

FADE IN:

EXT. BENBOW HIGH SCHOOL - FRONT LAWN - DAY (1985)

Graduation Day in a small town. Blue sky, green grass, white chairs full of proud Parents. PRINCIPAL MILLER finishes at the podium:

PRINCIPAL MILLER

...So I present to you, our newest alumni, the graduates of Benbow High's class of 1985.

The seventy-five GRADUATES shift their tassels, then join in the congratulatory cheer.

Delicately handsome JEREMY sweeps his fellow graduate, beautiful, fresh-faced CAROLYN, off the ground and twirls her in the air.

JEREMY

We did it, Carolyn, we're free!
Free to be you, free to be me, free
to be together all summer -- we're
finally, fantastically free!

He sets her down and holds his arms out wide, fingers threaded together to make a circle. Carolyn hesitates, bites her lip.

JEREMY (CONT'D)

Carolyn?

Carolyn ducks into his loop and loops her arms over his head so that she's inside his arm circle and he's inside hers.

JEREMY (CONT'D)

That's better. I was thinking if your parents are cool with it, we could head out to the lake this weekend.

CAROLYN

I can't, Jeremy, my aunt's in town.

JEREMY

So we can go next week. No biggee.
(then; sensing)
What? What's wrong?

CAROLYN

Jeremy...

JEREMY

Yes, love dollop?

Carolyn takes a deep breath, puts on a brave face.

CAROLYN

I took a job in the city, interning for a publishing house.

JEREMY

Why didn't you tell me?

CAROLYN

It just happened, my aunt set it up --

JEREMY

But San Francisco's five hours away,
how will we see each other?

Carolyn's lip quivers. She looks away.

CAROLYN

Please don't make this any harder.

JEREMY

What're you saying? Make what harder?

CAROLYN

Jeremy, I can't see you anymore.

JEREMY

But you said you love me.

CAROLYN

I do love you.

JEREMY

And what we have is true love, like
Sean and Madonna, you said --

CAROLYN

-- It is, we do. I'm sorry...

Jeremy wrenches himself free of their arm circle.

JEREMY

You can't take that for granted.
It's one in a million -- one in a
hundred million! You think this
happens every day?

(then; softly)

You're my Carolyn. Whatever's broken,
we'll fix it, together.

Carolyn's tears spill over. She clears her throat.

CAROLYN

We're young with our whole futures
in front of us --

JEREMY

What are you talking about?

CAROLYN

We're going to fall in and out of
love with so many people, so many
times --

JEREMY

-- Where'd you get this? This isn't
like you --

CAROLYN

-- Please --

JEREMY

-- What? Make ripping my heart out easier on you? There's only one true love and you just threw it away.

CAROLYN

Jeremy, you're still my best friend.

She reaches for him. Jeremy slaps her hands away.

JEREMY

No one will ever love you like I did.

He stumbles into the staring crowd and Carolyn falls to her knees.

Her parents, GERALD and VIVIAN, hurry toward her, accompanied by fashionably dressed aunt NICOLE. Vivian throws an accusing look at her sister.

VIVIAN

What did you say to her?

NICOLE

Trust me. In ten, twenty years, she won't even remember Jeremy.

She places a reassuring hand on her niece's shoulder and Carolyn looks up, wet eyes filling with hope. MATCH CUT TO:

INT. CAROLYN'S APARTMENT - BEDROOM - DAY

Carolyn (mid 30s) slowly awakes, pats the far-side pillow to find only a long-stemmed red rose and folded red letter.

SUPER READS: Twenty years later

Carolyn, older but still beautiful with an open, friendly face, sniffs the rose and reads the letter.

CAROLYN

"Carolyn, my darling..."

She wraps a robe over her red pajamas as Richard's warm, lilting VOICE takes over:

RICHARD (V.O.)

...On this day of Valentine, this sovereign commemoration of lovers embraced in gossamer glow, know that I do not require a calendar to mark the date of my affection...

IN THE KITCHENETTE

Carolyn shuffles in with her letter, switches on the coffee, puts a tray of muffins into the oven.

RICHARD (V.O.)
...No single day can contain its
mass, so complex is it in its
intricate magnitude that all the
spirits in all the heavens could not
together unravel its simple, humble
declaration...

IN THE LIVING ROOM

Carolyn throws open the curtains of a large window looking
out over San Francisco's Nob Hill, coastal fog thinning.

RICHARD (V.O.) (CONT'D)
I whispered it softly in your ear...

IN THE BATHROOM - A SERIES OF ANGLES

RICHARD (V.O.) (CONT'D)
"Can you hear me?" I dared ask.
Your warm breath grazed my skin in
tender response...

Carolyn yawns, smells her morning breath, grimaces --

RICHARD (V.O.) (CONT'D)
To smell the wisps of your golden
locks cascading over the pillows...

-- Runs her hands through her dark mop of hair --

RICHARD (V.O.) (CONT'D)
To inhale your fragrant essence...

-- Vigorously rubs on the extra-strength deodorant --

RICHARD (V.O.) (CONT'D)
To touch the grace that is your
perfection...

-- Pokes at the pimple on her forehead --

RICHARD (V.O.) (CONT'D)
To know we're together as one, like
Siamese lovers conjoined at the
heart...

-- Spits and puts her toothbrush in an otherwise empty cup.

IN THE LIVING ROOM

Letter still in hand, Carolyn removes the cover from her
Umbrella Cockatoo's (LOUIE) cage and heads for the front door.

RICHARD (V.O.) (CONT'D)
...Inseparable, insatiable, ineffable.

EXT. CAROLYN'S APARTMENT - DAY

Carolyn retrieves the newspaper from the stoop, then stops to
watch the sun burn through the last vestiges of fog.

RICHARD (V.O.)
Shall I unveil to you, my darling,
this mystery of the soul that has
confounded kings and lifted poets to
its rapturous pyre? I love you.

Such a clear, brisk day for February that Carolyn must breathe
it in and smile.

INT. CAROLYN'S APARTMENT - LIVING ROOM - DAY

Setting her coffee on the dining table, Carolyn sits with the
open letter and folded newspaper.

RICHARD (V.O.)
Now I must ready for today's toil.
Know that I will carry your memory
to occupy the emptiness, looking
forward to tonight when we shall
again be together. Nine o'clock, Le
Coeur Rouge. I'll be waiting.

There's a picture of "Dr. Richard Wright" holding his prized
artificial heart on the front page, a story about the ground-
breaking transplant he'll perform today. Carolyn runs a finger
over his handsome face.

RICHARD (V.O.) (CONT'D)
Kisses, Richard.

-- Followed by SLURPY KISSING NOISES and Carolyn flinches.

RICHARD (V.O.) (CONT'D)
P.S. Wear something magic.

Louie SQUAWKS, then imitates the same KISSING NOISES.

CAROLYN
Any more of that and no breakfast.

She goes to fill the birdseed bowl.

LOUIE
Love me, love me.

CAROLYN
Love you, Louie.

LOUIE
Set me free.

CAROLYN
Not 'til you promise to come back.

LOUIE
Heart breaker.

IN THE KITCHENETTE

Carolyn checks the oven and refills her mug. She snaps the
paper open. A small pink envelope falls out. She freezes.

IN THE LIVING ROOM

Carolyn bolts the door fast, eyes the locked windows. Finally, she focuses on the pink envelope on the floor.

BACK IN THE KITCHENETTE

Carolyn rips open the envelope, finds one of those silly valentines that kids exchange. In red ink, someone wrote:

THE CARD: DIE! NO ONE WILL CARE WHEN YOU'RE GONE!!!

BACK TO SCENE

Carolyn reacts with a shudder.

IN THE LIVING ROOM

A filing cabinet. Carolyn's hands shake as she slides the card into its envelope, writes "V-Day in paper" on it and drops it in a file labeled "Valentines," stuffed with a dozen other pink envelopes. She slams the drawer shut.

CAROLYN

You'd care if I died, wouldn't you?
'Til the food ran out, anyway.

LOUIE

Pretty day.

Carolyn takes a deep breath of resolve.

CAROLYN

Yes... The day we've been waiting
for.

INT. MILL BUILDING - THIRD FLOOR - DAY

The aged elevator door CREAKS open and BETH, late-20s going on 40, spills out with her arms full of stuff. A DELIVERY GUY with a red overnight envelope plows into her.

BETH

Working mother trying to disembark!

DELIVERY GUY

Hey, you work here?

BETH

You're quick. No wonder they trust
you with the overnights.

She untangles her keys to unlock an office with signage indicating "Love Notes".

DELIVERY GUY

Whatever. I need a signature --

Beth gets the door open, a phone inside RINGING. She shoves her stuff into his arms --

BETH
Hold on, take this.

INT. LOVE NOTES - DAY

Beth shoots over to the front desk and grabs the cordless.

BETH
(into phone)
Love Notes.

INT. CAROLYN'S APARTMENT - BEDROOM - DAY

Carolyn on her red cell, pulling on red yoga pants and fitted white T-shirt. She throws a pair of heels in her gym bag.

CAROLYN
(into cell)
Hi Beth. Gotta stop by the bank and sign the loan papers. Everything ready for the Kendra meeting?

INTERCUT:

Love Notes has the functionally open floor plan befitting a small, trendy greeting cards company, and as Beth moves around the room turning on lights, the overloaded Delivery Guy follows.

BETH
Uh-huh, it's all set.

CAROLYN
Did you include the regional estimates for the new line?

BETH
Like I already said.

Delivery Guy holds up the envelope. Beth holds up a finger.

CAROLYN
Sorry, I'm nervous I guess. I don't need to tell you what this deal will mean for us.

BETH
No, you don't.

DELIVERY GUY
Lady, I gotta schedule.

BETH
There's a delivery, I gotta go.

CAROLYN
You'll check inventories and who needs re-stock --

BETH
I'm on it. I've been here a year, you know?

CAROLYN

Okay.

BETH

O-kay?

Carolyn hangs up, immediately realizes her blunder.

CAROLYN

Oh, damn...

The smoke alarm SOUNDS and she scrambles for the smoking oven --

INT. LOVE NOTES - SAME

Beth SCREAMS.

DELIVERY GUY

It's just a signature!

BETH

Unbelievable!

She storms around switching on office equipment with a vengeance. Delivery Guy tries to keep up.

BETH (CONT'D)

I'm the first employee she hired and today's my one-year anniversary and she forgets! If she thinks I forgot her promise to get us a decent health plan within a year --

DELIVERY GUY

-- Just gimme your Joan Hancock --

BETH

-- I haven't.

(takes her stuff from
Delivery Guy; under)

So she's spread crazy thin and we're not where she wants us to be yet, but when you make a commitment to the people getting you there, you follow-through.

DELIVERY GUY

Lady, have a heart.

Beth snatches the pen away, signs.

BETH

Seeing her boyfriend's a big time doctor and all you'd think decent health care would be a priority.

DELIVERY GUY

I'm no doctor, but I'd say your lungs are healthy enough.

Beth takes the envelope and the Delivery Guy steps closer.

DELIVERY GUY (CONT'D)

You wanna trust me with an overnight?

BETH

Go.

INT. HOSPITAL - PRE-OP ROOM - DAY

ETHAN COLE (50s) being prepped for surgery. DR. RICHARD WRIGHT (early 40s) checks his vitals while Ethan's wife, ELAINE (50s), wrings her husband's hand desperately in her own.

ELAINE

I don't want you to worry.

ETHAN

Let the doc do his job, Elaine.

RICHARD

I need to check his heartbeat.

ELAINE

I'm scared, I don't know what I'll...
I love him so much...

RICHARD

Why don't you tell me how you two
met. You remember?

He guides Elaine into a chair and gets back to the patient.
The woman's face brightens at the recollection.

ELAINE

June 3rd, 1975. My friends and I
were having brunch at Cafe Soleil.
We didn't normally go there, but
Sylvia was dating this yoga guru, a
poser, and she'd decided she was --

ETHAN

-- a vegesocialist --

ELAINE

-- and Doris was a confirmed
carnefascist. They had a buffet
where we could all find something.

RICHARD

You were dining there, Mr. Cole?

ELAINE

We called him the ham man.

RICHARD

The ham man?

ETHAN

I carved the ham.

ELAINE

I don't usually eat ham, but he was
adorable in his chef's hat --

ETHAN

-- Elaine --

ELAINE

-- Was so shy he hardly looked at me, but I knew.

RICHARD

And more than thirty years later, here you are.

ELAINE

Here we are.

ETHAN

Yep, here we are.

Richard notes the chart, then devotes his attention to Elaine.

RICHARD

Mrs. Cole, I promise to do my very best for Ethan, but I want you to understand that your love is stronger than any artificial heart I can give him. Believe and it will sustain you through this, both of you.

ELAINE

I do believe, doctor. Thank you.

It's what Elaine needed to hear. A knowing smile.

ELAINE (CONT'D)

What's her name, Dr. Wright?

Richard grins like a boy caught being naughty.

RICHARD

Carolyn.

ELAINE

And how did you meet your Carolyn?

Richard lights up. He might as well be on stage.

RICHARD

I'm walking along Market Street. There's a hush in the air, or maybe it was a sigh, I'm not really sure, but I stop and I look and there she is. This face turned toward the setting sun, so radiant that every building, every passing taxi, every spinning molecule around her was shimmering. And at that very place, at that precise moment, she blinded me so that I might see.

ELAINE

Mmm, I always thought love was blind.

ETHAN

(sudden; intense)

So you knew, doc, you knew right
then there'd never be another one,
not like her?

RICHARD

It was like... It was like looking
through the wings of a butterfly.

INT. PEDESTRIAN TUNNEL - DAY

Bright and colorful. Carolyn's got her gym bag and a plate wrapped in foil. Her sneakers SQUEAK and a red emergency light begins to flash. She stops and so does the light. A HEAVY METAL CLANG and Carolyn startles. She shrugs it off.

INT. GYM - OUTER ROOM - DAY

Carolyn makes her way toward the locker room, pays no heed to the Men and Women seen working out with weights--the source of the METAL CLANGING NOISES.

IN THE LOCKER ROOM

Carolyn enters to find two enormous breasts barely restrained by a sports bra.

CAROLYN

Oh my God.

MOLLY PALMER, a fit, fun, forty-one, beams happily, emphasizing her newly acquired and stunningly disproportionate assets. A small chain belt hangs loosely from her hips.

MOLLY

Whad'ya think?

Carolyn drops her gym bag.

GYMWORKOUT AREA

Carolyn and Molly stretching. Molly takes it easy, still tender from the recent surgery.

CAROLYN

Will you be able to breast feed?

MOLLY

I'm forty-huh-huh, single, and about
to go mena-postal, and you want me
to join my local lactation support
group?

Molly flashes a sexy smile at a BUFFED MAN walking past, turns back to Carolyn.

MOLLY (CONT'D)

Whad'ya you think, leg and thigh guy
or a breast man?

CAROLYN

You're a whole person, Molly, not a bunch of parts. You make it sound like an order at KFC.

MOLLY

Yeah yeah. You go burn your sports bra, Ms. Grrrrl Power, I'm gonna check out Mr. Original Recipe Extra Spicy.

Molly hops up to follow Buffed Man.

IN THE EXERCISE BALL AREA

The women do crunches and leg lifts on big red balance balls. Molly struggles with her aching new assets.

CAROLYN

I'm just saying the inner you shines through.

MOLLY

Save it for your cards, Carol. I didn't mean that. I hate Valentine's Day. Like I don't already know my life sucks --

CAROLYN

If it's that bad, why bother with the "enhancements"?

MOLLY

I think I look pretty good for ninety-two.

CAROLYN

Molly, I'm serious.

MOLLY

I've been nipped, tucked, sliced, spliced and diced so many times, I'm thinking of trading in my surgeon for a Cuisinart. You think I'm not serious?

CAROLYN

I just want you to be happy. You deserve someone who will love the real you.

MOLLY

Then how 'bout introducing me to your friend over there --

Carolyn looks at the sweaty BALDING MAN GRUNTING and smiling back at her as he thrusts his hips against a balance ball.

CAROLYN

Ewww!

MOLLY

Oh come on, he'd be a ball.

Carolyn SNORTS, then can't help but LAUGH so deep and throaty, it would be annoying if it weren't so contagious.

MOLLY (CONT'D)

See, and that's why I love you.
Stop it -- you're popping my stitches.

IN THE WEIGHTS AREA

Molly and Carolyn pump iron. A handsome PERSONAL TRAINER struts by and nods.

CAROLYN

I got another one this morning.

MOLLY

You okay? You're keeping your file?

CAROLYN

Yeah. Richard stays over enough,
so...

MOLLY

Still no idea who?
(off nod)
You know, society breeds stalkers.
Where's the holiday celebrating
bachelorettes? I should start a
class action. Singles v. the State
of Tyrannical Connubial Bliss and
all those who make us feel like our
lives mean less 'cause we're not
Velcro'd to someone else.

CAROLYN

But I thought you wanted a man.

MOLLY

If you can't join 'em, sue 'em, I
say.

INT. HOSPITAL - CORRIDOR - DAY

Ethan being wheeled along on the gurney, Richard on one side, Elaine on the other. He's sedated and warbling The Beatles:

ETHAN

Love, love, love/dum, dum, dum --

ELAINE

Ethan, I love you --

ETHAN

It's the love you give, doc...

RICHARD

(amused)

It's equal, Mr. Cole, I know.

ETHAN

Don't never let her go...

ELAINE
I'll be right here.

ETHAN
Two is the loneliest number!

RICHARD
I'll see you shortly.

Ethan's wheeled into O.R. as Richard and Elaine hold back.

ELAINE
I'm sorry. He's putting on his
Beatles face to keep me from...

RICHARD
Remember, your love is his strength.

Under which DR. VICTORIA MAYFIELD (30s) brushes past with
smoldering eyes.

VICTORIA
Last I heard, you thought love was a
weapon of mass destruction.

Richard gives Elaine a reassuring smile, heads into --

THE SCRUB ROOM

Victoria's scrubbing as Richard enters to do likewise.

RICHARD
That was highly inappropriate,
Victoria. Love may be all these
people have to get them through this.

VICTORIA
I didn't realize you were such an
authority on the subject.

RICHARD
Dr. Mujani can assist if you have a
problem with us.

VICTORIA
There was you. There was me. There
were unconflicting schedules and a
time share in Belize. What possible
problem could there be for "us?"

RICHARD
I'm a one-woman man now.

VICTORIA
That'll be the day.

Hands shoulder high, Victoria pushes one, then the other,
into the gloves held by a SCRUB ATTENDANT. She pushes through
the door leading into the O.R., past CAMILLE, an RN, entering.

CAMILLE
Morning, Dr. Wright.

RICHARD

"A day of madness most discreet/a
night of choking gall and persevering
sweet."

CAMILLE

Quoting Shakespeare. Somebody's in
a good mood.

RICHARD

A good muse, Camille. Which is what
I need before we begin. Would you?

Camille takes the phone off the wall and holds it to Richard's
ear as he continues scrubbing.

INT. GYM - TREADMILL AREA - DAY

Carolyn's cranked to maximum speed, breathing hard. Molly's
not. Carolyn's cell RINGS.

CAROLYN

(into phone, winded)
This is Carolyn.

INTERCUT:

RICHARD

Your voice is like a symphony.

CAROLYN

(snorts)
Or a bad porn. Aren't you in surgery?

Molly SIGHS. Carolyn slows the treadmill to catch her breath.

RICHARD

I had to tell you I love you first.

CAROLYN

I love you, too, Richard.

Molly SIGHS again.

RICHARD

Did you get my note?

CAROLYN

Yes, it was beautiful, thank --

RICHARD

-- I thought I'd outdone myself --

CAROLYN

You did, the way you described me
didn't even sound, I mean made me
sound like --

RICHARD

-- Perfection. I was overcome with
poetry.

CAROLYN
Did you see mine?

RICHARD
Mine?

CAROLYN
My valentine, to you --

RICHARD
It's in my pocket, near my heart.
I'm looking forward to tonight.

CAROLYN
Le Coeur Rouge at nine?

Molly's eyes fly open.

RICHARD
Yes, my intoxicating nightcap. Until
tonight --

Carolyn tries to smile but finally winces at his SLURPY KISSES.

Camille hangs up the phone as Richard snaps on the latex.

CAMILLE
Sounds romantic. Something special
on the menu, I gather?

RICHARD
A feast, in fact, for today we will
make history, and tonight --

IN THE O.R.

Richard bursts through the doors, bigger than life --

RICHARD (CONT'D)
-- Tonight I will ask Carolyn Wellsley
to be my bride!

The surgical team, consisting of Doctors and Technicians,
react mildly. Some NURSES swoon. Victoria drops a pan,
glowering as --

INT. GYM - TREADMILL AREA - DAY

Carolyn stumbles off the back of the treadmill.

CAROLYN
What?!

MOLLY
Why're you looking at me like that?
You look like you've seen a ghost.

CAROLYN
I think I'm taking the news pretty
well.

MOLLY

Yeah, if I'd just told you you have
flesh eating disease. What other
way is there to take good news?

CAROLYN

Maybe it isn't good news to me.

MOLLY

Learning your Harvard-educated,
wealthy, insanely passionate boyfriend
is about to propose is bad news?

CAROLYN

You know this how?

MOLLY

He asked where I thought would be
the best place for him to ask you to
marry him.

CAROLYN

And you didn't tell me?

MOLLY

I thought it was a rhetorical
question. It'll be so romantic.

CAROLYN

Yeah, right up until the point when
I say no.

Molly reacts, snatches up her water bottle and stomps off --

THE GYM SAUNA

Carolyn pushes in to find Molly wrapped in a towel, tears
mixed with sweat under her sad eyes. Carolyn sits down next
to her.

CAROLYN

Don't do this, you know I can't stand
it when you're mad at me.

MOLLY

Then stop sabotaging every good
relationship that comes your way.

CAROLYN

I don't. I can't help it if --

MOLLY

-- After so many dead-ends, after
Brett, amazing as he was, you get
yet another Mr. -- strike that --
Dr. Right, possibly the most desirable
bachelor in the city, willing to
give up the ring and you --

CAROLYN

-- Yes, but he --

MOLLY

-- He only makes you laugh and sing,
kisses you in public with affection.
You can fill stadiums with the pride
that swells out of him when you're
next to him. Most women would kill
to experience that. I know I'll die
never having had it, not once.

CAROLYN

That's so not true. Why do you always
assume that my relationships are so
much better than yours?

MOLLY

Let's see... Lenny wanted a
replacement for his dead mother.
Larry? Flat broke hypoglycemic bed
wetter. Lou? King of the surprise
misogynists --

CAROLYN

Surprise?

MOLLY

That's what I said, right after
suggesting we try a new position and
he said, sure, "So long as I don't
have to see your fat ass."

This hangs in the air, as thick and heavy as the steam.

CAROLYN

Maybe you should stop dating guys
whose names begin with "L."

She makes an "L" with her fingers off her forehead.

MOLLY

Maybe you should start. Maybe a few
romantic evenings watching Leroy
feed old scabs to his pet ferret
would make you less picky.

INT. GYM JUICE BAR - DAY

Molly SCOFFS as she and Carolyn take their cups of juice,
both now in their work clothes.

MOLLY

-- Like with a capital T-L, True
Love, is that what I'm hearing?

CAROLYN

A kindred spirit, someone who loves
everything I am and will be, you
know?

MOLLY

Let's pretend I don't.

CAROLYN

If it isn't total and complete then
isn't wrong to fully commit? I mean,
if you know in your heart, something's
missing...

MOLLY

So your love for Richard isn't, quote
unquote, perfect --

CAROLYN

-- Yes --

MOLLY

-- Is that why you dumped Brett?
'Cause I'm here to tell you, true
love died with Romeo and Juliet.

CAROLYN

I don't think anyone should feel
like they have to settle for less --

MOLLY

-- Than what? Bliss? Devotion?
Companionship? Here I am, sick to
death of dating yet willing to tie a
ham sandwich around my neck if it'll
help snag one single solitary decent
man. Online personals, weekend
singles safaris, sixty-second cram-
date marathons, I've tried them all --
I collect Monogamous Man trading
cards, for God's sake. Is that what
you want to settle for? You want to
end up like me?

CAROLYN

You really think Richard's the right
man for me?

MOLLY

I think Richard's the right man for
all of us.

CAROLYN

Molly, you're not hearing what I'm
saying --

MOLLY

You're not so young anymore, Carol.
You want my counsel? Learn from the
past and invest in the present, else
you're facing one bleak, lonely
future. You hear what I'm saying?

She trashes her cup and grabs her briefcase, unable to even
look at Carolyn, under:

MOLLY (CONT'D)

I'm late for court. Gimme a call
after your meeting if you still want
me to look over the contract before
signing.

She heads out the door, smiles and puffs her chest at a YOUNG MAN entering. He winces and moves past. The women lock eyes.

MOLLY (CONT'D)

It's not too late for you.

WHOMP!--"REJECTED"

is stamped in bold red on a loan application.

INT. BANK - LOAN OFFICER'S DESK - DAY

Carolyn stares in disbelief at the SBA loan rejection. Across his desk, GERALD FERNANDEZ regards her kindly.

GERALD

Your debt load is simply too high.

CAROLYN

Okay. I'm going to need to make a transfer from my personal account and cash out a couple CDs.

GERALD

There will be penalties, and, well forgive me for saying so, Miss Wellsley, but it's not as though you have so much left --

CAROLYN

There's enough.

An understanding nod from Gerald. He accepts the envelope Carolyn fishes out of her bag.

GERALD

I commend you for your optimism.

CAROLYN

You don't start a business without being at least a little optimistic.

GERALD

We make decisions we don't believe in every day -- career, investments, marriage -- simply from inertia, if nothing else. It's refreshing to see someone persevering despite the odds.

Gerald waits for Carolyn to respond. She doesn't.

GERALD (CONT'D)

I'll start the paperwork.

INT. HOSPITAL - CORRIDOR - DAY

Elaine's a wad of worry. A NURSE guides her to the waiting area.

THE OPERATING ROOM

Ethan's unconscious, a marker line runs the length of his chest. ANNE goes to the CD player.

ANNE

Request line's open.

VICTORIA

Any Clash?

RICHARD

You know what I want to hear.

VICTORIA

Christ I'd rather have polka --

RICHARD

Play it, Anne.

(back to Vicky)

What's going on with you? You used to love this song.

VICTORIA

You have no idea what I love.

She avoids Richard's quizzical look. Anne eyes them both nervously, punches "play." Insanely romantic MUSIC--Nat King Cole or something--as Richard switches on the rib saw and starts toward Ethan's chest.

INT. LOVE NOTES - DAY

JORGE, a young illustrator, works on a drawing of a woman crawling into bed with a bowl of ravioli. He's listening to steely TECHNO DANCE on his headphones.

Copy editor THERESA taps a red felt marker against her teeth. The card she works on reads: "Love is a tomato... Chopped, sliced, raw, fried or sauced, it makes every meal better."

She changes it to read: "Men are like tomatoes... Get rid of the slimy stuff and they're a welcome addition to any meal."

Beth is on the phone, livid, trying to keep her voice down.

BETH

-- Don't take it out on her. You promised me. What am I supposed to do?... Okay, whatever, Dylan.

She SLAMS the phone down and BANGS at her keyboard as Carolyn steps through the door with a forced smile.

CAROLYN

Good morning. How's everyone?

THERESA/JORGE

Hey, Carolyn.

BETH

Great. I'm getting e-bombed by that prick at House of Cards again. Says he still hasn't received his re-order. That came for you.

Carolyn picks up the sealed overnight envelope, confirms the sender with a satisfied nod.

CAROLYN

He's mistaken. I processed it myself over a week ago. You need me to deal with him?

BETH

(sharp)

Why, you think I can't?

A beat as Carolyn levels a look at Beth, who turns back to her computer. Then:

CAROLYN

I made mocha muffins you guys, dig in. Beth, would you mind?

She puts the tray full of burnt muffins down and motions Beth to follow. Beth rolls her eyes.

Theresa and Jorge swap a look: Beth's in trouble again.

IN THE CONFERENCE ROOM

Things heated, Carolyn with the overnight still in hand.

BETH

It's got nothing to do with it. You know nothing about my personal life.

CAROLYN

You're right. But it's not like I'm the only one who notices.

BETH

I do my job, better than well, thank you, and you act like I'm barely competent enough even to make coffee. Always questioning me.

CAROLYN

When you get in your moods I worry about what's not getting done.

BETH

Quit micro-managing everything and you'd find a lot more getting done, if you'd trust me to do it.

CAROLYN

Act like it, then. Stop walking around with a scowl on your face and show me you give a damn.

BETH

Listen to what I'm saying once in a while and not only what you want to hear, and you'd realize I do give a damn. I told you it concerns me everything's staked on this giant valentine splash.

CAROLYN

Our valentines are going to put Love Notes on the map.

BETH

Three times the amount than pre-ordered? A bit excessively hopeful, don't you think?

CAROLYN

We don't have a choice.

BETH

We do, too. Jorge's mock-ups for the mother-daughter cards we talked about are great. Mother's Day's is huge --

CAROLYN

No --

BETH

Why, because it wasn't your idea?

CAROLYN

We didn't get the loan, Beth. I just emptied my savings to make payroll. How's that for trust?

The full weight of this hangs heavy between them.

BETH

Right. Well, I guess once you close the deal with Kendra --

CAROLYN

Yeah, but for how little? If American Salutations finds out we're no longer solvent, no matter what they offer, I have to take it. If I don't, I don't know...

BETH

Exactly.

The two women glower at each other a moment. Carolyn taps the overnight envelope anxiously, heads back to --

THE OUTER OFFICE

Carolyn plasters on a fresh smile, notices the untouched muffins.

CAROLYN

Hey, I made these special, c'mon.

She offers one to Jorge. He hesitates.

JORGE

Are those chocolate?

CAROLYN

Chocolate chip with fudge.

THERESA

I thought you were allergic.

CAROLYN

Doesn't mean I don't enjoy the look
on other people's faces eating it.

By the looks on their faces, it's clear to everyone except
Carolyn that no one wants to go near her muffins.

THERESA

You know, I think I might be allergic
to chocolate, too.

CAROLYN

Really?

THERESA

Yeah, it makes my butt swell.

CAROLYN

Jorge?

JORGE

Maria won't let me. Shrinkage.

THERESA

I wish eating chocolate gave me
shrinkage.

BETH

Yeah, and I bet Maria wishes Jorge
had your allergy.

CAROLYN

No one wants one? Beth?

She holds the tray out like a reluctant peace offering.

BETH

Hives.

The phone RINGS and Beth grabs it fast. Carolyn looks at her
muffins, disappointed.

BETH (CONT'D)

(into phone)

Love Notes... Sure, hold on.

(to Carolyn)

Nate across the street needs cards.

CAROLYN

I'll go. I feel a headache coming on, probably need caffeine. You'll figure out what's up with House of Cards?

BETH

Yes.

CAROLYN

And start checking stock-on-hand to show Kendra --

BETH

Yes.

Carolyn catches herself, mouths a chirpy, "Okay!"

INT. MILL BUILDING - ELEVATOR - DAY

Carolyn, with a big box of cards, waits for the JANGLING old elevator to lurch to a halt. She steps to exit but the doors don't open. She knows the routine, silently counts out three beats and the doors CREAK open.

A FREAKY GUY entering bumps into her --

THE LOBBY

CAROLYN

Excuse me.

Freaky Guy MUMBLES. Carolyn can't really see him over the box she carries, but he's dirty and wild-eyed and hides his face as he jabs a floor's button.

WE SPOT the pink envelope in his hand.

There's something oddly familiar about him. Carolyn turns back just as the elevator doors shut.

EXT. MILL BUILDING - DAY

Carolyn heads across the busy street and into --

INT. THE BEAN COUNTER - DAY

A cozy little place, part specialty gift shop, part coffee bar with booths in the back.

The owner, NATE (30s), is with his punk barista PENNY (18) behind the bar. His twinkling eyes and mischievous grin are big as his Texas accent.

NATE

Let me help you with that, Carolyn.

PENNY

I got it.

Penny swiftly ducks under the bar and takes Carolyn's box. She starts emptying it neatly onto a nearby shelf.

CAROLYN
Thanks. The cards doing well?

NATE
Morning rush we was busy as a one-
legged man in a ass-kickin' contest.
Usual?

Carolyn nods, looks back at her building as Nate takes her money. He examines each coin before tossing them one by one into the drawer, steams the milk, under:

NATE (CONT'D)
Found a 1904 Liberty Head nickel.
Little old lady gave me it. Felt
bad, her not realizing it was worth
over two hundred bucks and all. She
tips? Reckon I tell her and give
her half the value. If not... So
you know what she did?

CAROLYN
Sorry, who?

NATE
The little old lady. Tips me another
nickel.

PENNY
You tell her about the money, Nate?

NATE
What kinda all hat and no cattle man
you think I am, Penny?
(noticing Carolyn)
I swear you're lookin' 'bout as
nervous as a long-tailed cat in a
room full of rockers.

Nate comes around the bar and delivers her latte. Carolyn's still trained on the window.

CAROLYN
Thanks. I'm fine, if that's what
you mean.

WHAT CAROLYN SEES

Freaky Guy emerges from the building.

BACK TO SCENE

NATE
Well you know what they say? Eat a
bullfrog in the morning --

Carolyn lets go of the latte and bolts. Nate just manages to catch it.

NATE (CONT'D)
Damn, woman!

EXT. SIDEWALK - DAY

Carolyn gets in Freaky Guy's face--it's BRETT.

CAROLYN

Brett? You're my psycho card stalker?
You scared me so much.

Brett abruptly stops pacing, face softening for an instant.
He reaches out tentatively, but Carolyn steps back, reeling.

BRETT

You're supposed to be dead.

CAROLYN

You tried to have me killed?

BRETT

Oh, it's always about you, isn't it?
Like I'd spend the money to have you
whacked.

CAROLYN

What is wrong with you?

BRETT

It's how I cope with what you did,
Carolyn, by pretending you died.

CAROLYN

Then why the hell keep sending me
valentines? Why not leave me alone?

BRETT

Well, people put notes and flowers
on graves, don't they?

CAROLYN

To honor their memory.

BRETT

It's what you choose not to remember
that needs reminding.

CAROLYN

I hurt you so you have to hurt me
back, is that it?

BRETT

I haven't hurt you half as bad as
you hurt me.

CAROLYN

But, I, we agreed to break up. You
were fine.

BRETT

You were fine. I wasn't fine. I'm
not fine -- take a whiff of me!

CAROLYN

I think you need help, Brett --

BRETT

-- I'm not the one who goes flitting
from one flame to another just to
snuff it out and move onto the next,
you moth -- you love-sucking moth!

CAROLYN

What?! I never --

BRETT

Gentle Jeremy?

CAROLYN

I loved Jeremy and I shared that
with you --

BRETT

How about Toby, you loved him too?
And David, and now this Richard
Wright? You loved them all just
like you loved me, did ya?

He makes an over-the-top butt-hump and punt gesture.

CAROLYN

Stop it!

BRETT

You sidle up to a guy, find his fault,
then splay him open on a slab just
to kick back with mimosas and bleed
him dry --

CAROLYN

-- I do not. I loved them --

BRETT

-- You have no idea what it's like
to grieve and covet someone you know's
walking around without that same
pain, like you never meant anything
to them.

CAROLYN

(softly)
You're wrong.

BRETT

You ruined my life!

CAROLYN

Your life isn't my fault.

BRETT

No, of course not, not seen through
your rose-colored binoculars. We're
all just some E-ticket ride to Happily
Ever After Land. Thing is, you keep
bucking the prince.

CAROLYN

I don't!

BRETT

The hell you don't. You did. You do. You always will, cuz you're broken, dying, dead. Moth!

Brett ferrets away and a BAG LADY regards Carolyn sadly.

CAROLYN

He's wrong...

She walks slowly back across the street to --

INT. THE BEAN COUNTER - DAY

TED (mid 50s) in a shapeless blazer sets a traditional card on the counter. The front reads: "Be Mine". Nate shakes his head.

NATE

How 'bout... Top left.

Ted takes the card indicated off the Love Notes rack, reads:

TED

"I never believed in love at first sight, but then I saw you... I'll never doubt again."

NATE

She'll be on you faster than a plate of beans through a hound dog with that one.

He rings Ted up, disappointed when he hands over all bills.

NATE (CONT'D)

No coins?

Under which Carolyn stomps in, plops into a booth with --

CAROLYN

...Ruined his life...

NATE

You alright over there?

CAROLYN

...We dated for less than a year...

NATE

Carolyn, the rest of your latte?

Carolyn rubs her brow.

CAROLYN

Please. And an espresso. Make it a triple.

NATE

Comin' up, cowgirl.

He casts a worried eye through the burst of steam at --

CAROLYN

alone in the booth, ranting to herself.

CAROLYN

...It's not like it was serious, not even close.

REVERSE ANGLE, CLOSE ON BRETT

seated across from her, looking like a wild man.

BRETT

Then you got a real twisted take on what went down between us.

TIGHT ON CAROLYN

CAROLYN

Or maybe you built us up into something that was never there.

CAMERA ROTATES to find the handsome, clean-faced Brett of one year ago.

BRETT

So it's over, just like that?

INT. BRETT'S APARTMENT - KITCHEN - NIGHT (THE PAST)

Brett and Carolyn. Lighted candles and an empty bottle of wine on the table between them. Brett in his best sport coat.

CAROLYN

We had some great times and I care for you a great deal, but I think we both know it's time to move on.

BRETT

I love you.

CAROLYN

That's why I'm setting you free.

BRETT

I don't want to be free. I want to be caged with you.

To prove the point, he withdraws a ring box from his pocket and holds it out to her on the palm of his shaking hand.

CAROLYN

Brett, I'm touched, really, but...

Carolyn shakes her head, gently closes his hand.

CAROLYN (CONT'D)

You're not the one.

BRETT

How can you be so sure?