women.

Memphis kisses her again - and this time she lets go completely. A passion long dead has been released in her.

He lifts her with the strength of his embrace.

Teal laces her fingers across the back of his head while he moves his lips all over her face and neck.

He holds her, looks out the kitchen window to the GIANT SCREEN.

MEMPHIS (CONT'D)

The show is ending.

Teal looks out at the light on the screen fading out as M*A*S*H comes to an end.

MEMPHIS (CONT'D)

I better go. Claude will be
leaving.

But she doesn't let go of Memphis, she can't. It is Memphis who gently releases himself.

EXT. THE HOUSE - CONTINUOUS

MEMPHIS backs way through the door, his eyes never leaving TEAL until he turns around, face-to-face with

CALLIE ANNE

panting, panicked and out of breath. In fact, she is so afraid she can't speak.

MEMPHIS

What is it?

Teal steps up to the door.

TEAL

Callie Anne.

CALLIE ANNE

Robbers...

MEMPHIS

What?

Callie Anne points back to the ticket booth.

CALLIE ANNE

At the ticket booth. They're gonna shoot Virgil and steal the—

MEMPHIS

--Show me!

Memphis takes off running with Callie Anne.

EXT. DRIVE-IN - NIGHT

CALLIE ANNE is still frightened but excited as she moves in and between parked cars with MEMPHIS until they come up behind the car parked closest to the TICKET BOOTH.

Memphis points to the battered CHEVY IMPALA at the window.

MEMPHIS

Is that it?

CALLIE ANNE

Uh huh. Virgil slowed 'em down. Pretended the drawer wouldn't open.

MEMPHIS

How many guns?

CALLIE ANNE

I only saw one.

MEMPHIS

Go back to the house!

(Yeah, right.) This is something Callie Anne wouldn't dream of missing.

She follows Memphis moving up quickly behind the TICKET BOOTH.

EXT. TICKET BOOTH - DAY

VIRGIL's heart pounds out of his chest as he puts handfuls of CASH into crumpled DOUGHNUT BAG, glancing over at the two GAPING BARRELS of a SAWED-OFF SHOTGUN pointing at him from the DRIVER'S HAND.

DRIVER

Hurry up!!! Ya any idea what this
ol' thing would do to that puppy
dog face of yours?

Virgil is about to hand the DRIVER the bag when he is suddenly
pulled backwards, completely out of the TICKET BOOTH.

DRIVER

What the--?

MEMPHIS rips the SHOTGUN clean out of his hand, jams his angry
fist into the ROBBER'S FACE.

He cracks the shotgun open, drops both shells to the ground.

PASSENGER

Somofabitch!

The PASSENGER jumps out, struggles to pull a .38 REVOLVER as he
comes around the car.

MEMPHIS kicks him hard in the gut sending him backwards to the
ground and the HEAVY GUN skidding across the pavement.

The DRIVER - nose bleeding - runs after it, but

CALLIE ANNE

is there first. She picks up the gun, heavy in her hand.

CALLIE ANNE

Memphis!!!

DRIVER

Give it to me, you little bitch--!

The DRIVER can't say the last word before Memphis' FIST is
pounding his crooked brown teeth.

A DEADLY VEIL drops over Memphis' eyes.

His EYES are narrow slits, dark with rage as he throws one blow
after another - opening a cut above the robber's left eyebrow,
letting BLOOD GUSH and stream down his face.

The DRIVER is clearly beaten, falls back against the car, but
MEMPHIS keeps pounding in a murderous rage.

Callie Anne trembles at the sight, barely aware the heavy .38 REVOLVER is still in her hand.

CALLIE ANNE

Memphis. Stop! You're hurting him
bad. MEMPHIS!

The GUN FIRES in Callie Anne's hand - the recoil sending her flying backwards with a SCREAM.

INT. THE HOUSE - NIGHT

TEAL gasps with horror hearing what was unmistakably CALLIE ANNE.

She presses herself to the side of the open front door to see as much as she can, which is almost nothing.

EXT. TICKET BOOTH - NIGHT

CLAUDE JR. bursts out from the Concessions Building, pushes through the FORMING CROWD just in time to see

MEMPHIS

with sweat pouring down his face, trickling through streaks of blood and grime, letting the BEATEN ROBBER fall unconscious to the ground while

VIRGIL

wraps his arms around CALLIE ANNE, stunned but not hurt - but still holding the REVOLVER in her hand.

VIRGIL

Callie Anne. Very slowly now, I
want you to give me that gun.

He gently takes the GUN from her hand and lays it on the ground. She stands there, frightened, thrilled, and happy to be under his arm.

Claude Jr. surveys the scene, He swallows, completely overwhelmed.

CLAUDE JR.

Holy mother...

EXT. DRIVE-IN - NIGHT

Three County SHERIFF'S CARS barrel in to the Drive-In, red lights flashing, sirens screaming, spewing up GRAVEL and DUST as they skid into the scene.

CLOSE ON - MEMPHIS

standing alone with blood seeping through his open lip.

As the crowd converges to see the ROBBERS ARRESTED, Memphis is the only one who backs away in the opposite direction, disappearing into the SHADOW behind the Concessions Building.

ANGLE - CALLIE ANNE

running as fast as she can through and between the cars pointed at the giant screen.

CALLIE ANNE

Mom?

She runs even faster at seeing:

EXT. THE HOUSE - NIGHT

TEAL

is just outside the front door, crumpled, pressed against the house. Her head is tucked down, her breath reduced to a wheeze.

CALLIE ANNE

Oh... Mom.

Teal raises her eyes see Callie Anne alive and well.

TEAL

Callie Anne. Thank God you're okay.

CALLIE ANNE

I'm okay. But they got the guys.
Memphis saved the drive-in, Mom.
He was a hero tonight.

Callie Anne slips her arms around her mother, holds her tight as she gently helps her up.

TEAL

Look at me. Silly like this.
You'd probably give anything to
have a normal mom like your friends
have.

CALLIE ANNE

I don't want anybody else's mom.

TEAL

You're my lily, Callie Anne. The
prettiest, most special thing in my
life. You know that, don't you?

Callie Anne nods tearfully, tightens her arms around her
mother.

INT. THE HOUSE - CONTINUOUS

CALLIE ANNE helps her mother to the couch, lays her down.

EXT. DRIVE-IN - NIGHT

We follow MEMPHIS as he cuts a straight path back to the house.

INT. THE HOUSE - CONTINUOUS

He stumbles in through the screen door, his eyes never leaving
TEAL laid out on the couch.

TEAL

Oh God. Charlie.

On REVERSE ANGLE we see what she sees: Blood smeared and
streaming down his face.

MEMPHIS

I need to wash up.

Teal rises to her feet. Seeing this man in need gives her
strength. She holds him, leads him to a chair in the kitchen.

TEAL

You don't need to do anything
except sit down right here.

The light of the kitchen reveals not simply the cut above his
eye, but the expression on his face: What happened tonight has
shaken him to the core.

Teal quickly wets a WASH CLOTH with warm water.

TEAL

Callie Anne said you were a hero.

MEMPHIS

There were no heroes tonight.

With the warm wash cloth, Teal wipes the BLOOD off his face, his eyes, his lips. The chemistry is palpable. She takes each hand, washing the blood off each finger.

Memphis lets out a long sigh as he looks at her. She's a stunner in the dim light. Her hair down. Her dress clinging from the heat. They're both taken aback.

TEAL

Let me get some iodine.

CLOSE ON - A Q-TIP SWAB

dipped into the reddish, yellowish iodine solution. She brings it to the cut above his eye.

TEAL (CONT'D)

This is going to hurt.

He doesn't take his eyes off her, doesn't so much as wince at the pain, until he looks past her to

CLAUDE JR.

standing in the doorway. He says nothing, just stares at his wife taking care of this man.

Memphis sees the jealousy, leans forward to get up.

MEMPHIS

Thank you. I can take care of the rest.

CLAUDE JR.

No!

CLAUDE JR. (CONT'D)

Let her fix you up. She's got nothing better to do.

Memphis sits back down as Claude Jr., distracted by his jealousy, fumbles to find something in the kitchen.

CLAUDE JR. (CONT'D)

Teal! Where the hell is my fresh
thermos?!

TEAL

By the breadbox.

Teal's voice is stronger than we've heard.

CLOSE ON - CALLIE ANNE

who notices, looks between her mother and father who still
can't seem to find what he's looking for.

CLAUDE JR.

Where is it?

Teal doesn't answer with words. She waits for Claude Jr. to
look her in the eye, then glances to just beside the breadbox
where the red-plaid THERMOS stands waits on the counter.

Claude Jr. snatches it up, unscrews it to see that it's full
and the way he likes it.

He looks one more time at Teal treating Memphis, then heads
out, stops as he opens the screen door.

CLAUDE JR. (CONT'D)

It turns out there wasn't all that
much money in that register.

(looks at Memphis)

But thanks for your help anyway. I
appreciate it.

Claude Jr. lets the screen door slam as he walks away.

TEAL

I'll get some bandages.

Memphis takes hold her hand. He stands up from the chair with
a warning look - then slowly, reluctantly, walks out the door.

INT. PROJECTION BOOTH - NIGHT

CLOSE ON - PATTON

saluting in front of a giant flag to a BUGLE CALL we hear on
the tinny projection room speaker.

Claude Jr. paces the room seething. In a pathetic display of frustration, he punches the air.

PATTON

"No bastard ever won a war dying
for his country."

Claude Jr. turns up the speaker, watches the movie through the projection room window.

PATTON (CONT'D)

"He won it by making the other poor
dumb bastard die for his country."

The door of the projection room slightly ajar, Claude Jr. walks over and slams it hard.

EXT. DRIVE-IN - DAY

MEMPHIS

stands at the tree line near the edge of the theater. The cuts on his face and hands have dried.

On REVERSE ANGLE we see he's watching a SHERIFF'S CRUISER parked just outside the TICKET BOOTH.

EXT. TICKET BOOTH - CONTINUOUS

A PHOTOGRAPHER

sets up a picture of the Sheriff's DEPUTY with VIRGIL and CALLIE ANNE leaning against the CRUISER.

PHOTOGRAPHER

Where's this Charlie Memphis you
were talking about? We need him
for the shot.

VIRGIL

I saw him over there a minute ago.

Virgil is pointing to the tree line where Memphis had been watching. He's not there.

PHOTOGRAPHER

We can't wait all day. Mr. Benton,
why don't you stand in his place?
The "proud business man."

CLAUDE JR. proudly walks over to the line and puts his arm around the DEPUTY. They smile for the camera.

VIRGIL

puts his arm around CALLIE ANNE. She looks up at him. She likes the way it feels.

The photographers snaps the pictures. Virgil takes his arm away, sees the way Callie Anne is looking at him. While the adults talk, they stand there with an adolescent nervousness.

He smiles at her.

CALLIE ANNE

What?

VIRGIL

Can you get away?

She thinks, smiles back.

CALLIE ANNE

Get away, where?

EXT. MEADOW AND WOODS - DAY

VIRGIL and CALLIE ANNE run along a trail in the woods, laughing, unable to wait to get to an abandoned QUARRY: a spring-fed pit rimmed by limestone boulders, rocky outcroppings, and a couple of hollows the stonecutters made when they scooped away the rock.

Out of breath, the two flop onto the sandy ledge on one side of the deep blue water.

Callie Anne lays back on the warm rocks - closes her eyes to the sun. Virgil sits down next to her, looks at her from head to toe.

CALLIE ANNE

Did you see the way Memphis avoided the police and that newspaper guy?

VIRGIL

What about it?

Callie Anne sits up to look Virgil in the eye.

CALLIE ANNE

What about it? I think he's hiding something.

Virgil looks at Callie Anne blankly.

VIRGIL

You know what I think?

CALLIE ANNE

What?

VIRGIL

You should stay away from movies for awhile.

Callie Anne furls her brow in exaggerated annoyance while she reaches into the water behind her, cups her hand and delivers a splash to Virgil's face.

Callie Anne jumps to her feet, ready to run.

CALLIE ANNE

Guess that'll show you.

The girl moves to get around him, but then slips on the slick rock. Virgil catches her in his arms, grins--

CALLIE ANNE (CONT'D)

Thanks.

--then picks her up bodily and hurls her into the water.

CALLIE ANNE (CONT'D)

HEY!!

Callie Anne disappears with a splash, then emerges like a mermaid. She swims gently on her back, rolls with the water, catches Virgil admiring her from the ledge.

He says something she can't hear, but his lips are unmistakable.

VIRGIL

You're beautiful.

Callie Anne swims to the ledge, rises from the water holding Virgil's hand.

She stands there in his presence - under his admiring look that moves down from her eyes to her YOUNG BREASTS revealing themselves through her wet blouse.

Embarrassed, she covers herself with her arms. Virgil pulls her close, kisses her for the first time, and for a very long time.

When he pulls away, we see her face - she is overwhelmed.

INT. CALLIE ANNE'S ROOM - NIGHT

CLOSE ON - A DIAGRAM

of the "FEMALE REPRODUCTIVE SYSTEM" - stark, sterile, informative.

A PENLIGHT moves from ovaries and fallopian tubes to black & white photos of hippy-like couples making out.

CALLIE ANNE is reading "Our Bodies, Ourselves" under the privacy of her bed covers when the penlight starts to fade to a dull amber. She shakes to get a little more light out of the batteries, but it's no use, they're gone.

She leans back in her bed, closes her eyes, her mind reliving the wonderful moment.

She sits up suddenly. Someone is moving, walking outside.

Callie Anne puts her feet quietly on the floor, presses her face against the screen to see

THE LONG SHADOW OF A MAN

walking across the Drive-In grounds.

EXT. THE HOUSE - NIGHT (DAWN)

The color of morning is just coming into the sky and landscape as CALLIE ANNE steps quietly out the back door, then runs across the field to the main HIGHWAY.

EXT. THE HIGHWAY - DAY (DUSK)

CALLIE ANNE is panting when she reaches the highway.

CALLIE ANNE

Memphis...

She steps closer to him, catching her breath.

CALLIE ANNE (CONT'D)

Where're you going?

Memphis stops, says nothing, keeps walking.

CALLIE ANNE (CONT'D)

You weren't even going to say good-bye, were you?

He puts down his duffel bag, resigned to explaining himself.

MEMPHIS

Callie Anne. If I hang around here there's going to be trouble.

CALLIE ANNE

What kind of trouble are you talking about? The kind you were in before?

MEMPHIS

Look. Just go back to the house.

A truck appears on the horizon, its windshield reflecting the first glimmer of sunlight. Memphis sticks out his thumb.

CALLIE ANNE (CONT'D)

What about my mother? I bet you didn't even tell her you were leaving.

Memphis doesn't answer, doesn't look at Callie Anne.

CALLIE ANNE

You didn't, did you?

The TRUCK downshifts, slows to pick up the passenger. The DRIVER opens the door.

CALLIE ANNE

Don't, Memphis. Please. All she needs is a friend. She doesn't have any except for you.

But looking at his face, Callie Anne sees her worst fears are realized. She is crushed

CALLIE ANNE (CONT'D)

It's no wonder there're no heroes. They run away from trouble.

Memphis continues to look at Callie Anne (perhaps she's gotten to him?)--

TRUCK DRIVER

Hey, fella, you coming or not.

--But he climbs into the truck cab without so much as word or a wave, and slams the door.

Callie Anne stands there watching the truck leave hoping, maybe, it will stop and let him off. But it doesn't. And she stands there long enough to see it become part of the distant road.

INT. THE HOUSE - NIGHT

CALLIE ANNE walks from her room - slowly, tentatively, reluctantly - to the kitchen where TEAL is making breakfast.

CALLIE ANNE

Mom?

TEAL

Are you going into town with your father?

Callie Anne doesn't answer. Teal looks at her.

CALLIE ANNE

It's about Memphis.

That gets her attention. As does CLAUDE JR. barging in through the front door.

CLAUDE JR.

Well, he's gone. The room is cleaned out. He's history.

Claude Jr. sits at the table, gulps down breakfast with an appetite that could never be satisfied.

CLAUDE JR. (CONT'D)

I guess they don't call 'em "drifters" for nothing.

CLOSE ON - TEAL

barely able to stand at hearing this, her legs almost giving way.

She holds a SAUCER, but the EMPTY CUP on top of it tumbles off, breaks into pieces on the floor.

CLAUDE JR. (CONT'D)

What the hell is wrong with you?

But Claude Jr. doesn't need an answer. He knows as he watches his wife hold on to the counter to keep from falling over.

CLAUDE JR. (CONT'D)

If you worked for me, I woulda
fired you a long time ago.

Callie Anne quickly picks up the pieces.

CALLIE ANNE

It's okay, Dad. Mom can put this
back together like new. She always
does.

Claude Jr. stands up from the table.

CLAUDE JR.

Get in the truck, Callie Anne. If
you still want to go to town.

Callie Anne catches her mother's eye. Teal nods her head, assures her it's okay.

INT. THE TRUCK - DAY

CLAUDE JR. and CALLIE ANNE say nothing to each other as the truck pulls out to the highway.

She looks at her father. He seems happy, relieved, tapping his hand lightly on the window sill until he catches Callie Anne's glance.

She looks away.

INT. THE HOUSE - DAY

TEAL has been crying. She lowers her head, but then something makes her look up to see

MEMPHIS

approaching the house from across the field. She exhales.

TEAL

Charlie...

She moves quickly to the screen door. He touches her hand where it's pressed against the screen. She gives him an intense look and a smile that carries an ocean's worth of understanding and encouragement.

MEMPHIS

I promise you, Teal. I will never
leave you again.

She moves away from the screen door as MEMPHIS comes in, drops his duffel bag on the floor.

Leaning into each other, they kiss, a kiss that seems like it will never end.

INT. THE TRUCK - DAY

CLAUDE JR. nearly skids out on the highway when he sees a MAN ON A LADDER changing the letters on the DRIVE-IN SIGN.

He pulls up close enough to see that the man is MEMPHIS and the movie is "DOCTOR ZHIVAGO".

EXT. DRIVE-IN SIGN - DAY

MEMPHIS glances down to CLAUDE JR. getting out of his truck, followed soon by CALLIE ANNE.

CLAUDE JR.

I thought you'd left.

MEMPHIS

For a few hours, that's all. Had
to sort out some personal business.
I did. Now I'm back.

Claude Jr. nods, speechless. Gets back in the truck, not noticing he's driving back to the house without his daughter in the truck.

Memphis notices Callie Anne is looking up at him. Reaching for a new letter, he nods to her.

She smiles, overjoyed at his return.

INT. THE HOUSE - DAY

CLAUDE JR. bursts into the tiny house, finds the house clean and TEAL cooking dinner.

He is angry and agitated - but Teal doesn't acknowledge it.

CLAUDE JR.
He's back, you know.

TEAL
He says he never left.

CLAUDE JR.
Then why did he take all his belongings? There's no reason to do that, unless he had something he didn't want us to see. Something he's hiding.

Claude Jr. waits for a response, but finds none from Teal. He doesn't know what to do, so he storms out.

EXT. THE HOUSE - NIGHT

The THEME MUSIC from DR. ZHIVAGO plays through the trees.

The porch light is off. TEAL and MEMPHIS are just inside the screen door. No words for a long moment, just the sounds of the warm Summer night.

He holds her against him, his arm resting on her waist.

Memphis runs his thumb along her cheek as though she were the most beautiful thing he'd ever seen. There is a dark heat in his eyes as Memphis lowers his head toward her upturned face and kisses her for a long moment.

He brings his lips to her ear, whispers softly:

MEMPHIS
Can you feel the breeze, Teal?

She nods without a word. Memphis slowly opens the screen door, steps quietly on the porch.

MEMPHIS (CONT'D)
I believe it's going to cool off a little. We'll be able to sleep better tonight.

TEAL

I won't.

He looks at her.

TEAL (CONT'D)

I'll be thinking of you. Of us.

MEMPHIS

I'll be thinking of us, too.

Memphis moves down the steps alone. Teal holds the screen door open a few inches, but stiffens with fear.

MEMPHIS (CONT'D)

Teal, the breeze is better out here. It's like a light hand on your skin. Remember how it strokes you, how fresh and soothing it is on a warm night?

TEAL

Yes...

Her voice is filled with both longing and fear, but Memphis doesn't waver.

He squats down and spreads his fingers through the grass, relishes the feeling.

MEMPHIS

There's nothing like this, Teal. How long has it been since you walked barefoot through the grass?

She doesn't answer.

MEMPHIS (CONT'D)

How long, Teal?

TEAL

I don't know. Years, I guess.

Memphis stands up slowly, plaintively.

MEMPHIS

I don't guess I've done it since I was a kid.

Teal watches Memphis move casually over to a TREE STUMP near the rose bushes. He goes to work pulling of his boots.

MEMPHIS (CONT'D)

People get too old, too quick,
putting away things that feel good
and bring a sweet stillness deep
inside. I'd like to have you with
me, Teal, the two of us together,
walking through these long cool
blades.

He stands with his feet naked.

MEMPHIS (CONT'D)

I know you'll enjoy it. It'll
bring back good memories.

Teal opens the screen door a little more, then wavers. She answers with a voice, distant and small. She swallows hard - her heart is pounding.

TEAL

I don't know... Maybe.

Memphis walks across the yard, savoring every step.

MEMPHIS

I had forgotten how good this
feels.

He moves gracefully to the bottom of the steps.

He just looks at her for an indescribably long time. There is nothing eager or manipulating in his face - just pure honesty of feeling.

He finally speaks, but barely above a whisper.

MEMPHIS (CONT'D)

Teal... Did I tell you that I love
you?

Teal lets out what sounds like a sob.

MEMPHIS (CONT'D)

Because I do.

He says nothing more, just stands there looking up at her.

The screen door opens once again.

CLOSE ON - TEAL'S FOOT

stepping ever-so-slowly down from the threshold and onto the first step.

Teal moves to make the next step, but lets out a low frightened growl - like the whimper of an animal.

She retreats quickly, like a turtle pulling into its shell.

MEMPHIS (CONT'D)

I love you, Teal.

Her eyes find his through the open crack of the screen door which she musters the strength to push open again. She steps slowly down to the first step, then onto the second, and then to the third when the

SCREEN DOOR

releases from her hand and SLAMS closed behind her. It is a sharp sound that tells her she is "outside".

Terror fills her face as her body sways as caught in a storm. But her eyes never leave Memphis - he is a beacon that gives her balance, that draws her out to take another step down, then another until she is on flat ground, but still out of reach of his outstretched hand.

She extends a yearning, trembling hand to him, but he does not step forward, and only the tips of their fingers touch.

It looks as though she could collapse at this moment, but the power of the singular touch holds her until she takes the last two steps toward him, and falls into his arms as if she'd come home.

Memphis embraces her body that shivers in the warm night. He strokes her, relaxing her. He whispers:

MEMPHIS

I don't believe I've ever held
anything so soft, Teal.

Her body is still now, and he leads her gently across the yard, a place where Julie Christie and Omar Sharif's LOVE SCENE can be seen in the distance.

He holds her for another moment, kisses her softly. Her weak smile is on the verge of tears.

Memphis kneels slowly down in front of her.

CLOSE ON - HER HAND

resting on his shoulder.

CLOSE ON - HER STRAW-COLORED SHOE

which Memphis gently slips away from her foot.

Ever so gently, he lifts her dress, moves his hand up her stockinged leg to GARTER BELT, unfastening the NYLON STOCKING and slipping it off over her foot.

CLOSE ON - HER BARE FOOT

dipping for the first time into the cool grass. She lets out a quiver of breath.

He removes the other shoe and stocking more quickly, but cups her foot in the palm of his hand - a gesture of reverence.

She touches his face as he moves his lips along the top of her foot, then lowers it into the grass. He rises to face her, then holds her hand once again.

They walk, slowly first, but then easily. Teal laughs tearfully, overjoyed.

They make it once across the width of the lawn when Memphis gently turns her with a firm hand on her waist - like a dancer.

Her face glows now, not entirely without fear, but awed by the vast wilderness of her tiny back lawn.

CUT TO:

A POINT OF VIEW

from the moonlit field just beyond the picket fence watching MEMPHIS take TEAL slowly across the lawn then back again.

On REVERSE ANGLE we see that it is

BILLY

who can't believe, doesn't want to believe what he's seeing.

It makes him agitated - skittish - but there are tears glistening in his eyes.

He is jealous, but he sincerely loves this woman, and that part him is overjoyed at her triumph.

But it is his anger that overtakes everything, that makes him run back through the trees and into the drive-in lot - heading directly toward the CONCESSIONS BUILDING.

INT. MEMPHIS' ROOM - NIGHT

HANDS rummage through Memphis' DUFFEL BAG.

CLAUDE JR. looking for something. But he finds nothing, no more than a set of DOG TAGS, reads the name.

DANIEL MATHIAS

He puts them aside, finds a dog-eared PAPERBACK: "Of Mice and Men" by John Steinbeck. He pushes it aside when he notices the BOOK MARK.

It is a NEWSPAPER CLIPPING, an OBITUARY for "Daniel Mathias". On this brief glimpse we can only see:

CLAUDE JR.

"...from a single knife wound
outside Carmen's Tavern..."

INT. HALLWAY - NIGHT

BILLY comes up the stairs, quietly and tentatively because he knows he shouldn't be here.

He sees the light on in Memphis' room, glances in to see CLAUDE JR. reading the clipped OBITUARY.

BILLY

Mr. Benton. There's something you
need to see--

Claude Jr. whips around, caught in the act.

CLAUDE JR.

--What in hell's name are you doing
up here?!

Billy steps closer to Claude Jr. (to tell him the secret) but Claude Jr. lets his full rage out, violently

HURLING BILLY

into the wall across the hallway.

CLAUDE JR. (CONT'D)

This is my business! STAY THE HELL
OUT!

Claude Jr. tries to shove Billy again - but Billy grabs Claude's hand - twists his arm - and pins his face against the wall in a seemingly effortless combat maneuver.

Claude Jr. gasps for breath, completely at Billy's mercy who with one final motion could snap the theater owner's neck.

BILLY

I saw Teal-

Billy's hands are trembling. He loosens his grip letting Claude Jr. fall away.

Claude Jr. struggles to his feet as Billy backs down the stairs.

CLAUDE JR.

If I ever catch you looking at my
wife again, it'll be the last time!

Claude Jr. grins with hate, screaming at the top of the stairs.

CLAUDE JR. (CONT'D)

And you know what, Billy Watson?
No one would bother to look for
you!

But Billy is already gone; and for a moment Claude is standing there alone, looking down into the dimly lit stairwell.

INT. MASTER BEDROOM - NIGHT

CLAUDE JR. walks in on Teal undressing, covering herself with her arms as if a stranger had entered her bedroom.

CLAUDE JR.

His name is "Charlie Mathias"

TEAL

What makes you think that, Claude?

CLAUDE JR.

I don't think that; I know it.

Claude Jr. stares at her, condescendingly. But she doesn't receive it that way. There is a trace of defiance in her voice.

TEAL

Why does it matter to us what his name is?

CLAUDE JR.

Oh, Teal. You are such a little girl sometimes.

He softens his voice, touches his wife on the shoulder. She shrinks back, as if his touch made her skin crawl. Her repulsion isn't lost on him, and it angers him deeply.

CLAUDE JR. (CONT'D)

A man doesn't change his name unless he has something to hide; and I swear to God I will find out what that is.

Claude Jr. stares at Teal, seething, capable of anything right now. But right now, he leaves her alone.

INT. SHERIFF'S OFFICE - DAY

Claude Jr. is still agitated and angry, but now standing in front of the desk of Sheriff RALPH JANKOWSKI who looks on both sides of the clipped NEWSPAPER OBITUARY.

He shakes his head, unimpressed.

SHERIFF

Aw hell, Claude. I don't know. Even if I could positively identify this "Charlie Mathias" as the man working for you, I can't arrest someone before I know who's charging him with a crime. This clipping could be anywhere from Bangor to Bakersfield. I don't have the first idea who to call.

Claude Jr. is flustered - he can't believe what he's hearing.

CLAUDE JR.

It's all there. He beat a man to death with his fists.

SHERIFF

(pointing to clipping)

He beat the man who just put a knife between his brother's shoulder blades. It's a killing, sure; but hardly an injustice, wouldn't you say?

Claude Jr. doesn't answer, just stares bitterly at the law enforcement officer.

SHERIFF (CONT'D)

Claude. What were you looking for, going through his things like that?

CLAUDE JR.

Nothing, for chrissakes. The man works for me. I have a right.

Claude Jr. sees the Sheriff doesn't believe that. He sits down in front of the man.

CLAUDE JR.

All right, I was looking for something. God dammit, I was careless to trust this man.

The Sheriff leans forward in his chair - ready to hear.

EXT. THE HOUSE - NIGHT

The MOON is full casting a vibrant white light over the tiny back lawn and the field beyond the fence.

The porch light is off, the house is mostly dark. TEAL stands just inside the screen door, looking out, looking for someone.

She touches the screen when she sees him.

Luminescent and statuesque, CHARLIE MEMPHIS is an illusion standing just beyond the back fence.

She waits for him to approach, but he doesn't - and no one has to tell her why.

Teal takes a deep breath. She is afraid, but her desire now is strong enough to overcome her fear.

She pushes open the screen door and steps over the threshold.

On the first step she wavers, looks to MEMPHIS out beyond the fence. But he doesn't move, and seeing him not moving gives her confidence, inspires her to take the next step, then the next as if it were nothing.

Almost effortlessly she crosses the dark lawn, but then hesitates at the back gate. She looks back to the house.

MEMPHIS

It's just an old fence, Teal. It doesn't mean anything.

But it is the final boundary of her home. And when Teal passes through it, her shoulders rise from the feeling of liberation.

Memphis takes her hand and it looks as though he may kiss her right then and there, but he doesn't.

He steps backward, walks with his eyes focused on Teal leading her into the moonlit field and meadow beyond.

MEMPHIS (CONT'D)

If I fall into a hole or something,
I hope you can pull me out.

She laughs, further relieving an overwhelming tension.

TEAL

I'm sure I'll fall right in after
you.

EXT. THE MEADOW - NIGHT

TEAL is even more relaxed as MEMPHIS holds her hand through and between the trees climbing a gentle rise until

MEMPHIS STOPS

stands in front of Teal just before a clearing.

MEMPHIS

Close your eyes.

She does; and once again he removes her shoes and nylon stockings.

He puts his hand over her eyes, leads her barefoot to the top of the rise, the sensation of the long meadow grass under her bare feet filling her face with a childlike joy.

He takes his hand away and lets her loose on a patch of MEADOW GRASS from which the moon reveals miles of INDIANA COUNTRYSIDE and the GIANT SCREEN of the Drive-In playing "DOCTOR ZHIVAGO".

TEAL

is so overwhelmed by the vista she turns to take in every beautiful detail, until she is spinning with a childlike abandon - completely free from fear, her DRESS flying outward, baring her legs.

Teal falls back without looking, and

MEMPHIS

is there to catch her, hold her in his arms. He kisses her, long awaited tonight, and long deserved: Loving, tender, and passionate.

He looks at her again for a long moment, then kisses down the NECKLINE of her dress.

CLOSE ON - TEAL'S HAND

as it pulls on the SASH holding the dress at her waist. The BOW falls away as we--

DISSOLVE TO:

TEAL

her shoulders bare, her head on Memphis' FOLDED SHIRT, her eyes embracing his as he is on top of her, and she is feeling him for the first time.

The sensation overwhelms her with joy, not just a sexual release, but a spiritual liberation - the GIANT MOVIE SCREEN of the drive-in out of focus in the far distance.

DISSOLVE TO:

EXT. THE MEADOW - NIGHT

TEAL lies intertwined with MEMPHIS, her head on his shoulder, her body blanketed only by the warm air.

TEAL

(nervously)

What time is it?

MEMPHIS

We have a few more minutes.

TEAL

Charlie Mathias...

She raises her head see his reaction which shows no surprise. He touches her face, gently, sweetly.

MEMPHIS

I've done some things I'm not proud of; but never anything I believe you'd hate me for.

She holds him tighter; she knows that to be true.

TEAL

He's looking for something, Charlie. He wants you taken away from us in handcuffs. And he wants me to see it.

MEMPHIS

We don't have to let that happen. I know places far away from here where I always have a job, and somewhere to stay.

Teal holds Memphis tight, tense and conflicted.

TEAL

I can't leave without Callie Anne.

Memphis sits up, holds Teal so she can see his face.

MEMPHIS

Never would I ask that. Never.

Teal nods; and Memphis wipes the tears from his eyes.

MEMPHIS (CONT'D)

You talk to her when you think she's ready.

EXT. THE MEADOW - NIGHT

TEAL and MEMPHIS hold hands along the path between the trees. They stop at seeing something up ahead.

A MAN

stands in the clearing, a faceless apparition glowing in the moonlight - not trying to hide, expecting to be seen.

TEAL

There's someone there.

Memphis motions for Teal to stay back as he takes a few steps closer to the phantom, but Teal stays close behind him.

MEMPHIS

Hey!

No answer from the man. Memphis closes in until Teal recognizes him.

TEAL

It's Billy... He followed-- He saw us.

Teal falls apart at the thought, she tries to walk back. But Memphis holds her, keeps her together.

MEMPHIS

Don't. This is the way.

Memphis walks her forward under the safety of his arm, until Teal can see Billy's face - deeply hurt, bewildered, and angry.

Teal stands in front of him, then looks to Memphis to go on ahead.

CLOSE ON - BILLY'S FACE

as Teal comes close to him. The moonlight catches his eyes but doesn't fully reveal his state of mind - his attitude remains a mystery.

He runs away. MEMPHIS takes hold Teal's hand, whispers:

MEMPHIS

Will he tell him?

Teal closes her eyes with dread -- but then something makes her realize. She opens her eyes and shakes her head gently.

TEAL

Billy would never hurt me.

CLOSE ON - MEMPHIS

looking back toward Billy, then forward again, the expression on his face revealing he's not so sure.

EXT. DRIVE-IN - DAY

A SHOVEL

slices into the earth, scoops dirt out from around a heavy steel WELL CAP buried less than a foot below the surface.

MEMPHIS puts the shovel aside, unscrews the heavy WELL CAP to reveal a very dark and deep HOLE - 14 inches across.

He stands away from it so that BILL FRICK -- owner of "FRICK AND SON DRILLING - WELL EXPERIENCED" -- can lean down and stick his head into the abyss.

FRICK

Well... I've smelled worse in my days, but it's no septic tank leak.

Frick stands up, wipes his permanently dirty hands against each other.

FRICK (CONT'D)

What you got there is some animal that burrowed in and drowned in the fresh water.

CLAUDE JR.

Any way of flushing it out?

FRICK

Not before the next Great Flood washes away the wicked. This well's closed for business.

(checks his watch)

I'm sure we can get you a new hole drilled before the first car drives in - cut you a deal.

(MORE)

FRICK (CONT'D)

Just make sure you cover up the old
well good. It's not the way you
want to be losing customers.

Frick laughs alone at his own joke. Claude Jr. glances at
Memphis who looks away. We stay on

MEMPHIS

as he picks up the heavy WELL CAP, puts it over the hole while
AUNT BLISS whispers in VOICE OVER:

AUNT BLISS (V.O.)

You carrying on with that man,
Teal...

INT. KITCHEN - DAY

AUNT BLISS and TEAL are face to face - speaking quietly, barely
above a whisper.

AUNT BLISS (CONT'D)

It can only lead to calamity.

Bliss stares at her sister.

AUNT BLISS (CONT'D)

Don't you know that?

TEAL

I know that I love him.

Aunt Bliss loses her breath. She takes a drink of water, but
the glass shakes in her hand.

AUNT BLISS

What does that mean?! In the real
world, what does that mean? If not
for you, for Callie Anne?

TEAL

A better life.

There is strength Teal's voice that doesn't reassure Bliss, but
scares her even more.

AUNT BLISS

Oh, sister. Think. Look at what's ahead of you.

DISSOLVE TO:

EXT. THE HOUSE - DAY (DUSK)

A SHERIFF'S CAR pulls up in front of the house.

AUNT BLISS (CONT'D) (V.O.)

This cannot end well.

SHERIFF JANKOWSKI climbs out with a dour expression. CLAUDE JR. comes out of the house to meet him.

SHERIFF

Evening, Claude.

The Sheriff looks Claude Jr. over a moment before speaking.

SHERIFF (CONT'D)

I was just over at Billy Watson's house. I was talking to his father.

The Sheriff already notices Claude Jr. a little skittish at the mention of Billy.

CLAUDE JR.

Oh yeah?

SHERIFF

He was wondering if something mighta happened here the last time Billy came around.

INT. THE HOUSE - CONTINUOUS

TEAL moves to where she can see CLAUDE JR. answering the question, more than a little nervous.

SHERIFF (CONT'D)

Something that mighta made him angry or upset?

CLAUDE JR.

No. I mean. It's hard for me to know being stuck in that projection room. What did Billy say happened?

SHERIFF

He didn't. He's just been acting real crazy-like, broke some things in the house. Doctor had to sedate him.

INT. CALLIE ANNE'S ROOM - CONTINUOUS

CALLIE ANNE rolls off her bed to hear better at her open window.

SHERIFF

You think Billy mighta been the one who took all that money out of your strong box? And not Charlie Memphis?

EXT. THE HOUSE - CONTINUOUS

Claude Jr. glances up to see if Teal heard this; she has.

CLAUDE JR.

No. He wouldn't go back there.
Not Billy.

SHERIFF

All right, then. You know where to find me if you need me.

Sheriff Jankowski gets back into his car, drives away. Claude Jr. glances up to see if Teal is still at the door.

But she is gone - and the door is closed.

INT. CALLIE ANNE'S ROOM - CONTINUOUS

From the window

CALLIE ANNE

rolls back onto her bed revealing she is deeply troubled - as if, hearing this, her whole world were falling in on her. From CLOSE ON her face we--

DISSOLVE TO:

EXT. DRIVE-IN TICKET BOOTH - NIGHT

CLOSE ON - CALLIE ANNE

with the same troubled expression leaning against Virgil's TICKET BOOTH while the MOVIE PLAYS.

VIRGIL

You know what, Callie Anne? When the sexy stuff comes on, you don't close your eyes anymore.

CALLIE ANNE

It doesn't shock me anymore.

VIRGIL takes money, sells another ticket.

VIRGIL

Talk to him.

CALLIE ANNE

Who? My father?

VIRGIL

Or Memphis - whoever you deep down believe is going to tell you the truth.

Callie Anne exhales as the truth comes clearer to her.

CALLIE ANNE

Why would my dad do something like that? Lie about him stealing after all Memphis has done for him.

VIRGIL

Maybe that's something you don't want to know.

CALLIE ANNE

No. I want to know.

Virgil looks down at Callie Anne despairing. He bends over and kisses her on the forehead. She grasps his hand and holds it.

DISSOLVE TO:

EXT. DRIVE-IN - NIGHT

The BIG SCREEN goes dark as the movie ends for the night.

HEADLIGHTS converge and move out of the theater.

INT. THE HOUSE - NIGHT

TEAL and MEMPHIS stand just inside the back screen holding each other in a long silence.

TEAL

He'll be coming home soon.

Memphis strokes her hair in the dark, kisses her tenderly on the temple.

TEAL (CONT'D)

What are you going to do?

MEMPHIS

He's trying to drive me out of here. I'm not going to make it easy for him.

TEAL

I'm so afraid.

Memphis embraces her tightly. Memphis holds her so he can see her face.

MEMPHIS

I won't give you up, Teal. Not for anything.

He separates from her, strokes her cheek for courage, then moves out through the screen door.

As he's walking away, he looks back at her one more time.

MEMPHIS (CONT'D)

I love you.

She can see his eyes glisten in the DARKNESS before he disappears into it.

EXT. DRIVE-IN - NIGHT

The theater is completely dark except for the CONCESSIONS STAND spilling white light forward into the empty space.

As MEMPHIS approaches the building, there is no sign of Claude Jr., except the hissing of water and the CLANKING of wrench on pipe.

INT. CONCESSIONS STAND - NIGHT

CLAUDE JR. looks up from his work under the SINK to MEMPHIS coming in.

MEMPHIS

I hear you've lost some money.

Claude Jr. slams the heavy MONKEY WRENCH on the counter.

CLAUDE JR.

Stolen is more like it. I've already told the Sheriff.

MEMPHIS

He won't believe a lie.

CLAUDE JR.

He won't believe some sorry, two-bit drifter, I can tell you that.

Memphis eyes go black, but he doesn't move.

CLAUDE JR. (CONT'D)

You're not much more than that are you, Charlie Memphis? A cheap name for a cheap, thieving, two-bit drifter.

Claude Jr. is trying to goad Memphis, but it is his own rage that rising out of control.

CLAUDE JR. (CONT'D)

You think you can come in here and steal everything, don't you? Just waltz right in and take it all. Think I don't know what you've been doing with my pretty little wife?

Claude Jr.'s voice cracks at the height of rage.

CLAUDE JR. (CONT'D)

You two-bit son of a bitch?

Memphis doesn't answer, just stares with his black simmering eyes.

CLAUDE JR. (CONT'D)

And what did you think I was going to do? Just stand by and watch?

Memphis remains motionless, his mouth a thin dark trench.

CLAUDE JR. (CONT'D)

Dumb old Claude, sitting up there in that projection booth, showing those movies night after night - trapped in this godforsaken place as she is. He'll never figure out I'm screwing his wife in his own home, right under his nose!

Claude Jr. strains toward Memphis, his hands balled.

CLAUDE JR. (CONT'D)

Hell. You probably got a woman in every town. You thought you'd just add one more to your list of bitches-

Memphis finally loses it, swings his arm out catching Claude Jr. by the front of his shirt and with the snap of his wrist hurls him against the wall.

Claude Jr. staggers, grabs the edge of the counter to regain his balance, then charges Memphis, jamming his head into his midsection and locking his hands around Memphis' waist.

The grapple with each other, crash so hard against the counter that candy flies across the floor.

Memphis frees himself, pushes Claude Jr. away, seething.

MEMPHIS

I don't give a goddamn about your tiny little house and your pathetic little business. But don't you ever talk about her like that!

Memphis loses it now completely, smashes Claude Jr. in the face with his fist.

Claude Jr. staggers but manages to return a blow to Memphis' gut. Memphis groans, boxes Claude Jr. squarely in the chest, causing him to double over, gasp in pain.

But then, with a deep roar, Claude Jr. charges, grabbing Memphis around the neck, clinging to him like a pit bull.

Claude Jr. drives Memphis into the counter to where he can grab the

MONKEY WRENCH

and swing it. Memphis reels back to avoid what would be a death blow. Then smashes Claude Jr. in the face.

The wrench falls to the floor near Memphis' feet. He picks it up, raises it over his head - his eyes black with rage.

Claude Jr. hunches his shoulders, anticipating the blow.

But the blow doesn't come. Memphis hesitates, realizing what he's about to do. But he doesn't.

The wrench falls to his side, drops to the floor. Claude Jr. stands straight. He catches his breath, stares at Memphis.

CLAUDE JR.

I don't want to see you here in the morning.

Memphis doesn't answer, just turns his back to the man and walks out into the dark theater.

EXT. DRIVE-IN - NIGHT

The CONCESSION BUILDING is completely dark now as

MEMPHIS

stands alone among speaker poles watching the HOUSE he knows Teal is inside. He is troubled. He knows what he wants, but he doesn't know what to do about it.

CALLIE ANNE

Memphis...?

Memphis looks over to see CALLIE ANNE standing next to him.

MEMPHIS

Callie Anne. It's late.

She nods, she knows. They stand there silently, the vast FIELD OF STARS casting a dim light on their faces.

CALLIE ANNE

You ever pray for anything, Memphis?

MEMPHIS

All the time.

CALLIE ANNE

I used to pray for my father to change. For a ghost to come down from heaven, and go into him; and make him love my mother right. And treat her...

Her voice chokes up as she remembers.

CALLIE ANNE (CONT'D)

But it wasn't a ghost that finally came. It was you.

(her voice breaks)

Now I'm so afraid you're going to leave us.

Memphis takes the girl under his arm, comforts her in a fatherly gesture.

MEMPHIS

I'm not going anywhere except to get my bedroll and find a place close by to lay out for the night. Go on home, Callie Anne. Give your mother a kiss goodnight.

CALLIE ANNE

Wait. I wanted to give you something.

Callie Anne unclips the I.D. BRACELET from her wrist, a stainless steel chain and medallion popular with kids in the early seventies.

CALLIE ANNE (CONT'D)

I saved up for this a year ago. It even has my name on the back.

Memphis holds the precious BRACELET in his open hand

CALLIE ANNE (CONT'D)

It's not much, but it's the most precious thing I own. I want you to keep it.

Memphis closes his fingers tight around the MEDALLION - touched by the gesture and everything it means.

MEMPHIS

Good night, Callie Anne.

He backs away from the girl with a reassuring smile.

MEMPHIS (CONT'D)

We'll be all right.

Callie Anne stands there watching Memphis walk away toward the CONCESSIONS BUILDING now completely dark.

As he disappears into the building, we slowly--

DISSOLVE TO:

EXT. DRIVE-IN - DAY

The same shot at first light. No movement in the scene - then, the lone figure of

CALLIE ANNE

running across the empty lot from the house to the CONCESSIONS BUILDING.

INT. CONCESSIONS BUILDING - DAY

We hear footsteps running up the stairs until we see CALLIE ANNE looking into Memphis' Room. She is shocked, completely uneasy at what she sees - it doesn't make sense.

On REVERSE ANGLE we see that it is cleaned out, completely empty.

EXT. DRIVE-IN - DAY

CALLIE ANNE walks the vacant DRIVE-IN, shouting:

CALLIE ANNE

Memphis!!!

No answer. Just the echo off the screen.

CALLIE ANNE (CONT'D)

MEMPHIS!!!

INT. THE HOUSE - DAY

TEAL stands at the back screen door, watching the vast space in front of her, listening to her daughter's unanswered calls.

CALLIE ANNE (O.S.)

MEMPHIS!!!

Teal winces at the silence that follows - an affirmation of a deep dread growing inside her.

She watches CALLIE ANNE come around the back of the house, practically in tears.

CALLIE ANNE (CONT'D)

Mom. He's taken his things!
There's no sign of him anywhere!

But something drops from the BACK GATE as Callie Anne comes through. She picks it up, carries to the back door several

MEADOW FLOWERS

bundled together with a BOW made from a long BLADE OF GRASS.

CALLIE ANNE

Mom. Look. You think he left this
to say he's coming back?

The dread grows deeper as Teal holds the simple flowers in her hand.

TEAL

I don't know, Callie Anne. I
don't...

CLAUDE JR.'S TRUCK

ROARS into the drive-in, pulls up on the other side of the house. Teal hides the flowers in her dress pocket.

TEAL

Go into your room, Callie Anne. I
need to talk to your father.

EXT. THE HOUSE - DAY

CLAUDE JR. looks dead-eyed and dead tired as he makes his way from the truck to the house.

INT. THE HOUSE - DAY

CLAUDE JR. drops onto the family couch, but doesn't even look at TEAL standing in the middle of the room, staring at the man she called her husband as if she could see through him.

He finally looks her in the eye to say:

CLAUDE JR.

Well, Teal. This time he's really gone.

Teal can't move without crumpling to the floor. So she stays frozen where she stands.

CLAUDE JR. (CONT'D)

It took most of the night, but I finally convinced him. If he stayed here one more day, it would be in a holding cell at the Sheriff's station.

TEAL

You couldn't. He didn't take that money.

CLAUDE JR.

Then where is he? Answer me that.

She shakes her head gently. She can't.

CLAUDE JR. (CONT'D)

You didn't know the man, Teal. He was a hustler and a con. He could make anyone believe anything.

Claude Jr. is working himself up as he undoes his laces, pulls off his boots.

CLAUDE JR. (CONT'D)

What the hell were you planning to do? Just keep carrying on under my nose? You didn't really believe I'd stand for it, did you?

Teal doesn't answer, just gives him an icy stare.

CLAUDE JR. (CONT'D)

I'm tired now. I'll expect my supper to be ready and on the table at six o'clock.

Claude Jr. limps into the bedroom and slams the door closed.

Teal stands there silently for a moment, then hears a WHIMPER coming from Callie Anne's room.

INT. CALLIE ANNE'S ROOM -

TEAL kneels down in front her CALLIE ANNE who is sobbing. She buries her face in her mother's shoulder.

CALLIE ANNE
I liked him, Mom.

TEAL
Yes, I know you do. I know he
feels the same about you.

Callie Anne looks at her mother's face for reassurance. Teal brushes her bangs aside.

TEAL (CONT'D)
He says we have the same smile, you
and I. The sweetest smiles in
Indiana.

CALLIE ANNE
Why did he leave us?

Teal rocks Callie Anne gently in her arms. But she can't answer that question.

DISSOLVE TO:

CALLIE ANNE

hours later, sleeping soundly. TEAL remains on the bed next to her, sick with longing as she holds her daughter's hand.

INT. THE HOUSE - DAY

CLOSE ON - THE KITCHEN CLOCK

with a slow sweeping second hand and the time of "5:30". It is still light outside, but shadows are creeping up across the pavement of the drive-in.

TEAL stands in the middle of the kitchen alone, sick with longing and loss.

She goes through the motions of her old life, takes out a FRYING PAN and puts it on the stove.

CLOSE ON - THE FRYING PAN (LATER)

sizzling now with PORK CHOPS - potatoes and vegetables cooking on the other burners.

CLAUDE JR. sits on the couch, scouring the evening paper.

CLAUDE JR.

Get me a beer.

Instinctively, Teal reaches for the refrigerator door. But her hand stops.

It is at this moment that something overtakes her - mysterious strength rising slowly inside her.

She lowers her hand, looks straight across the kitchen at Claude Jr.

TEAL

Get it yourself.

Silence. Then, with one sweep of hand Claude Jr., clears the table, glasses and plates crashing on the floor.

This was a warning shot, but Teal doesn't flinch. Claude Jr. limps over to her.

CLAUDE JR.

What did you say? I didn't hear you.

But Teal is not afraid anymore.

TEAL

I said, "Get it yourself."

Claude Jr. explodes, strikes TEAL on the side of the head.

CALLIE ANNE

Mom!

CALLIE ANNE

comes running out of her room.

Teal stumbles but does not fall - stands straight again to look Claude Jr. right in the eye.

He shakes out his hand, can't look at her - can't bear the judgement in her eyes.

TEAL

Callie Anne.

CALLIE ANNE

Yes, Mom?

TEAL

Get your sweater.

CALLIE ANNE

(nervous, confused)

But, Mom. It's hot and you can't--

TEAL

--You might need it tonight,
sweetheart. Get your sweater.

Callie Anne doesn't ask questions, just does what she's told.

CLAUDE JR.

What the hell kind of game is this?
Teal! You got a mess to clean up
and supper cooking.

Teal turns her back to her husband, heads down the hall.

Claude Jr. catches up with Teal coming out of the bedroom -
sees the PACKED SUITCASE at the end of her arm.

He lets out a nervous laugh.

CLAUDE JR. (CONT'D)

My God. You have to be kidding.
How far do you think you're going
to get before you have to crawl
back? Two yards? Two feet? This
I gotta see.

But Teal walks right outside without the least moment's
hesitation.

Claude Jr. can't believe what he sees. Neither can Callie
Anne.

EXT. THE HOUSE - CONTINUOUS

CLAUDE JR. rushes out to see TEAL crossing the lawn just as

CALLIE ANNE

stands from the back step with the SWEATER in her hand, and an amazed and joyous disbelief on her face at seeing her mother free.

Teal stops and looks back at Callie Anne.

TEAL

C'mon, Callie Anne.

CLAUDE JR.

Callie Anne? No...

Callie Anne smiles bittersweet to her father - looking for the last trace of that thing she once loved in him.

CALLIE ANNE

(softly)

Good-bye, Mr. Allnut.

She follows her mother through the back gate, and into the vast open meadow.

Claude Jr. can't take it. He moves out onto the lawn, shouts:

CLAUDE JR.

Teal!

But she doesn't stop, doesn't even look back.

CLAUDE JR.

TEAL!!! Callie Anne!!

As we see mother and daughter walking down the road we--

CUT TO:

A BULLDOZER

pushing over the HOUSE in one charge, splintering shards of wood and glass, revealing PRESENT DAY

CALLIE ANNE

watching what was once her home, broken into worthless debris.

EXT. DRIVE-IN - PRESENT - DAY

Mid-afternoon. Sheriff VIRGIL approaches the grown up CALLIE ANNE. She chokes up a little, still emotional.

CALLIE ANNE

It was my father's belt in there.

VIRGIL

I'm sorry, Callie Anne.

CALLIE ANNE

Virgil, you treat those bones like they're gold, would you? They're so precious to me and my mother.

VIRGIL

They'll have to be tested. For positive I.D. But I'll see they're put to rest properly.

Callie Anne nods, opens the door to her car, then looks back.

CALLIE ANNE

Virgil. I've always regretted leaving here without saying good-bye to you.

VIRGIL

It's okay.

Callie Anne smiles to her old friend; sweetly, tearfully kisses the County Sheriff on the cheek.

CALLIE ANNE

Good-bye...

He watches her get into her car and drive away.

DISSOLVE TO:

EXT. A SCHOOL COURTYARD - DAY

Callie Anne looks into an open CLASSROOM where a trim, still beautiful

WOMAN

in her early fifties teaches an unseen class. When she looks out at us, we know for sure that it is TEAL BENTON.

TEAL

Boys and Girls. I want you to meet my little girl, Callie Anne.

TEAL motions CALLIE ANNE into the room.

INT. CLASSROOM - DAY

CALLIE ANNE steps in tentatively, finds herself in the gaze of twenty-five third-graders.

BOY

She's not so little.

GIRL

She's grown up.

Teal smiles admiringly to Callie Anne.

TEAL

She is. And she has her own children. But she'll always be my little girl.

The boys and girls go "Awwwwwww" as Teal sees her daughter smiling, but on the verge of tears.

TEAL

All right, class. Quiet reading time. Fifteen minutes, no talking.

EXT. THE CLASSROOM - DAY

Callie Anne can barely contain herself now as she steps out of the classroom.

CALLIE ANNE

Mom... He never left.

Teal is unsure what she means.

CALLIE ANNE (CONT'D)

They found a body at the drive-in - lowered into a well shaft - and this was with it.

Callie Anne hands her mother the I.D. BRACELET - old and dirty, but still shiny.

CALLIE ANNE (CONT'D)

I gave it to Charlie Memphis the night before Dad sent him away. But he didn't. He-- Oh, Mom, he...

Callie Anne chokes on the words, closes her eyes as we:

FLASH CUT TO:

A SHOVEL SWINGING

hitting a MAN coming up dark stairs - sending him into a backwards tumble.

CLOSE ON - A BELT

being removed from the killer's WAIST.

ANGLE - DEEP INSIDE A WELL

looking up at a BODY being lowered by a rope tied to the BELT strapped under its arms. As the BODY passes by our POINT OF VIEW, we see that CLAUDE JR. is the man lowering the rope.

BACK TO SCENE

where TEAL embraces her tearful daughter.

TEAL

Dear God, Callie Anne. I hoped so much you'd never have to know what your father was capable of.

CALLIE ANNE

You knew?

TEAL

I suspected, but I never wanted to believe that the father of my child could do such a thing. But I suppose some kind of justice followed Claude. He tried to start a new life, but died alone.

Callie Anne looks at her mother. She still doesn't understand.

TEAL (CONT'D)

Charlie Memphis promised he would never leave. I believed that promise.

CALLIE ANNE

You've said that before.
(MORE)

CALLIE ANNE (CONT'D)

But I always thought it meant you
were waiting; that you thought he'd
come back.

TEAL

I always hoped.

Teal holds her daughter tight, strokes her hair.

TEAL (CONT'D)

You go on home to your husband and
my gorgeous grandchildren.

Callie Anne starts to walk away, but then remembers something.

CALLIE ANNE

Mom. What about the flowers? On
the back gate?

Teal smiles as if this were something sweet and long forgotten.

TEAL

Billy... He put them there. I
think they meant he was happy for
me.

Teal reaches for the classroom door, but stops herself.

Overcome with memory and emotion, she stays where she is, looks
out into the quiet courtyard, closing her eyes to the late
afternoon sun.

DISSOLVE TO:

YOUNG TEAL

eyes closed, face up to the sun, spinning in SLOW MOTION in a
vibrant MOONLIT MEADOW.

She falls back and is caught by STRONG HANDS - MEMPHIS' HANDS,
as we pan up to the NEON LIGHTS of the "STARLITE DRIVE-IN"
SIGN.

FADE TO BLACK

THE END