BRENDA FOREVER

written by

David Lampson &
Andrew Leeds

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ACT ONE

OVER BLACK we hear the muted sounds of suburbia -- birds chirping, a lawn mower, sprinklers.

FADE IN:

(1995) INT. BRENDA'S BEDROOM - DAY

Light pink wallpaper with watercolor hearts. A neatly made twin bed with a floral comforter. A white Formica furniture set with shiny silver drawer handles.

QUICK CUTS around the room: Softball trophies. Care Bears, Beanie Babies, Teddy Ruxpin. An oboe on a stand. On the wall, posters: Polo model Tyson Beckford, a red Porsche Carerra, a 3D "Magic Eye" print, an open-shirt David Copperfield.

FROM UNDER THE BED, we see the door open and a pair of bare feet walk in. The door is closed. A thirteen-year-old girl kneels and her hands reach toward us, grabbing a shoebox.

CLOSE ON the shoebox as its contents are dumped onto the bed: a green rabbit's foot, a cigarette, a geode crystal, and a Ziploc bag of baby teeth. The last thing to land is a well-worn diary. The girl flips through its pages — photos, drawings, and great walls of neat feminine cursive — until she finds an empty page, and writes.

BRENDA (V.O.)
September 20th, 1995. Finally some progress in my love life.

MUSIC CUE: TLC's *Waterfalls*

EXT. OAK GROVE MIDDLE SCHOOL - DAY

It's a humid ninety-eight degrees in Largo, Florida. The camera descends on this average public school.

INT. OAK GROVE MIDDLE SCHOOL - HALLWAY - CONTINUOUS

Kids are at their lockers. Some pre-pubescent, some post, and some stuck awkwardly in between. We follow a girl as she walks down the hallway — untamed hair, giant backpack, overalls with one strap hanging, and an oboe in hand.

BRENDA (V.O.)
From the moment I laid eyes on Russell Bedore, I knew he was all the man I'd ever need.

From over her shoulder, we see RUSSELL BEDORE playing hacky-sack with his two friends. He's 14, lanky, with long flowing hair (highlighted by Sun-In). She stops and stares at him. He's not nearly as attractive as she thinks he is.

BRENDA (V.O.)
I have this craving to touch his lips, to feel his skin against mine. To join our bodies, like in ancient times.

We TURN AROUND to meet our girl. BRENDA MILLER has no idea she's slightly chubby and slightly awkward. When she wants something, there's no stopping her. And Brenda wants it all. We PUSH IN on her face as she stares at Russell, entranced.

BRENDA (V.O.)
A fire burns deep inside of me. And only Russell can put it out.

PEARL GARDNER (12, the only black kid in 7th grade) walks up to Brenda. She never smiles and carries herself with the quiet dignity of James Earl Jones. As the MUSIC FADES, she offers up a one-pound bag of Skittles to Brenda.

PEARL
I ate all the red ones.

BRENDA
The red ones are the best.

PEARL
I know. That's why I ate them all.

Pearl dumps some Skittles in her mouth and chews.

BRENDA (V.O.)
I wonder how much longer Pearl and I will be friends. I like her, but sometimes I think I could do better.

When Brenda turns her attention back to Russell, she's surprised to see him walking over to her.

RUSSELL
Hey, Brenda.

BRENDA
Hey, Russell. Nice hacky-sacking.

Russell flicks his head, trying to get the hair out of his eyes. His bangs fall back and he does it again.

RUSSELL
There's a party at PJ Graybeck's tonight. Can you come?

BRENDA
Sure. I can come.

RUSSELL
Cool. The games start at seven.

Dazed and breathless, Brenda watches him go back to his locker.

PEARL
Brenda. PJ Graybeck throws--

BRENDA
Makeout parties? Yeah. He does. I'm going to need a new bra.

PEARL
For what? You've never even been to first base.

BRENDA
I've thought about this a lot, Pearl. I've decided I'm ready to go to sloppy second.

INT. HISTORY CLASS - LATER

Brenda's history class watches the civil rights documentary *Eyes on the Prize* on a 17-inch television. On the screen, a group of protestors march on the Mississippi state capitol.

TELEVISION NARRATOR
"This marked the entry of southern whites into the civil rights movement."

The room is dark. Some students are asleep. In the back corner, Brenda sits at her desk daydreaming. We slowly PUSH IN on her face, flushed with excitement.

BRENDA (V.O.)
All day long, I couldn't stop thinking about it. Russell and I having the best and most powerful makeouts, over and over again in my mind.

She discreetly looks around to make sure nobody is watching her. Then she takes the SMALL SILVER LOCKET dangling from her neck and slides it around so that it hangs over her back.

TELEVISION NARRATOR (O.S.)
"...the march remained peaceful, but the movement was gaining steam."

We are TIGHT ON Brenda's face now. Her breathing has picked up, and she starts to slowly rock back and forth in her desk.

BRENDA (V.O.)
In my fantasy, PJ's house is burning down. I'm in the closet with Russell. And we're trapped.

She closes her eyes. Her rocking accelerates.

BRENDA (V.O.)
Both of us drip with sweat. Because it's hot. Because of the fire. To conserve oxygen, we exhale into each other's mouths--

WOMAN (O.S.)
What are you doing, Brenda?

Brenda's eyes snap open. The teacher, MS. WHITAKER (45), is kneeling beside her. Brenda tries not to look guilty.

BRENDA
Nothing.

MS. WHITAKER
I'm going to call your mother now.

MUSIC CUE: Mozart's *Symphony No. 40* slowly fades up.

A nonplussed Brenda watches Ms. Whitaker walk back to her desk as the MUSIC CRESCENDOS bringing us into...

(2013) INT. RUTH ECKERD CONCERT HALL - DAY

Note: In the present, the diary is voiced by adult Brenda.

This large auditorium hasn't been updated since it was built in 1983. On the stage, a 45-piece orchestra plays. We PAN ACROSS the sea of musicians (a ragtag bunch in street clothes).

BRENDA (V.O.)
January 4, 2013. I can't really complain about my love-life. There's just one tiny problem.

From the Podium, BRENDA MILLER (now 31) passionately conducts the second-rate Suncoast Symphony Orchestra. She has grown more attractive and more fit with time, and her style has improved, but little in her personality has changed.

BRENDA (V.O.)
Gary isn't the issue. Gary is a terrific boyfriend. I think Gary could be the one. No, the problem is Donnie.

We stop on DONNIE COLLINS (28, black, artsy) hammering on the xylophone. He wears a vest with no shirt. His long braided hair is tied back in a pony tail.

BRENDA (V.O.)
The tension between us is thick and sizzling with possibility. And no matter how hard I try, I can't get him out of my mind.

Donnie completes a complicated musical phrase and gives Brenda a smoldering look. She stares back, losing her focus. Her hands stop moving and the orchestra spins out of control. Brenda pounds the podium in frustration.

BRENDA
Dammit! Donnie! Everybody stop!

The music grinds to a halt. It is suddenly very quiet.

BRENDA (CONT'D)
Donnie. Technically, your xylophone is perfect. But I'm not hearing you. Where's Donnie?

He nods solemnly. Brenda holds his gaze.

BRENDA (V.O.)
We've been playing this cat and mouse game for months. But today I found out that we're running out of time.

INT. BACKSTAGE - LATER

Brenda and Donnie stand in the light blue hallway. An unspoken longing hangs in the air.

BRENDA
I can't believe you're leaving.

DONNIE
I know. It's so surreal. But it's something I have to do.

BRENDA
I get it. It's El Paso. It's the big leagues.

DONNIE
My only regret, really--

He hesitates.

BRENDA
It's okay. You can say it.

DONNIE
We could have made more music. Beautiful music. The timing--

BRENDA
I know, Donnie. I know.

DONNIE
Maybe in another life.

Donnie walks off, leaving Brenda breathless.

BRENDA (V.O.)
But I can't wait for another life.

MUSIC CUE: Nicki Minaj's *Starships*

EXT. STREET - DAY

Brenda sings along to the radio as she drives her 1992 red Porshe Carrera convertible down the streets of Largo. The landscape is flat. Strip-malls. Power lines. Arby's.

BRENDA (V.O.)
I have to have him. In <u>this</u> life.

Every time she gets going, she has to stop at a red light.

BRENDA (V.O.)
The real issue is that I'm too good a person. Most people would just cheat. But after my Dad cheated on my mom, that's not something I could ever do.

<u>INT. RED LOBSTER - AFTERNOON</u>

Brenda is at a table, the remnants of a lobster in front of her. She scavenges for scraps, and dips them in butter.

BRENDA (V.O.)
On a side note, what about a restaurant called "Butter" where every menu item can be dipped in melted butter?

Her best friend, NEIL JACOBS sits down. He's 31, cute but buttoned up, a neurotic over-thinker who enjoys a lively debate.

NEIL
Wow. Really long line for the bathroom. Just a really long wait.

BRENDA
So what?

NEIL
So it's not like I was in there all that time.

BRENDA
I wasn't even thinking that.

NEIL
Well, just in case.

Brenda smiles and shakes her head in disbelief.

BRENDA
I can't believe you're getting married.

NEIL
Well she still has to say yes. And I still have to ask. But I have it all planned out. Tonight at sunset, picnic on the beach--

BRENDA
You gonna eat that claw?

Brenda takes the claw off Neil's plate and goes to town.

BRENDA (CONT'D)
Go ahead. I'm listening.

NEIL
No you're not. You're fantasizing about your xylophone player.

BRENDA
Honestly, Neil. I've never felt such a powerful attraction. I need to have him. Just once. Just once and I can put him out of my mind.

NEIL
Maybe you should break up with Gary.

BRENDA
No way. I love Gary. Gary's the best. I'm not breaking up with Gary.

NEIL
So then forget about Donnie!

BRENDA
(frustrated)
Man, you're just... you're never going to get it. Let's say you had the chance to go to the moon. Or attend your own funeral. Or kill Hitler. If you didn't do it, wouldn't you always regret it?

NEIL
No! Having sex with Donnie is not the same as killing Hitler.

BRENDA
Can I just point out that whenever I bring up Hitler, you get a little upset.

NEIL
Are you being serious right now?

BRENDA
Not a big deal. Just something you might want to take a look at.

NEIL
Whatever. The point is, you can't have Donnie. You're just torturing yourself for no reason.

BRENDA
Not true. While you were in the bathroom taking the world's longest dump, I realized there's a way.

Brenda leans in, excited. Neil is intrigued.

BRENDA (CONT'D)
I'll convince Gary to have a threesome. That way, everybody wins.

NEIL
Wait. How does Gary win?

BRENDA
Because he... Weird. A minute ago it was totally clear how Gary won. Hold on...

(1995) INT. HISTORY CLASSROOM - DAY

Under the fluorescent lights, Brenda and her mom, SHELLEY MILLER (40), sit in the front row of student desks. Brenda opens and closes her *Lisa Frank* Trapper Keeper, making Velcro noises.

Shelley is jovial, easy-going, and has short hair. She wears blue velour pants and a black turtleneck (to hide that she's a little overweight). She's always sucking on hard candies.

SHELLEY
What am I doing here?

BRENDA
I don't know. Maybe I won an award or something.

Shelley is intrigued. Having seen out the last student, Ms. Whitaker shuts the door and takes a seat at her desk.

MS. WHITAKER
Thank you for coming in, Mrs. Miller. Has Brenda told you anything?

SHELLEY
She mentioned an award?

Ms. Whitaker looks at Brenda, who just shrugs.

MS. WHITAKER
There's no good way to say this. We were watching a movie today. The lights were off and Brenda was...

She can't quite bring herself to say it.

SHELLEY
Brenda was what?

MS. WHITAKER
Maybe she didn't realize she was doing it. Maybe she was caught in a trance. I don't know.

SHELLEY
Sorry, I'm still not quite sure...

Ms. Whitaker gives up.

MS. WHITAKER
Brenda, please wait in the hallway.

Shelley gives Brenda a look. A skeptical Brenda gets up, trudges to the door, and struggles to drag a desk into the hallway, bumping it against the door on her way out.

INT. HALLWAY - A LITTLE LATER

Brenda sits in the desk, looking around the hallway.

BRENDA (V.O.)
It was cool in the hallway. Relaxing. And soon my mind began to wander.

Brenda takes her locket and slides it to hang over her back.

BRENDA (V.O.)
In my fantasy, I'm a chef at Sizzler and Russell is my dishwasher.
(she shuts her eyes)
It's closing time. But Russell begs me to stay and cook him a steak--

We hear a door knob turn. Brenda snaps out of it just as her mom appears. They look at each other, both totally unreadable.

BRENDA
What?

SHELLEY
Let's go, Brenda.

Shelley heads off down the hall. Brenda follows.

(2013) INT. CHIROPRACTOR'S OFFICE - DAY

Brenda sits on a large red rubber ball. GARY MURPHY (38, ex-jock, think Ken Marino) wears scrubs and paces with excitement. He's a solid, gung-ho, big hunk of man, with a great head of hair.

GARY
...so then I crack her out. I almost got every vertebrae. Twenty-eight pops right down the spine!

BRENDA
Fantastic work, babe.

GARY
In a way, I'm a conductor too. The bones are my orchestra.

They both marvel at the thought for a beat.

BRENDA
You know how much I love you, right?

GARY
Of course. Is everything okay?

Gary sits down on the chiropractic table. Brenda takes Gary by the back of the neck and pulls his forehead to hers.

BRENDA
We are so connected. On an emotional level. On a physical level. Not only is the sex amazing, but I went back and watched the tapes and it looks amazing.

GARY
The shot through the fish tank?

BRENDA
Amazing.

She kisses him and leans back. Then she takes a deep breath.

BRENDA (CONT'D)
Okay. So you know how we always fantasize about having a threesome? Well, what would you say if I told you we could make that fantasy come true?

GARY
I'd say that sounds very exciting. Very cool. Who were you thinking?

BRENDA (V.O.)
It would've crushed him to know I had someone in mind.

BRENDA
I'm not sure. I hadn't actually thought that far ahead.

GARY
What about Dana from Home Depot?

Brenda pretends to mull over that suggestion.

BRENDA (V.O.)
People say that honesty is the best policy, but there are some other really great policies out there.

BRENDA
(epiphany)
Wait a second. Interesting. There's a guy in my orchestra who's moving to El Paso after tomorrow's show. We'd never have to see him again, so that's good.

GARY
Are you crazy? We're not choosing a guy. The fantasy is with a girl.

BRENDA
That's not my fantasy. My fantasy is two guys. Two guys, one Brenda.

GARY
No. No, no. I'm not into that.

BRENDA
I think maybe you need to take a look at what you just said.

BRENDA (V.O.)
It didn't feel good to go that route.

GARY
I'll admit it is a little hypocritical.

BRENDA (V.O.)
Gary <u>hates</u> hypocrites.

Gary rubs his eyes, trying to process this. Brenda slides off the ball to kneel in front of him.

BRENDA
Hey, look. I would never want you to do anything you're uncomfortable with. But I think this could be a really fun experience for us to share. Together. As a team. And then the next one can be with a girl.

Gary looks down to her. He's listening at least.

GARY
This is really that important to you?

BRENDA
It's my dream.

GARY
Then I guess...

Gary takes a deep breath. Brenda waits with anticipation.

GARY (CONT'D)
Okay. Let's do it.

Brenda smiles wide and jumps up to give him a huge hug. Gary's smile turns to concern as he rubs her back.

GARY (CONT'D)
Oh boy. Your L2 is way out of alignment. Breathe out.

Brenda does. Gary squeezes. There's a pop.

GARY (CONT'D)
There she goes.

Relaxed in his arms, Brenda is content. It's all coming together.

CUT TO BLACK.

<u>END OF ACT ONE</u>

ACT TWO

(2013) INT. BRENDA'S CONDO - LIVING ROOM - NIGHT

A roomy one-bedroom on the beach. Marble floors, gold sconces. It's trying hard to be art deco, but the Rooms-To-Go furniture doesn't quite get it there. The big, open living room is separated from the kitchen by a gigantic fish tank.

Brenda is putting a sheet on the couch, making it into a bed. PEARL GARDNER (now 30) sits on the La-Z-Boy watching her. With age, Pearl has become prouder and more dignified, even though her life has become a total mess.

PEARL
And Donnie's on board with your dirty little plan?

BRENDA
Not yet. That's the one missing piece. Now unfortunately for you, I need the living room tomorrow night.

PEARL
I don't see why the action can't happen in your room.

BRENDA
It will. But that's the landing pad. This is the launch pad.

PEARL
And where do you suggest I sleep?

Now that the sofa is made up, Pearl gets under the covers.

BRENDA (V.O.)
Sometimes I wonder if Pearl would die without me. She has no other friends. No money. It's been four months since she got kicked off the police force, and she still shows no signs of moving out.

BRENDA
We'll put you in the garage. We can pump up the air mattress.

PEARL
And whose idea was it to stash me next to the lawn mower? Gary's? He's trying to make me uncomfortable so that I'll move out and he can move in.

BRENDA
Nobody wants you to leave.

PEARL
That boy's always had it out for me, Brenda. I can feel it in my bones.

BRENDA
Oh stop, Gary loves you. Just last week he said, "That Pearl is a class act."

PEARL
(softening)
Gary said that?

BRENDA
Yeah!

BRENDA (V.O.)
Gary never said that. Gary doesn't like Pearl. But sometimes you tell people what they need to hear. Just because it can make their day.

Pearl smiles to herself and lays her head down.

(1995) INT. SHELLEY'S CAR - DAY

Shelley drives her mauve Toyota Camry. Brenda rides in back. The deafening silence is filled only by the sound of the blasting AC.

BRENDA (V.O.)
I couldn't tell if my mom was mad, or how much she even knew. But we were about to pass the mall, and I needed that bra. So I had to make my move.

BRENDA
What's polenta?

SHELLEY
I don't know. What is it?

BRENDA
I don't know.

SHELLEY
Brenda. Ms. Whitaker said you were inappropriate in class.

BRENDA
I wasn't.

SHELLEY
Did you touch your privates?

BRENDA
No.

SHELLEY
Were you rubbing your privates against your desk?

BRENDA
No.

SHELLEY
She said you were squirming about.

Brenda looks out her window and stares at the scenery.

SHELLEY (CONT'D)
I wasn't there. I don't know what you did or didn't do. Just don't ever squirm about.

BRENDA
Mom?

SHELLEY
What?

BRENDA
I feel really ashamed.

This breaks Shelley's heart. She doesn't know what to say.

BRENDA (V.O.)
But I didn't feel ashamed at all. I read about masturbation in my dad's Penthouse magazine. Everyone does it. Even animals do it. It's one of our most basic God-given rights.

SHELLEY
It's okay. You just don't want her to think you're doing that.

BRENDA
Can we go to the mall now?

SHELLEY
Sure.

They continue down the road in silence. Brenda scratches the grape sticker on her Trapper Keeper and inhales it deeply.

(2013) INT. ANYTIME FITNESS - THE NEXT AFTERNOON

It's a small fitness center in a strip mall. Brenda stretches, wearing a tank top and yoga pants. Neil, in street clothes, sits on a workout bench.

NEIL
I was so close. We were walking along the beach. I had the ring in my pocket. But then... I don't know.

BRENDA
You didn't propose? What happened?

NEIL
We started talking about *Memento*. I was trying to explain that it's not <u>just</u> a story told backwards. The whole phone conversation, the one in black-and-white is told <u>forwards</u>. <u>And</u> it actually takes place <u>before</u> any other scene in the movie.

Brenda picks up some two-pound dumbbells and starts curling.

BRENDA
So what?

NEIL
She couldn't understand it. No matter how many times I explained it, she just couldn't wrap her head around it. And what's worse, she didn't even seem to care.

BRENDA
<u>That's</u> what stopped you?

NEIL
It just made me think... maybe Jenny isn't the <u>perfect</u> girl for me.

BRENDA
Okay. So I read this fantastic article last year about how when we're kids, we create this vision of our perfect mate, usually based on a movie star. For me it was William Sadler.

NEIL
The bad guy from *Die Hard II*?

BRENDA
Exactly. And that's why people have so much trouble committing.

Brenda sets down her weights and sits beside Neil.

BRENDA (CONT'D)
Sure, you always thought you'd marry some hot movie buff who's interested in your geeky, super-involved discussions. But look at what you have. Jenny's an incredible woman. You love each other. Don't throw it away because of what some little kid always dreamed of. Even if that kid did happen to be you.

Neil considers this. Maybe she has a point.

NEIL
I think that might actually be amazing advice. Where'd you read that?

BRENDA
Penthouse. They've got some pretty sharp talent on staff these days.

(1995) INT. BURDINE'S DEPARTMENT STORE - LATER

MUSIC CUE: *A Whole New World* from Aladdin (sung by Peabo Bryson and Regina Belle) plays over the sound system.

We're looking out over the makeup counter to a row of glass doors. The Florida sun bounces off the concrete and blasts through them, as Brenda and Shelley enter.

SHELLEY
I'm going to the Lancome counter to see if they have a gift-with-purchase.

Shelley walks off. We follow Brenda as she heads into the intimates section. She lets her hand brush by the hanging bras.

BRENDA (V.O.)
I was looking for something very specific. Something classy. But also a little slutty.

Brenda stops and looks up at a busty mannequin, wearing a garish, lace-lined, emerald green push-up bra.

BRENDA (V.O.)
And there it was. The sluttiest, classiest bra I had ever seen.

INT. BURDINE'S DEPARTMENT STORE - LATER

Shelley and Brenda are at the register. Brenda anxiously taps her fingers on the counter in rhythm with the music. The CASHIER scans some tights, a T-shirt, a belt...

SHELLEY
When we get home you're cleaning your oboe. If it rusts we won't get the deposit back from the school and I'm--
(noticing)
What is this? This isn't ours.

Shelley takes the bra out of the cashier's hands.

BRENDA
No, that's mine. I'm getting that.

SHELLEY
Not with my money you're not.

BRENDA
All of my friends have bras like this.

SHELLEY
Yeah? Which friends?

BRENDA
It's not my place to say.

SHELLEY
Dammit, Brenda! Stop trying to grow up so fast!

Brenda stands there frozen, knowing she's pushed too far. Shelley takes a deep breath and exhales.

SHELLEY (CONT'D)
Go put back the bra.

Brenda takes it, and we follow her.

BRENDA (V.O.)
I really did try to buy that bra. So it's not my fault what happened next.

She gets to the rack of bras, glances around and then stuffs the bra into her overalls. A rush of adrenaline washes over her.

BRENDA (V.O.)
If I have to be a thief to be a lover, that's an easy decision.

INT. SHELLEY'S CAR - LATER

Shelley and Brenda (in the back seat) are parked outside of *Wendy's*, silently eating Frosties with a spoon.

BRENDA (V.O.)
Also I plan on returning it after the party. And my mom didn't even have to buy it. So this way, everybody wins.

BRENDA
More Frosty, please.

Brenda holds out her clear, plastic courtesy cup. Shelley scoops some more chocolate Frosty into it from the real cup.

(2013) INT. RUTH ECKERD CONCERT HALL - NIGHT

Brenda stands at the podium, in her tuxedo, conducting. Her hair slicked back in a pony tail, she looks dapper, elegant.

She brings the orchestra smartly to the end of the piece. The audience applauds. Brenda turns, puts her hands together, closes her eyes and does a half-bow. She speaks into the mic.

BRENDA
Our final piece this evening is for all of you dreamers out there. It's about taking chances. Experiencing new things. Accepting new offers.

Brenda gives a quick look back to Donnie.

BRENDA (CONT'D)
Being open to new situations. Not overthinking or judging. It's about saying yes. To yourself. To others. To life.
(then)
Or it might mean something different to you. That's the beauty of music. That's why we do this crazy thing called symphony orchestra.

Brenda turns back to her orchestra, lets down her ponytail, and shakes it out. She takes a breath, raises her arms, and begins to conduct with incredible energy and passion. The piece is *Bugler's Dream* by Leo Arnaud (the Olympics theme).

BRENDA (V.O.)
I rode them harder than I'd ever rode them, challenged them to play at a level they never even knew existed.

QUICK CUTS of Brenda as the piece goes on. Her hair thrashes around, wet with perspiration. Sweat stains appear on her shirt. Her arms swing wildly in all directions. The tempo gets faster and faster. The orchestra struggles to keep up.

BRENDA (V.O.)
I believe we all changed that night. And Donnie... Donnie played like a God.

Donnie's hands are a blur as they generate rippling sheets of xylophone arpeggios. The piece builds to its climax.

BRENDA (V.O.)
Some say conducting is an art. For others, it's a profession. But they're both wrong.

Finally the piece ends. Gary leaps to his feet in wild applause, and the audience follows. A standing ovation. Brenda steps off the podium, comes to the front of the stage, and breaks her conductor's baton in two.

BRENDA (V.O.)
It's my life.

She bows.

INT. RUTH ECKERD HALL - LOBBY - LATER

The closing night reception is in progress. Old people mill about. Brenda and Gary chat with Donnie. Brenda is now in a low-cut sweater. Donnie wears his usual vest with no shirt.

BRENDA
...and did you like how I pulled that crescendo on measure twelve?

DONNIE
I know! We were all like, "Whaaaaaat?"

BRENDA
The horn section probably crapped their pants.

Brenda and Donnie laugh. Gary laughs faintly, trying to keep up. Once the laughter dies down, Brenda lets out a sigh.

BRENDA (CONT'D)
Tell you what. Donnie, go pack up your stuff. I'm taking you boys to dinner. My treat.

INT. SUBWAY - LATER

Brenda talks to a SANDWICH ARTIST. Gary and Donnie hang back.

BRENDA
Toasted. Definitely toasted. Donnie. You want cheese on yours?

DONNIE
Pepperjack.

BRENDA
I have some wine back at my place so... maybe just one more footlong and we're all set.

(1995) EXT. PJ GRAYBECK'S HOUSE - SUNSET

It's a two-story, beige stucco house, with a red Spanish tile roof. *Here Comes the Hotstepper* by Ini Kamoze plays inside. Brenda and Pearl stand at the front door. Brenda knocks.

The door opens revealing PJ GRAYBECK (14, meticulous, curly hair, diamond earring, wearing a tank top). Brenda turns back to the street and gives a quick thumbs up to her mom, who's been waiting in the car. Shelley drives away.

BRENDA
Hey, PJ. We're here for the party. Russell invited me.

PJ
(to Pearl)
And who invited you?

PEARL
Brenda.

PJ
Who's Brenda?

BRENDA
I am. I'm Brenda.

PJ
Who said you could invite people?

PEARL
It's okay. I'll wait outside. I have some stuff I have to do.

Pearl sits down in the grass and eats Pez from a Santa Claus Pez dispenser. Brenda turns back to PJ.

BRENDA
Listen up, PJ. If Pearl stays outside, then I stay outside. And I don't think Russell is going to be very happy about that.

PJ wrestles with Brenda's ultimatum for a moment.

PJ
Fine. She can come too. But she can't participate in the games.

Pearl gets up and they follow PJ into the house.

INT. PJ'S HOUSE - REC ROOM - LATER

Balloons and streamers are taped to the wall. There's a bumper pool table, a treadmill, a huge projection TV, and some beanbag chairs. All of the kids are gathered around PJ.

PJ
You write down your name, and the name of the person you most want to make out with. If that person writes your name down, you'll spend three minutes in the magic closet together.

Pens and index cards are being solemnly passed around.

PJ (CONT'D)
If your preferred make-out doesn't write you down, you enter the wild card bracket, where you'll be paired with somebody who wrote you down. Wild card make-outs take place in the broom closet. Good luck everyone.

Brenda looks across the room to Russell. They lock eyes for a moment. Then Brenda writes on her card. Next to her, Pearl is trying to load up her Pez dispenser, but it keeps snapping shut.

BRENDA
Why do you load them up when you're just going to eat them?

PEARL
Tastes better.

MUSIC CUE: Big Mountain's *Baby, I Love Your Way*

(2013) EXT. BRENDA'S CONDO - NIGHT

The balcony curtains flap in the wind. We PUSH PAST them into...

INT. BRENDA'S CONDO - LIVING ROOM - CONTINUOUS

Most of the mood lighting comes from some candles, the electric fireplace, and the fish tank. Brenda, Gary, and Donnie sit on the floor, five footlongs and a bottle of wine in front of them. They chew on their sandwiches, taking in the moment.

GARY
So where you from, Donnie?

DONNIE
Tampa.

GARY
Oh cool. Very cool.

Brenda looks at Donnie and shakes her head with reverence.

BRENDA
You always have the most incredible vests. Gary, I bet you'd look good in a vest.
(to Donnie)
Can Gary try on your vest?

DONNIE
I don't see why not.

Donnie takes off his vest, leaving him bare-chested. Gary stands and takes the vest from Donnie.

BRENDA
Try it shirtless, babe. I want to get the full effect.

Gary timidly takes off his shirt and puts on Donnie's vest. It's a little snug so he has trouble buttoning it.

BRENDA (CONT'D)
Looks great, babe. We should get you some vests.

DONNIE
You can have that one if you want.

GARY
No, man. I can't take your vest.

DONNIE
Go for it. I've got plenty of vests.

BRENDA
Take the vest, babe. It's a whole new look for you.

GARY
Thanks, Donnie. Thanks a lot.

Gary sits down, feeling awkward. After a beat...

BRENDA
Hey, Gary. Can I try on your new vest?

Brenda takes off her sweater, leaving her in just a garish, red-velvet bra with black leather trim. Gary takes off the vest and hands it to her, leaving him bare-chested. As she puts it on, she looks over at Donnie who takes a bite of his sandwich.

BRENDA (V.O.)
I couldn't figure it out. Donnie just couldn't seem to get the hint.

Brenda lies down with her head in Gary's lap. Then she puts her feet in Donnie's lap.

BRENDA
This is nice. This is special. Will you rub my feet, Donnie?

Donnie isn't sure what to make of this. He puts down his sandwich. Then he looks at Gary, who smiles uncomfortably.

DONNIE
What's happening here?

BRENDA
(sitting up)
I don't... how do you mean?

DONNIE
It kind of seems like you guys are trying to get a threesome started.

Brenda and Gary start laughing.

GARY
What? Why would... what?

BRENDA
Is he kidding? Are you kidding?

DONNIE
That's just what it seemed like.

BRENDA
(casually)
I mean... were <u>you</u> trying to start a threesome with <u>us</u>?

Brenda waits for an answer. Donnie is bewildered.

CUT TO BLACK.

<u>END OF ACT TWO</u>

ACT THREE

(2013) INT. BRENDA'S CONDO - LIVING ROOM - CONTINUOUS

We pick up where we left off, with everyone still on the floor.

BRENDA
I'm not saying we'd be against the idea, necessarily. Is it something that interests you?

DONNIE
I'd do it.

BRENDA
(smiling mischievously)
Okay. So can I tell you the truth?
(to Gary)
Should we tell him?

GARY
Sure.

BRENDA
We were totally trying to start a threesome with you.

DONNIE
I knew I was feeling a vibe.

BRENDA
That's because we were putting one out there!

DONNIE
I get it, I get it. This would be my fifth threesome, actually, so...

BRENDA GARY
Wow. That's great. Very cool. Yeah.

DONNIE
So if you want, I could lead the way. I'm comfortable in that role.

GARY
Or I could lead the way. I'm comfortable in that role too.

BRENDA
I'm sure you'd be great, babe. But given Donnie's experience...

INT. BRENDA'S CONDO - BEDROOM - MOMENTS LATER

The room is dimly lit. They each stand on a side of the bed.

DONNIE
First, we all take off our pants.

Brenda and an apprehensive Gary look at each other: “Here we go.” Everyone unzips and slides out of their pants. *Note: we now shoot from the waist up.* Gary and Brenda stare at Donnie. He is suddenly extremely vulnerable.

DONNIE (CONT’D)
It’s not much. But I make it work for me.

BRENDA
I think it’s very beautiful.

Brenda nudges Gary.

GARY
It’s very beautiful, Donnie.

DONNIE
Thank you.

(1995) INT. PJ’S HOUSE - REC ROOM - NIGHT

All the kids are gathered around PJ, who holds the stack of completed index cards.

PJ
I will now reveal the makeouts. We’re on a tight schedule here, so please, please be ready to go into the closet when your turn comes.

PJ flips over the giant white board beside him and everyone rushes up. Brenda scans the list until she lands on Russell’s name. Then she sees who he’s paired with: “Megan.”

Totally confused, Brenda goes over to PJ, who’s carefully cleaning the back of a *Hootie* CD with a micro-fiber cloth.

BRENDA
There’s been a terrible mistake. I’m supposed to be paired with Russell.

PJ
Yeah, um... if Russell had wanted to make out with you, he would have written down your name.

BRENDA
Can you check again please?

PJ picks up the stack of cards, finds Russell’s, and shows it to Brenda. There’s Megan’s name, clear as day. She’s baffled.

BRENDA (CONT’D)
Check again.

PJ
There's no checking again. This is it. This is his card. There's no other way to check.

An off-balance Brenda pushes her way through the crowd to where Russell is standing, eating a Handi-Snack. He spreads cheese on a cracker with the little red stick.

BRENDA
What gives, Russell?

RUSSELL
Hey Brenda.

BRENDA
Don't 'Hey Brenda' me. Why didn't you write down my name?

RUSSELL
Because I'm into Megan.

BRENDA
Megan?! What about me?

Pearl wanders up to stand behind her friend.

RUSSELL
I don't know. You seem fine. But you're not really my type.

BRENDA
Why don't you think I'm your type?

RUSSELL
Come on, this is weird.

BRENDA
Yeah, cuz you made it weird. Why am I not your type?

RUSSELL
I guess I just like... I like thinner girls.

This knocks the wind out of Brenda. She stands there for a beat, stunned. Then she nonchalantly sucks in her gut.

BRENDA
Why did you invite me then?

RUSSELL
You see that kid over there?

Brenda turns to look where Russell is pointing. A small, nerdy BOY stands across the room, pretending not to watch.

RUSSELL (CONT'D)
He wrote a book report for me. I owed him a favor.

Mortified, Brenda walks away.

(2013) INT. BRENDA'S BEDROOM - LATER

Gary and Donnie sit cross-legged on the bed, naked, holding pillows over themselves. Brenda (still in her vest) lights a few candles on the nightstand.

DONNIE
And finally, will this be a pure round-robin structure? Meaning that every possible combination...?

GARY
No, it won't. No offense.

DONNIE
None taken. Okay, now that we've set the ground rules, let's begin.

BRENDA
This is so exciting!

Brenda sits down, and a wave ripples across what we now realize is a waterbed. This throws Donnie and Gary a little off-balance. They all try to get comfortable. But whenever one of them moves, they all move. Finally, they settle in.

DONNIE
I will begin by kissing Brenda.

Donnie kisses Brenda softly on the lips. She tries not to let her exhilaration show. Donnie leans back and looks at Gary.

DONNIE (CONT'D)
Now you will kiss Brenda.

Gary leans in and kisses Brenda. And he keeps kissing her.

DONNIE (CONT'D)
Very good. Now we change again.

But Gary isn't stopping.

DONNIE (CONT'D)
And now we change again.

Gary pulls away. He looks a little perturbed.

BRENDA
This is great, babe. I'm loving this.

DONNIE
It's just... we have to take turns. That's the only way this works.

GARY
And I get that. I think I was more responding to your tone, actually.

DONNIE
Oh, I'm sorry, man. I didn't realize.

GARY
It's fine. Let's just keep going.

DONNIE
So Brenda, why don't we get you reclined to a comfortable position.

FROM ABOVE we see Brenda lie down on her back.

DONNIE (O.S.) (CONT'D)
Gary, you'll take her left side. And I will take her right.

Donnie and Gary lay down into frame, and snuggle into Brenda.

DONNIE (CONT'D)
You can unbutton her vest now.

Gary ignores Donnie and starts to kiss Brenda.

DONNIE (CONT'D)
Go ahead and unbutton her--

GARY
I heard you the first time. Jesus.

DONNIE
I'm just trying to keep the flow.

GARY
Maybe I'm feeling a different flow.

BRENDA
(sitting up)
Let's all just relax. I'll go grab our drinks. We still have half a cold cut combo--

GARY
No, don't bother. It's over. I can't do this.

Gary gets up and frantically searches for his clothes.

BRENDA
But I thought it was going well.

GARY
I have to get out of here.

BRENDA
What's wrong, babe?

GARY
I just can't do it.

BRENDA
But I don’t understand--

GARY
I just can’t, okay!

BRENDA
But--

GARY
I’m not taking orders from a black man!

Brenda is stunned into silence. Donnie isn’t sure how to react. Gary stands there, chest heaving.

BRENDA (V.O.)
There are some moments in life when everything slows down, and everyone is thinking about the exact same thing. I'll never forget that moment. I'll tell my kids about it, and they'll tell their kids. It'll live on longer than I will.

GARY
I didn’t mean that.

BRENDA
(to Donnie)
He seriously didn’t mean that.

DONNIE
Then why’d he say it?

Brenda looks to Gary.

BRENDA (V.O.)
I was praying he had a good answer.

GARY
I don’t know. It just came out. I felt flustered and uncomfortable, and then, I don’t know. I just said it.

BRENDA (V.O.)
But that wasn't a very good answer.

DONNIE
Maybe I should go.

BRENDA
No. Absolutely not. If anyone should go...

But she can't finish. She just looks down, saddened by this turn of events. Gary nods and solemnly puts on his clothes.

GARY
So does this mean we're...

Brenda tries to process everything that just happened.

BRENDA (V.O.)
It all made sense, in a way. That joke he cracked at Karla's wedding. His surprisingly negative reaction to the movie Boomerang. The way he treated Pearl. I mean, we're all a little racist, especially when we're driving, but Gary had something else going on.

BRENDA
I'll call you tomorrow.

Gary exits. Donnie and Brenda sit there until they hear the front door slam. Neither knows what to say.

DONNIE
Do you still want to...

Brenda considers the offer.

BRENDA
I don't know. I don't really feel like it now.

DONNIE
I hear that.

BRENDA
Maybe we could just jam a little?

MUSIC CUE: *What a Wonderful World* (Instrumental)

INT. BRENDA'S CONDO - LIVING ROOM - LATER

Now dressed, Brenda and Donnie jam together, she on her oboe and he on his xylophone. It's beautiful, soulful, aching.

BRENDA (V.O.)
The truth was, I had no desire to sleep with Donnie anymore. Maybe it was because I could.

As the bridge kicks in, Brenda sets her oboe down and begins to gently conduct Donnie. They're both savoring the moment.

BRENDA (V.O.)
Or maybe when two people connect that deeply on a musical level, sex becomes redundant.

A full orchestra joins in as we DISSOLVE TO:

INT. BRENDA'S CONDO - FOYER - LATER

Donnie's at the front door, xylophone packed in its case. It's an emotional farewell as they hug goodbye. She watches as he walks towards a waiting taxi.

BRENDA (V.O.)
I wondered if maybe I could still date Gary. Because aside from his racism, he really was pretty great.

Brenda shuts the door, takes out her phone and dials.

BRENDA (V.O.)
I knew the answer was probably no. But I wanted to run it by Neil.

BRENDA
(into phone)
Hey. You still awake?
(beat)
Oh my God! Congratulations!

MUSIC CUE: Dave Matthews Band's *Satellite*

(1995) INT. PJ'S HOUSE - BROOM CLOSET - LATER

The muted music can be heard through the closet door. Crammed in there, Brenda and the small, nerdy boy face each other. She's much taller than he is. He's nervous, breathing heavily. Neither of them knows what to say.

BRENDA
So what grade are you in?

BOY
Same as you. We're in the same homeroom.

BRENDA
I guess I never noticed you.

BOY
I'm there.

The boy half-chuckles and looks away. Brenda can tell this is painful for him. She tries to make him feel better.

BRENDA
I like your shirt.

BOY
(brightening)
I can't tell if it's short-sleeve or long-sleeve. So it's confusing.

BRENDA
It's short-sleeve. You just have to grow into it.

BOY
Yeah. I guess so.

Brenda smiles. There's something endearing about this kid.

BOY (CONT'D)
So, um... should we kiss?

BRENDA
I kind of have my eye on someone.

BOY
I get it.

BRENDA
We can still be friends though. What's your name?

BOY
Oh, yeah... I'm Neil.

A beat. Neil puts out his hand. She shakes it.

BRENDA
I'm Brenda.

NEIL
(with a chuckle)
I know.

BRENDA
Do you think I'm fat, Neil?

NEIL
Not at all. I think you're perfect.

Now Brenda looks away, unsure of how to take this in. After a beat, she turns back to Neil.

BRENDA
Listen. I'm saving my first kiss for Russell, but you can touch my boobs if you want.

NEIL
No thanks.

BRENDA
Really?

NEIL
If I ever do get to touch your boobs... I think I want it to be for real.

They stand there staring at each other.

(2013) INT. PERKINS (it's like Denny's but worse) - LATER

TIGHT ON on a modest engagement ring. We PULL BACK to see Brenda sitting in a booth across from Neil and JENNY (28, sweet, pretty, a little flighty).

JENNY
...at first I was confused, because he didn't get down on one knee.

NEIL
We were on the beach. What do I need to get all sandy for?

Jenny swats at Neil's head. He laughs, fending her off.

BRENDA
I already have some amazing ideas for my toast. This is so exciting!

NEIL
So how'd it go for you tonight?

BRENDA
Um... it was...

BRENDA (V.O.)
It was hard to talk with Jenny there.

BRENDA
It was good. It was fun.

They sit there for a beat. Then Jenny gives Neil a covert nudge. Brenda notices. Neil checks the time on his phone.

NEIL
We should probably get going.

JENNY
It's just... we're driving up to Pensacola early in the morning to tell my parents the news in person.

BRENDA
I should actually go too. I just remembered I left Pearl in the garage.

MUSIC CUE: Fun's *Some Nights*

EXT. PERKIN'S - LATER

It's starting to rain. Brenda runs to her Porsche and gets in. Across the parking lot, Neil is getting into his car. He stops and blows Brenda a big kiss. She smiles. Then she turns on her car and pulls out of the parking lot as we DISSOLVE TO...

(1995) INT. SHELLEY'S CAR - LATER

Brenda sits in the back, looking out the window trying to make sense of her night. Pearl sits beside her, sleeping. FROM THE BACK SEAT, we see that Shelley is driving. Then we PAN OVER to find a man, Brenda's DAD, in the passenger seat.

(2013) INT. BRENDA'S CAR - LATER

Brenda drives. Rain pelts the windshield.

BRENDA (V.O.)
As I drove home tonight, I realized that Gary wasn't the one for me. Because when I thought about breaking up with him, I started to feel relieved.

(1995) INT. SHELLEY'S CAR - LATER

Shelley pulls up to an apartment complex. Pearl hops out and heads for the entrance.

BRENDA (V.O.)
I'm starting to think that boys my age are really immature. Russell just doesn't get it yet. But one day he will. One day they all will.

Brenda notices her dad take her mom's hand in his. After a beat, Shelley pulls her hand away and puts it on the steering wheel. Brenda looks up, trying to read her mother's unreadable expression. As Shelley drives away, we DISSOLVE TO...

(2013) EXT. BRENDA'S CONDO - LATER

The rain is starting to subside as Brenda pulls into the driveway and presses the clicker.

BRENDA (V.O.)
Somehow I'd convinced myself that Gary was the one. And maybe Donnie came into my life to make me see that he wasn't.

The garage opens revealing a half-asleep Pearl, sitting up on an air mattress, completely disoriented. Brenda shuts off the car, gets out and escorts her to the door.

PEARL
How'd it go?

BRENDA
Gary's a racist.

PEARL
I knew it was something.

BRENDA (V.O.)
The good news is I'm back on the market. It'll be fun to pull out the old bag of tricks after so many months on lockdown.

They head inside and we DISSOLVE TO...

(1995) INT. BRENDA'S HOUSE - BATHROOM - LATER

Brenda wears a long T-shirt that says, "Making it Happen." She brushes her teeth while looking in the mirror.

BRENDA (V.O.)
If Russell thinks I'm going to start exercising just to make out with him, he's got another thing coming. That's not how I play the game.

She spits into the sink, then sucks in her cheeks, imagining a thinner face as we DISSOLVE TO...

(2013) INT. BRENDA'S CONDO - BATHROOM - LATER

Brenda wears a long T-shirt that says, "Living the Dream." She looks in the mirror, trying to smooth the wrinkles on her forehead.

BRENDA (V.O.)
Tonight turned out to be quite a doozy. I lost my boyfriend. I lost my musical soulmate. And now I think I'm starting to lose my best friend.

(1995) INT. BRENDA'S HOUSE - BEDROOM - LATER

Brenda sits in bed, writing in her diary.

BRENDA (V.O.)
I'll never change for a man. I'll never change for anything.

(2013) INT. BRENDA'S CONDO - BEDROOM - LATER

Brenda sits in bed, writing in her diary.

BRENDA (V.O.)
It's been seventeen years since I met Neil. God, it's gone by in a flash.

We continue to DISSOLVE between the past and the present as the MUSIC BUILDS.

YOUNG BRENDA (V.O.)
Because you can't change the world if the world is changing you.

BRENDA (V.O.)
Time keeps moving faster and faster.

YOUNG BRENDA (V.O.)
On the bright side, I might have made another friend.

BRENDA (V.O.)
I wish it could slow down. Just a little.

YOUNG BRENDA (V.O.)
Maybe we can hang out at the food court next week.

BRENDA (V.O.)
I wish things could stay the same...

In both the past and the present, Brenda looks up from her diary to consider everything. After a moment, she goes back to writing.

YOUNG BRENDA (V.O.)
Until tomorrow. Brenda.

BRENDA (V.O.)
...forever.

(2013) Brenda shuts her diary and puts it on the night stand. Then she switches off the lamp. Lit now by only the moonlight coming through the window, Brenda rotates her necklace until the locket hangs down her back. We PUSH IN on her eyes, hopeful as always. She closes them and we...

FADE TO BLACK.

THE END