

Sarah GRINS, eyes on the road. She got to her.

INT. JEEP LIBERTY, MENLO PARK RESIDENTIAL STREET -- LATER

BLAIR is ASLEEP, the NOVEL rests on her lap.

SARAH is driving with one hand, scanning A PAGE OF MAPQUEST DIRECTIONS with the other.

They are off the freeway, and in a neighborhood.

SARAH
(rocking her gently)
Wake-up.

BLAIR stirs.

SARAH
We're here.

Blair looks out. They are driving through a beautiful, green, RESIDENTIAL NEIGHBORHOOD.

It is a lovely, sunny afternoon. Lots of ivy. Streets that are canopied with oak trees.

A HEALTHY COUPLE jog towards them. The MAN has a BEARD.

As the girls pass them in the car, the man waves to them kindly.

SARAH
Did he just wave at us?

BLAIR
I think so.

SARAH
Did he need something?

BLAIR
(puzzled)
No - I think he was just saying hi.

SARAH
Oh. Keep an eye out for El Camino, okay?

EXT. MENLO PARK STREET CORNER -- MINUTES LATER

THE LIBERTY is at a stoplight.

Directly across the street is the wooden MARQUEE for the entrance to Menlo College.

The Marquee is reputable.

INT. JEEP LIBERTY -- CONTINUOUS

THE GIRLS are at the stoplight.

SARAH
My first day of school.

Sarah eyes the MARQUEE.

SARAH (cont'd)
Did you know, Stanford university is
right down the road, to the left?

BLAIR
Oh yeah?

SARAH
Yeah.

BLAIR
We're not going over there, though.

SARAH
I know. But there's a really nice mall
over there. You know those Prada -

BLAIR
We're not going over there.

The light TURNS GREEN.

SARAH
Here we go...

EXT. MENLO PARK STREET -- MOMENTS LATER

THE LIBERTY crosses the street, and enters the college.

EXT. MENLO COLLEGE, PARKING LOT -- MOMENTS LATER

THE LIBERTY PARKS in the LARGE PARKING LOT.

INT. JEEP LIBERTY -- MOMENTS LATER

SARAH

(shutting the car off)

Wow. I'm nervous. No, not nervous. Excited.

BLAIR

You should be. I'm excited too - for you.

SARAH

Well. Shall we?

EXT. PARKING LOT -- MOMENTS LATER

SARAH and BLAIR walk towards the college.

SARAH

Uh, it's freaking hot out here. I thought
It was supposed to be like, misty and foggy
Up here - you know, steamy clam chowder in
A bread bowl.

BLAIR

Global warming, get it while it's hot.

SARAH

Can we get clam chowder in bread bowls
later? (whispering) Woah - check it out.

About thirty yards away, crossing towards them, headed to
the college as well, are TWO CUTE GUYS.

Sarah looks at Blair, and smiles.

EXT. ADMINISTRATION BUILDING, MENLO COLLEGE - MINUTES LATER

A small SEA OF YOUNG PEOPLE, intermixed with some VERY
QUIRKY ADULTS. Everyone is chatty, a feeling of adolescent
tension pervades. The crowd is distributed into FOUR SLOPPY

LINES: the "A-E", the "F-L", the "M-R", and "S-Z." At the front of each line is a table facilitated by TWO WOMEN.

SARAH

(as they approach)

This must be where we check in. Oh, by way, in case anyone asks, you go here too. Or you're going to. I'm not going to be that girl with a bunch of stuffed animals on her bed who everyone thinks is going to lock herself in her room every night and chat online with friends from home.

BLAIR

Okay.

Sarah and Blair join the "S-Z" line.

EXT. MENLO COLLEGE -- MONTAGE

meet the rest of the STUDENT BODY:

A couple of SURFER DUDES.

Three FILIPINO GIRLS.

An AGING HIPPEE.

A COUPLE GOTHS with alarming white facial makeup.

A middle-aged AFRICAN-AMERICAN LADY.

The group is seen from afar - Sarah and Blair are part of the crowd, anonymous.

EXT. MENLO COLLEGE, FRONT OF THE LINE - MOMENTS LATER

A KOREAN GIRL shuffles her papers together at the desk.

SARAH and BLAIR wait behind her.

The Korean Girl thanks the ADMINISTRATION LADY, and walks away.

ADMINISTRATION LADY

(to Sarah)

Next, please.

SARAH

Hi, I'm Sarah Tedroff.

ADMINISTRATION LADY

Hi, Sarah. Do you have your green course
Registration form?

SARAH

Oh, no. I'm just here to check in.

ADMINISTRATION LADY

Check in?

SARAH

Yeah. You know, get a nametag, go on the
tour?

ADMINISTRATION LADY

Right... I'm going to go ahead and send you
To the Adobe building - it's about a hundred
Yards east, you'll see it on your...

SARAH is CRESTFALLEN.

EXT. MENLO COLLEGE, ADMINISTRATION BUILDING - MOMENTS LATER

SARAH and BLAIR walk to the ADOBE BUILDING.

SARAH

I don't think they're gonna' have a
Nametag for me.

Blair looks at SARAH. Sarah looks very disappointed.

Blair offers Sarah HER HAND.

Sarah takes it, and they hold hands as they walk a little
bit further.

SARAH

Thanks.

INT. ADOBE BUILDING - MOMENTS LATER

The girls enter the little administration room. It looks
like a Dentist's office waiting room.

Behind the desk is POWELL PERALTA. At the computer, behind him, is EZRA. POWELL (22) is a beautiful young Afro-Cuban with cool hair. You can tell that Powell is a musician because there is music in his eyes. EZRA (22) wears big headphones, and has cool facial hair. He looks like Ali G.

SARAH and POWELL make one of those instant, powerful connections from across the room.

SARAH
(as they approach)

Hey...

POWELL
Hello. How can I...

SARAH
(playing it cool)
We're told we need green registration forms...

POWELL
Are you new students?

SARAH
Yeah.

POWELL
Cool. Well, first, you need to fill out...

Powell Swings smoothly in his swivel chair, gets the form.

POWELL (cont'd)
These blue forms.

SARAH
Oh. Okay.

POWELL
You can both fill them out and turn them in here, if you like.

He then offers her the DESK PEN. The pen is attached to the desk by a METAL-BALL-CHAIN (seen often at banks).

Sarah takes the pen.

BLAIR

(to POWELL)

Um... I already turned in my blue form.

POWELL

Cool.

SARAH

I still - need to. Thanks.

Sarah turns, starts to walk away.

POWELL

WAIT -

Too late. Sarah walks away with the attached pen, the chain SNAPS OFF - whips around and hits her in the eye.

SARAH

Ow!

Blair swallows a LAUGH.

POWELL

Are you all right?

Sarah recovers with relative grace.

Powell hops over the desk, puts his hand on Sarah's shoulder.

SARAH

Yeah, I'm fine.

POWELL

Are you sure?

SPARKS FLY between them.

SARAH

Yeah.

Blair observes the connection. Not at all jealous. Definitely not. Not even a little bit.

SARAH

Do you know when the next campus tour leaves?

POWELL

Campus tour?

Powell looks to Ezra, who has been observing the proceedings as well.

Powell looks to the CLOCK on the wall. It's THREE-FIFTEEN.

POWELL

(not a very good liar)

Actually, I'm pretty sure the next one leaves at three-twenty. Doesn't the next tour leave at three twenty, Ezra?

Ezra nods.

POWELL (cont'd)

I'm Powell, by the way. Powell Peralta..

EXT. ADOBE BUILDING -- MINUTES LATER

POWELL is giving the girls an enthusiastic, private tour of campus.

The three of them walk alongside an adobe building.

POWELL

So this guy, he was like, well in, I'm talking, well into the S.D.S. in Oakland in the sixties, you gotta do the History requirement with him - oh, see that little building over there? That's where you go if you need to print something out.

EXT. FOOTBALL STADIUM - MINUTES LATER

Now, all three are STROLLING past the track and football stadium.

A YOUNG AFRICAN-AMERICAN WOMAN POLE VAULTS in the background.

POWELL

I think, I think his name is Baktia -
Baktiarova or something, I can't
remember - I didn't take him because I
thought, *A Russian dude teaching Spanish?*
But it turns out, dude is really cool.

Sarah writes the name down on the REGISTRATION FORM.

POWELL (cont'd)

(to Blair)

Do you not have to take Spanish, then?

BLAIR

Uh, no - I mean, yeah - I don't - I have
To take Russian, actually.

POWELL

Russian? Wow. I can't help you with that.

Powell goes to Sarah, points to the form, and lightly puts
his hand on the small of her back.

POWELL

B-A-K... Yeah, that's right. Wow, you're
taking Russian, Blair? Really?

BLAIR

Yeah.

POWELL

You know what, that defies my logic
in a beautiful way. You *know what*, I'm
going to take Russian with you this
semester, Blair. See, this is why I love
Junior College. I have absolutely *no idea*
what I want to do with my life, but I'm
still learning - *Russian!* And if I know
Russian, that's gotta' help me on my way
somewhere - and it only costs twenty bucks
a unit (then back to Sarah) yeah, so it's
B-A-K-T-I-

Sarah sneaks a knowing look at Blair - Powell makes a good
point about junior college.

INT. CAMPUS COFFEE SHOP - MINUTES LATER

THE THREE are now in the little campus COFFEE SHOP.

POWELL

S-T-R-A-U-S-S, Strauss Boulevard, yeah.

BLAIR

What time do you go on?

POWELL

Well, you know how these parties go, but I should go on around ten, I think. Real low-key, should be a lot of fun.

SARAH

(containing excitement)

I think we might be able to make it.

POWELL

Cool - I'll look for you. At the door, just tell them Ezra, the Hip Hop Historian, sent you.

SARAH

Cool.

POWELL

And then maybe afterwards, we could, talk.

SARAH

Maybe.

POWELL

Cool. I have to get back to work or Ezra's gonna' fire my ass. I'll see you tonight. But it was a pleasure.

He shakes the girl's hands.

Then leaves, with music in his step.

Sarah fails at playing it cool.

Blair shakes her head at her.

Powell reenters.

POWELL (cont'd)

(To Sarah, from the door)

And remember, to get to your housing -
Go down Crescent, left on Curson, right
On Menlo. It's the adobe building.

He smiles, waves goodbye.

Sarah fails again at playing it cool.

Blair chuckles.

EXT. MENLO COLLEGE -- MINUTES LATER

SARAH and BLAIR walk across campus.

SARAH

(very excited)

What if my roommate, is pretty much,
entirely superior to you in every way -
and I just love her - and I never come
home again - would you be jealous?

BLAIR

No - I'd just be best friends with Melissa
Pransky instead - I always thought Melissa
and I would make great best friends.

Sarah stops.

SARAH

Okay, that hurts.

Blair pulls her along.

BLAIR

Come on... Let's go meet your snaggle-toothed
roommate that you're going to hate with a
passion.

SARAH

(very pleased)

You are jealous!

BLAIR

She better not be taller than me.

INT. STUDENT HOUSING, HALLWAY - MINUTES LATER

A middle-aged JAPANESE MAN leads the girls down the hall.

He is very short - we can see the full faces of the girls as they approach us, even though he walks in front of them. His nametag says "Ichiro."

ICHIRO

(dapper, official)

Well, actually, you are in luck - ah!
Here it is, number 2407. But you are fortunate, Sarah, for we have so few students who actually require on-campus housing - most just commute from their family homes - that we will be able to offer you, for this semester, and quite possibly for the next - a single - a room of your own.

Ichiro opens the door to the room, waves the girls in.

The girls walk in.

SARAH, again, is crestfallen. She really wanted a roommate.

SARAH

Well, I guess there's just more for me
To love, then.

ICHIRO

Right then. I shall leave you to, settle
In. Enjoy! (as he exits) And welcome!

The room is the standard dorm room. A RAISED MATTRESS on each side, little desks behind them.

Blair hops up on one of the beds, sits.

BLAIR

Own room. Sweet.

Sarah looks around. Looks at Blair for a long moment.

SARAH

Don't... Don't sit there like you live here.

BLAIR

What?

SARAH

Just - don't sit there - don't sit there
Like you live here, okay?

BLAIR

(not getting it, but she gets down)
O-kay.

SARAH

I'm sorry - it's just - you know when you
have one of those, I don't know, one of
those moments where you see your life
the way it might exist in some parallel
universe? You see something, and it's
not your life, it's *not* your situation,
but it *looks* like it, and you believe it?
and it's *really great*? But then, when
you see things as they are, they really
are, again...

BLAIR

You're not making any sense.

SARAH

Yeah. Own room. That's pretty cool.

BLAIR

Yeah. I would think *you* of all people
would be *really* um, excited about -

SARAH

Shut up.

SARAH presses down on the BARE MATTRESS, inspecting it.

Then, Blair starts speaking to an IMAGINARY POWELL in the
doorway.

BLAIR

(to the imaginary Powell)

Hey Powell - so, you found me- Yeah, I
scored my own room - how tall did you say
you were, again? Wow, that's *amazing*.

SARAH

Stop it.

BLAIR

(lifting up her shirt to expose her midriff)
I don't know Powell, I thought I would
use this bed during the week, and this
other one on weekends...

Sarah pounces on Blair.

SARAH

(giggling)
Shut up!

Sarah tries to pin Blair.

BLAIR

(laughing hysterically)
But that depends, Powell - are you right
or left-handed?

They are WRESTLING SISTERS.

EXT. DORM HALLWAY -- CONTINUOUS

ICHIRO walks down the hall, hears commotion coming from
room 2407.

Heads to the SLIGHTLY OPEN DOOR. KNOCKS.

THE DOOR OPENS as he KNOCKS.

INT. DORM ROOM 2407 -- CONTINUOUS

THE GIRLS are still wrestling, laughing like little girls.

ICHIRO

(as the door opens)
Is everything all right?

Ichiro sees the girls LOCKED IN EACH OTHER'S ARMS.

The situation is definitely misunderstood.

SARAH
 (breathing heavily)
 Um, yeah - we're fine.

Ichiro, eyebrows raised, EXITS, SHUTS THE DOOR FIRMLY behind him.

The girls share a pause, BREATHING HEAVILY.

SARAH (cont'd)
 Let's go get clam chowder in bread bowls, I'm starving. Actually, I think I could take a nap.

BLAIR
 Shouldn't we be getting you bedding and stuff? And desk lamps?

SARAH
 Why? We've got the hotel tonight. I'll get all that stuff after I take you to the train tomorrow morning.

BLAIR
 Do you even need me to be here at all?

SARAH
 (considers this for a moment)
 No.

BLAIR
 If you don't at least take me to Bed Bath and Beyond, you'll be stuck there for the rest of your life.

INT. BED BATH AND BEYOND -- MONTAGE

SARAH and BLAIR head down an aisle pushing an EMPTY SHOPPING CART. Sarah looks LOST.

The girls come back the other way. CART ONE THIRD-FILLED. SARAH is DAZED AND CONFUSED.

The girls come back the other way. A MAN walks by carrying a HUGE, PURPLE BEANBAG SEAT. Sarah is ENTRANCED by the beanbag. Blair looks TIRED. Cart HALF-FILLED.

Back the other way, Blair is barely able to push the OVERFLOWING CART. A HUGE PURPLE BEANBAG is about to fall off the cart. Sarah is not seen.

INT. BED BATH AND BEYOND -- MOMENTS LATER

BLAIR is ON EDGE.

She leans on the cart, but it is so filled the cart remains FIXED IN PLACE.

She looks back.

BLAIR
SARAH! DECIDE!

We see Sarah with a CANDLE IN EACH HAND, smelling one of them.

She looks at both candles. This is REALLY DIFFICULT.

SARAH
Do I pick the twelve dollar one that I love, or the four dollar one that I only really like?

BLAIR
PICK!

Sarah looks at both candles. This is EXTREMELY DIFFICULT.

Blair walks intently to Sarah, GRABS one candle out of her hand, puts it back on the SHELF.

Then GRABS Sarah's arm, and MARCHES HER back to the cart.

EXT. BED BATH AND BEYOND, PARKING LOT -- MINUTES LATER

Together, using all their strength and available leverage, THE GIRLS PUSH the cart as it CRAWLS across the parking lot.

EXT. 101 FREEWAY, APPROACHING SAN FRANCISCO - MINUTES LATER

Bad traffic on the 101.

The JEEP LIBERTY is in the middle of the traffic.

POTRERO HILL in the distance.

INT. JEEP LIBERTY. LATE AFTERNOON

Blair is still DISTURBED from the BED BATH AND BEYOND EXPERIENCE.

The car is FULL OF STUFF. HUGE PURPLE BEANBAG in the backseat.

SARAH

Shit!

BLAIR

(startled)

What?

SARAH

We're not going to go over any bridges on the way in.

BLAIR

So...

SARAH

So... I want bridge! You have to enter San Francisco on a bridge.

BLAIR

Why?

SARAH

I don't know. To take a picture of it.

Blair scoffs.

SARAH

(looking for an exit)

Maybe if we went back through Oakland..

BLAIR

No!

EXT. STREETS OF SAN FRANCISCO, AFTERNOON -- LATER

THE LIBERTY makes its way through the BUSTLING STREETS of San Francisco.

The Liberty makes a DUBIOUS LANE CHANGE and the TAXI CAB behind her lets her have it with the HORN.

The HORN startles the Liberty, which YANKS ITSELF back into the other lane.

LOTS MORE HORNS.

EXT. OCEAN BLVD, SAN FRANCISCO - HALF HOUR LATER

A street full of TOURIST ATTRACTIONS - SOUVENIRS, CLAM CHOWDER, STREET PERFORMERS, PELICANS, SEALS.

FROM the street, we look into an INTERNET CAFÉ and FIND THE GIRLS - SARAH and BLAIR are each at a COMPUTER.

INT. INTERNET CAFÉ - MOMENTS LATER

SARAH, finished at her computer, goes to BLAIR, and looks over her shoulder.

SARAH sees that BLAIR is reading A VERY LONG EMAIL.

SARAH

You don't have to respond.

BLAIR

He's worried about me. I didn't pick up my phone or answer any texts.

SARAH

Are you dating?

BLAIR looks at her, shrugs her shoulders.

SARAH

I'm serious - technically, are you dating?

BLAIR

No.

SARAH

Then he's not allowed to worry about you like that.

BLAIR

Don't read it.

SARAH

I'm not. So I looked at Powell's Myspace. He's legit - we're definitely going to this party.

BLAIR

(reading)

Cool.

SARAH

So... should I come pick you up here in like an hour, then?

BLAIR thinks about it. She CLOSES HER EMAIL.

BLAIR

No. let's get out of here.

SARAH

Bread bowls?

EXT. SAN FRANCISCO LUXURY HOTEL -- LATE AFTERNOON.

THE JEEP LIBERTY pulls up to the HOTEL, smack dab in the fun part of town.

TWO VALETS open each CAR DOOR, take the LUGGAGE smoothly.

The girls get out, enter the lobby.

INT. HOTEL - MOMENTS LATER

This is a very elegant hotel.

They slowly approach the front desk. The DESK CLERK awaits them. His nametag says JOAO, from Rio de Janeiro, Brazil. He is young, cute, black, and very likely gay.

JOAO

Good afternoon. Welcome.

SARAH
(using her sexy voice)
Thank you, Joao.

JOAO
How can I be of service to you, mademoiselle?

SARAH
We have a room for the night.

JOAO
May I have a name, please?

BLAIR
Um... Sherbourne. Blair Sherbourne.

JOAO
Just a moment.

He walks to the other end of the marble, where the computer is.

SARAH
(just loud enough for Joao to hear)
I just really think you need to do this picture, Blair. Yes, it's an action film, yes, it's a sequel, but Michael Mann is, well, if he's not the best director working in Hollywood, he is certainly among the double handful.

BLAIR
(blushing, angry, then...)
I know, you're probably right, but enough about me - my agent phoned, he says, rumor has it you've been offered another two million if the brothel scene is totally unsimulated - now, will those scenes be in the theatrical version, or are they just pushing the unrated outtakes for DVD bonus features?

Sarah glares at Blair.

JOAO has arrived by now - he's heard everything.

BLAIR

Ms. Sherbourne, I am so sorry I did not
Recognize you.

The girls look at each other - does he think we're famous?

JOAO

Your father is one of our favorite clients,
and Sergio, the concierge, has left for
you his personal business card..

INT. LUXURY HOTEL ROOM - MINUTES LATER

A luxurious hotel room.

The bathroom and bedroom are separated by a GLASS WALL.

SARAH tips the BELLHOP as he leaves.

Blair, in the bathroom, looks at herself in a large
ATTACHMENT MIRROR that MAGNIFIES her face.

SARAH

Hey, I'm sorry if I put you in an awkward
situation, but I think you got me back -

BLAIR

You deserved it.

SARAH

It's just - whenever I meet a gay guy,
I get the biggest need to impress him -
I don't know - I feel like I need to be
Lauren Bacall.

BLAIR

I'm sorry are you musing or apologizing to
Me. Sarah?

SARAH has formed herself into the pencil dive again,
BOUNCING on the bed, then back to her feet.

SARAH

I'm starving. Let's get room service and
Charge it to your hot, rich father.

BLAIR

No!

SARAH

Then let's go swimming. I want to swim.

INT. HOTEL POOL -- NIGHT

An elegant indoor pool.

GORGEOUS SUNSET VIEWS of San Francisco.

BLAIR and SARAH are the ONLY ONES THERE.

BLAIR sits on the steps leading into the pool, half-immersed.

SARAH, at the MODEST DIVING BOARD, begins what appears to be an OLYMPIC PRE-DIVE ROUTINE.

SARAH

(the discipline of the routine masks her regret)
Did you know Cal Poly would have given me a half-scholarship? When I went up and visited, they treated me like I was this famous, gold-medal diver - the coach took me to the bookstore, and let me pick out all these sweatshirts, and hats - anything - everything that I wanted. It was great.

SARAH goes into a HEADSTAND on the board.

Then SPRINGS OFF, does a NICE LITTLE DIVE into the pool.

UNDERWATER - Sarah stays under, starts swimming to Blair.

Closer and closer to Blair - doesn't come up for air.

Gets to Blair - tags Blair on the knee.

Comes up.

Sarah is OUT OF BREATH.

SARAH
(smiling, to Blair)
Made it.

INT. HOTEL ROOM -- LATER

A BILL MURRAY MOVIE plays softly on the TELEVISION.

SARAH and BLAIR, seated across from each other at a room-service cart, are eating CHEESEBURGERS.

SARAH
So - are you like, totally single now
then?

BLAIR
I'm thinking about it.

SARAH
Okay.

BLAIR
It's just - just the thought of another
guy - his smell, the way his hand would
feel - just thinking about - just the
thought of that makes me feel..

SARAH
(puzzled)
what?

BLAIR
Sick to me stomach. I'm mean, it's like
I'm not even heterosexual - I'm Jeff-
sexual.

SARAH
That's not, honorable of you-
You know? It's just weird.

BLAIR
I know.

A NOISE FROM THE SCREEN diverts their attention.

They watch the T.V.

INT. HOTEL ROOM. NIGHT -- LATER

The T.V. still plays the BILL MURRAY MOVIE.

THE GIRLS are side by side, before the bathroom mirror, ensconced in plush hotel BATHROBES. Sarah is drying her hair with the BLOW-DRYER. Blair is applying really hip EYE MAKEUP.

BLAIR

(over the noise of the hair-dryer)
How much longer will you need that?!

SARAH

Just a few more minutes!

BLAIR

Okay!

Blair opens the door that leads to the toilet/shower.

Sarah shuts off the blow-dryer.

The new silence pauses Blair - she looks back at Sarah.

Blow-dryer at her waist, Sarah just stares right back at Blair. An awkward pause.

Blair goes back to the door.

SARAH

Hey Blair?

Blair stops, turns back to Sarah.

BLAIR

Yeah?

SARAH

Remember when, in seventh grade, we joined the cross-country team for like a week?

BLAIR

Yeah.

SARAH

And on five mile Wednesdays, remember how we'd sneak away from the pack before we got to the canyon, and we'd go to twenty-nine cent hamburger day at McDonald's?

BLAIR

(smiling)

Yeah.

SARAH.

Yeah. Well, I wanted to tell you, one of those days, one of those Wednesdays, I got home, sick to my stomach, totally full of what, three dollars worth of hamburgers, or whatever. And my Mom, she was making her chicken.

BLAIR

I love that chicken.

SARAH

Everyone loves it - My family loves that chicken - but somehow I know that when my Mom makes that chicken, she makes it especially for me. So she had spent all this time preparing it, and here I was, home from sports practice, with no appetite - because I had spent all afternoon eating hamburgers - cheating, really - when I was supposed to be exercising. And what would she think when I could only take two bites of this chicken that she knows I love, after she thinks I've been running five miles, burning up a million calories? My Mother worries enough about me. So I remember, I kissed her hello - I felt like I had just had sex, when I kissed her hello - and I went upstairs - and I made myself throw up.

Sarah waits for Blair to say something. Blair says nothing.

SARAH (cont'd)

And I felt a lot better. I felt like I had gotten away with something - knowing that my Mother would see me eating, that she would

SARAH (cont'd)

think I had been running, that she would know that her chicken was frickin' amazing. But the bad part is, ever since then, every time I have a lot to eat, every time I eat a twenty dollar room-service cheeseburger, I feel really, really, guilty- and I just - have this impulse - to get rid of it all, you know?

Sarah pauses. Blair says nothing.

SARAH (cont'd)

But Blair, I wanted to tell you all of this, tell you my secret right now, because, you inspire me - I know what you are going through and you inspire me -

BLAIR

*What the fuck are you talking about?
I inspire you? what the fuck does that even mean?*

Sarah looks at her - caught off guard by Blair's aggression.

SARAH

I don't know.

Blair just looks at her - defensive. Incredulous.

She walks to the bedroom.

Turns around. Sarah is watching her in the mirror.

Blair turns back.

Sarah TURNS THE HAIR DRYER BACK ON.

The SOUND of this triggers Blair - she runs to Sarah, BURSTING INTO TEARS.

She runs to Sarah, crying, GOES TO HER KNEES, AND BURIES HER HEAD in Sarah's robe.

Sarah HOLDS HER.

BLAIR
(sobbing)

I'm sorry...I'm so sorry...I lied to you...

SARAH
Blair... Blair...you never lied to me.

BLAIR
(sobbing)
But it's so hard... It's really, really hard...

SARAH
I know... I know...

BLAIR
(still crying)
But we never have any secrets and the toothbrush - that was my secret and I should have told you - you shouldn't have to go looking through my purse when you are worried about me, I should tell you -

SARAH
(crying a little)
Yeah, well - I should tell you, I've been going through your entire purse at least once a week, for, I don't know, quite a long time.

BLAIR
(slowly stopping crying)
You search through my purse once a week?

SARAH
(laughs)
I'm curious. I like updates. I like to keep abreast of the contents of your purse!

BLAIR
How - how thoroughly do you go through it?

SARAH

Oh - I don't know - I take stuff out, I smell the new stuff, scratch my fingernail through Jeff's eyes in the prom photos in your wallet...

BLAIR

I noticed that!

SARAH

Whoops.

BLAIR

(laughing)

you're so frickin' weird, you know that?

SARAH

Thank you. You know what we should do? No, but get up, come on, get up.

She LIFTS BLAIR to her feet.

SARAH (cont'd)

You know what we should do? - we should stay in our bathrobes all night, put on a movie, go into the mini-bar and drink all the little vodka bottles, and - I did this on the ski-trip and got away with it - we screw the tops back on -

BLAIR

No - we're going out - Powell is extremely hot and definitely into you and you're not going to be the girl with stuffed animals on her bed who locks herself in her room, remember? I want to go. We should go.

SARAH

All right. (enthusiastic) All right!

Blair looks to the mirror, sees the eye makeup STREAMING DOWN HER FACE.

BLAIR

I have to take a shower. Screw this make-up. Give me twenty minutes? Will we be late?

SARAH

No. We will be fashionably late.

BLAIR

Okay.

Blair goes into the bathroom.

Sarah watches her in, then walks to the MINI-BAR, opens it takes out one of the LITTLE VODKA BOTTLES, screws open the top, goes to the window.

She takes a LARGE SIP from the little bottle, looks out the window, out to the CITY SKYLINE.

She looks down to the passing cars on the street below.

EXT. SAN FRANCISCO HOTEL -- LATER

BLAIR and SARAH, lovely and in skirts, come out of the hotel, onto the street.

The COLD WIND nearly knocks them down.

BLAIR

(using Sarah as a barrier from the wind)
It's frickin' freezing out here!

They shuffle, almost clumped together, to one of the SUITED DOORMEN.

DOORMAN

A taxi cab?

SARAH can't speak through her CHATTERING TEETH.

BLAIR

Yes. To Strauss Blvd.

DOORMAN

You got it.

He quickly hails them a cab.

Blair helps the frigid Sarah into the cab.

INT. TAXI CAB - MOMENTS LATER

The girls are huddled together.

Sarah reaches into her purse, takes out a C.D.

SARAH
(teeth chattering)
Do you... Have a c.d... player?

DRIVER
Yes I do.

SARAH
(offering him the c.d., teeth still chattering)
Can you...play...track 8?

DRIVER
You got it.

Of Montreal's, "Wraiths Pinned to the Mist and other Games" plays on the stereo.

The girls, cuddled together, are radiant before the lights of the passing city.

EXT. NIGHT. SAN FRANCISCO. INDUSTRIAL DISTRICT.

Upon an otherwise dark and empty street bulges a little scene. A BOUNCER prevails over a smattering of HIP YOUNG MODERNS.

THE TAXI pulls up - SARAH and BLAIR exit the cab like celebrities.

They approach the bouncer. The young moderns check them out.

THE STANDARD BOUNCER
Good evening, ladies.

SARAH
Hi. Ezra, the Hip Hop Historian, invited us.

BOUNCER
Any guns, knives?

SARAH

Several. But I'm not gonna show 'em to you.

BOUNCER

(chuckles)

All right. You young ladies enjoy yourselves.

SARAH

(to the bouncer)

Where do you keep *your* gun?

Blair slaps Sarah on the back, urges her into the party. The bouncer laughs, a deep, professional chuckle, as the girls enter.

INT. THREE STORY LOFT - NIGHT.

The loft is lofty. Genuinely modern and elegant. An achievement, really. A staircase leads from the large art gallery ground floor up to what we see has become the performance space.

The girls look up to see and hear that POWELL has already begun performing. EZRA, from the college office, is his DEEJAY.

The girls hurry gracefully up the staircase.

The performance is just Powell with a microphone and Ezra at the turntables.

There are fifteen genuinely interested audience members, and several others drinking and chatting.

POWELL (performing)

(I will either write or commission about twenty seconds of hip hop for Powell to perform).

Powell NOTICES THE GIRLS just as they come up the staircase.

INT. THREE STORY LOFT

Powell's performance has just ended.

He goes straight to the girls.

Sarah looks right. Blair looks left. Sarah looks down the stairs.

Yes, Powell is coming right to them.

Ezra puts on a record.

The following occurs out of earshot:

Powell gives Blair a hug.

Then a hug for Sarah that is allowed to linger.

It's one of those beautifully smooth embraces that makes an awkward white boy envious.

An awkward pause afterwards.

Powell makes a joke.

The girls laugh.

Then a camera-armed white boy, NICK (20), approaches. Nick was taking photographs during Powell's performance.

He introduces himself awkwardly to the girls.

The boys start chatting.

The girls excuse themselves and head over to the other room. They are excited.

INT. THREE STORY LOFT. THE OTHER ROOM - MOMENTS LATER

Loud music plays.

There is a rope swing in the loft and several COKE THIN MODELS, boys and girls, are taking turns swinging on it. The models swing, appearing beautiful and spontaneous.

BLAIR and SARAH observe from the kitchen.

The girls lick salt off their wrist. Shoot a shot of tequila each. Bite into limes.

POWELL approaches. It's really LOUD, so he gets up close to SARAH and asks her a question.

SARAH says, "Okay."

They go off hand in hand.

Sarah grabs Blair's hand, drags her along with.

A new COKE-THIN MODEL is on the rope swing.

INT. THREE STORY LOFT. PERFORMANCE SPACE -- LATER

LOUD DANCE MUSIC.

POWELL and SARAH are dancing joyfully.

They are having what appears to be a LIVELY CONVERSATION.

BLAIR, to the side, not dancing, tries not to watch Sarah too closely.

Then, NICK approaches her.

NICK

(slightly yelling, the music is loud)
Hey, Blair! Aren't they good dancers?

BLAIR

(blinking on his name)
Hey, -

NICK

It's Nick! Don't worry, I'm awful with names, usually.

BLAIR

Yeah. I'm sorry.

NICK

(very fast)
No problem! You know why everyone's bad with names? Because the moment you first hear someone's name is the moment you have your first physical contact with them! I mean, shaking someone's hand, that's

NICK (cont'd)
intense! Here, check it out.
"Hello, my name is Nick..."

He holds out his hand.

BLAIR
Hi Nick, I'm Blair.

She shakes his hand, and Nick MELTS.

NICK
I mean, what's a name compared to
That?! You know?

Blair is amused enough at this.

BLAIR (cont'd)
Do you want to talk where it's a little
quieter?

SARAH, dancing, watches Blair go off with Nick.

Sarah then returns to the close eye contact she had been
holding with Powell.

SARAH (dancing)
I cheated on the S.A.T.!

POWELL
Really!?

SARAH
Yeah!

POWELL
Shit!

SARAH
I know! I almost got away with it too!
I'm a very clever girl!

Nick and Blair go up a tight, winding staircase.

INT. THIRD FLOOR, THREE STORY LOFT -- A BIT LATER.

The third floor - a quiet, elegant, comfortable space.
Lots of couches.

Everyone is smoking. NICK and BLAIR are chatting on the couch. They drink COCKTAILS.

NICK

Actually, at the moment, I'm unemployed -

Blair is embarrassed, sorry she asked.

NICK (cont'd)

But no - I'm flattered that you would, like, assume I held down a steady job - because come Tuesday morning, 11 am, I'm not going to be at work or anything, I'm going to be wide awake on my futon, having a panic attack.

BLAIR

You're really weird.

NICK

Thanks.

They share a moment of real, naked eye contact.

Nick takes his camera, points it at Blair.

BLAIR

(averting her gaze)

No.

NICK

(about to shoot)

Why not? You're so pretty.

BLAIR

Don't - please.

NICK

(lowering the camera)

Okay.

BLAIR

Sorry. It's just that - I saw you take a picture of me earlier - when Powell was on - and ever since then all I can think of is that (pointing to his camera) in that box there is this awful - image- you have these ugly images of me in there, and I can't think of two things in a row before I think of that. Sorry.

NICK

No - it's fine.

BLAIR

(really embarrassed)

Woah - I can't believe I just told you that - why did I just tell you that?

Blair starts to get up.

Impulsively, Nick takes the camera off his neck and throws it to the other side of the couch.

They share another moment.

Less awkward this time.

More contact.

Much less awkward.

Blair picks up his camera.

Hands it to him.

BLAIR

(offering her hand)

Let's go to the roof.

Nick takes her hand. Holds it a moment. then rises.

INT. PERFORMANCE AREA -- SIMULTANEOUS

SARAH and POWELL on the dance floor.

No longer dancing, though in the middle of the dance floor.

they are KISSING PASSIONATELY.

They stop.

An electric moment.

Then kiss again.

EXT. ROOFTOP. THREE STORY LOFT.

NICK and BLAIR come out to the roof.

WIND BLOWS.

NICK

It's frickin' freezing up here!
And you're in a skirt! We can go downstairs.

BLAIR

No - come on - over here.

She takes his hand, leads him behind the BIG MAINTENANCE CLOSET on the side of the roof.

Here, they are sheltered from the wind.

They hold each other.

Blair starts to INSPECT HIM.

Feeling his shirt.

Running her fingers through the hair on his arms.

Getting the essence of the nape of his neck.

Finding out where her nose meets his chest when they hold toe to toe.

She slowly persuades herself to sum up the courage to kiss someone other than her high school sweetheart.
It is so tastefully erotic.

BLAIR

I'm sorry.

NICK

No... why?

BLAIR

(still inspecting)

It's just...

NICK

It's great. I love it. It's like a long handshake.

She looks up at him. She likes this.

Then, she KISSES HIM - REALLY HARD.

For quite a long while.

It's one of those epic kisses - it alternates between the awkward and sublime.

NICK

(pause, deep breath, then very fast)
Will you go out on a date with me a week from this Wednesday? it's not like I am booked solid until then, in fact I have nothing- but I would love to just *look forward* to going out on a date with you, to have someone to be *really excited about*, to have everything be possible for at least like a week and a half.

BLAIR

(pleased)

Okay.

NICK

Okay. Can I kiss you again?

BLAIR

Okay.

NICK

(as he kisses her)

Okay.

INT. PERFORMANCE SPACE -- SIMULTANEOUS

SARAH and POWELL are still kissing passionately.

Pause to take a breath.

SARAH smiles - Looks up to the ceiling - wonder what Blair is up to?

INT. LUXURY HOTEL ROOM, TUESDAY - EARLY MORNING

We hear SARAH'S CELL-PHONE RING-TONE.

SARAH grabs her CELLPHONE.

flips it open.

Sees a little alarm bell ringing next to the time: 7:11 am.

Groans.

BLAIR

(rolling over)

What time is it?

SARAH

(curling up under the blanket again)

It's only six-fifteen. Go back to sleep.

INT. HOTEL ROOM - HALF-HOUR LATER

THE GIRLS, both with their SUNGLASSES ON, munch on Denver Omelets in silence.

SARAH

No, I get it - you're just saying you're not crazy about him.

BLAIR

No. Yes. I mean, no, definitely not crazy about him. He's weird. Not in a threatening way, he's sweet, but just -

SARAH

You're not in love.

BLAIR
Definitely not.

SARAH
So you used him.

BLAIR
Hey - I don't know about you and Powell,
but we just kissed.

SARAH
Me too. Definitely me too. But let's not
get off the subject. Last night, you kissed
a boy who was not named Jeff, which then
brings your grand total number of boys
kissed, not counting Phil Kostka -

BLAIR
Phil Kostka - you definitely can't count
Phil Kostka -

SARAH
Not counting Phil Kostka at my Bat Mitzvah,
your grand total of ass -

BLAIR
Hey -

SARAH
Your grand total of gentleman smooched
Comes to - two.

Blair shrugs. It's true.

SARAH
And you're not crazy about...

BLAIR
Oh. Nick. His name is Nick.

SARAH
Right.

BLAIR
No. Not crazy. Nice, but not... He's... nice.

SARAH

He's a means to an end.

BLAIR

Should I feel guilty?

SARAH

No! Hey - listen to me - no - you know what -
We should high-five - I think this is an
Important step for you and I think we should
High-five.

BLAIR

No - that's lame.

SARAH

(holding up her hand)
High-five!

BLAIR

It's... chauvinistic!

SARAH

I want high-five!

BLAIR

Fine!

Gives her the high-five.

BLAIR

There's your high-five.

SARAH

Blair. I'm happy for you.

BLAIR

Whatever.

They go back to their Denver omelets.

BLAIR

(singing softly the lyrics of the O.M. song heard in cab)
Let's pretend we don't exist
Let's pretend we're in Antarctica
Let's pretend we don't exist

SARAH
We better go.

BLAIR
Oh. Okay.

Sarah gets up.

SARAH
I love that song.

EXT. SAN FRANCISCO STREETS -- HALF-HOUR LATER

THE LIBERTY negotiates the streets.

INT. JEEP LIBERTY -- CONTINUOUS

The girls look preoccupied.

Distant from each other.

Blair ROLLS DOWN HER WINDOW, feels the breeze.

EXT. OAKLAND BAY BRIDGE - MINUTES LATER

THE LIBERTY cruises across the bridge.

INT. JEEP LIBERTY -- CONTINUOUS

The girls are tense.

SARAH
I was hoping there would be traffic.
Really bad, awful traff..

BLAIR
So I know we said last night that we we're
going to talk - talk seriously - but
you kept prodding me about smooching what's
his name and now we're only ten minutes from
the station - and I want to talk, I do -

SARAH
Okay -

BLAIR

But not for only ten minutes - I don't know -
I just don't see what we could accomplish
in that short a time.

SARAH just looks at her.

BLAIR (cont'd)

Well I'm not going to talk about it right
Now, okay? Not when my train leaves in
(looks at watch) twenty minutes.

SARAH

If that's what you want.

BLAIR

I'm gonna' write you an email about -
I'll write it on the train and then I
Will type it out and send it to you -

SARAH

And if you don't?

BLAIR

I will.

SARAH

And if you *don't*?

BLAIR

I *will*.

SARAH

Okay.

An awkward pause between them.

Sarah takes out her CELLPHONE, flips it open, and snaps a
PHOTO of HERSELF AND THE VIEW FROM THE BRIDGE - as she
snaps the photo, she sees Blair THROW SOMETHING OUT THE
WINDOW.

SARAH

Did you just throw something out the
window?

Blair shrugs her shoulders.

SARAH

Was it the toothbrush -

BLAIR silences her with a wave of the hand - she doesn't want to talk about it.

SARAH focuses on the road ahead - she hides a smile.

EXT. OAKLAND TRAIN STATION PARKING LOT -- MINUTES LATER

THE JEEP LIBERTY pulls up to the drop area, in a hurry.

THE OPENING BASS-LINE of O.M.'s *Let's Pretend We Don't Exist* is heard.

INT. JEEP LIBERTY -- MOMENTS LATER

SARAH turns down the stereo.

She makes a LITTLE SAD FACE at Blair.

BLAIR

Are you sure you don't need my help?
Setting up your desk lamps and stuff?

SARAH

No, I'll be fine. I mean, yes, please
stay, forever, I'm lost without you!

BLAIR

No.

SARAH

Damn. (pause) Damn! Look, I'm not going
to tell you what to do, because you'll
just do the opposite to piss me off, and
I'm not going to tell you I'm worried about
you because I'm not sure I have the wisdom -
but didn't we have fun up here? Wasn't this
freaking amazing? Couldn't we kick ass up
here? That's all I'm going to say. I'm
just sayin'...

BLAIR

I'll think about it.

SARAH
(encouraged)

Okay.

They sit. Look out the windows.

SARAH
Well - goodbye, I guess.

BLAIR
Only for a little while.

SARAH
Goodbye for a little while.

They sit there for a while.

BLAIR
Goodbye, Sarah.

SARAH
Bye.

Sarah kisses Blair on the cheek.

They sit there.

They look out the windows.

BLAIR
Bye.

Blair kisses Sarah briefly, on the lips.

They look forward, out to the train station.

EXT. TRAIN STATION DROP-OFF AREA - MOMENTS LATER

BLAIR stands outside the station with her LITTLE ROLLING
DUFFEL.

SARAH pulls the JEEP LIBERTY around.

SARAH
(as she passes slowly, with the window down)
Tell your brother I'll be home for
Rosh Hashanah!

BLAIR checks so that no one is watching, then FLICKS SARAH OFF.

SARAH gives her the old "up your ass" gesture (left palm on right bicep).

Sarah passes in her car.

Blair's smile fades quickly.

INT. JEEP LIBERTY -- CONTINUOUS

Sarah pulls out of the parking lot.

EXT. TRAIN STATION, TRACK TWO - A MINUTE LATER

We see Blair sitting on a bench, fixed to her seat. She sits next to a FAT WOMAN who keeps a YIPPIE LITTLE DOG in a kennel at her feet.

The SOUND of a TRAIN WHISTLE.

The LITTLE DOG YIPS.

INT. JEEP LIBERTY -- CONTINUOUS

SARAH never made it to the freeway.

We see that she is parked next to the turn-around, in clear view of the EXIT DOORS of the station. This is where Blair would come running out from if she decided not to get on the train.

The Of Montreal song plays softly on the stereo.

She waits.

INT. TRAIN -- CONTINUOUS

Blair wades through the bustling, chatty crowd as the train accelerates. Anonymous again.

To allow an OBESE AMERICAN FAMILY to ooze past her, she sidles to the side, now uncomfortably close to a seated GOATEED MAN.

INT. JEEP LIBERTY -- CONTINUOUS

SARAH stares intently at the EXIT DOORS.

SARAH

(whispers the bridge of the O.M. song)
*maybe I'll never die
 I'll just keep growing younger with you
 And you'll grow younger too, oh,
 No, it's seems too lovely to be true
 But I know
 the best things always, do -*

Sarah stops singing as she sees the train begin to move.

INT. TRAIN - CONTINUOUS

As the OBESE FAMILY PASSES, BLAIR stands right in front of the seated GOATEED MAN, who is now ON HIS CELL-PHONE.

GOATEED MAN

Yeah! well, it's looking like the train will be about ten minutes late, so I'll be there ten minutes later than I said - yeah! 4:30! Okay. So what's up with you?

Stuck in this little corner, Blair looks out the window.

She sees the JEEP LIBERTY, parked outside the station.

INT. JEEP LIBERTY -- CONTINUOUS

SARAH strains to see into the slowly passing cars of the train.

Suddenly, she sees WHAT IS PROBABLY BLAIR, faintly through the windows.

Sarah gives a little wave goodbye.

INT. TRAIN -- CONTINUOUS

The OBESE FAMILY has passed.

BLAIR sees an empty section at the end of the car, heads there.

She sits.

She becomes aware that on the other side of the car, in a seat facing her, sits an EXQUISITELY TAILORED ELDERLY BLACK GENTLEMAN. In the seat next to him there is a SMALL BOOMBOX.

GENTLEMAN

Pardon me, young lady. Do you mind? Some music?

BLAIR

No - that's fine.

He presses play on his little silver boombox.

A BEAUTIFUL SONG comes on.

The music reaches Blair powerfully - the bustle of passengers that had once pushed her around now appears an ordered THING OF BEAUTY - It is a PRIVILEGED MOMENT.

The Gentleman moves his hands to the music.

BLAIR

I like it.

GENTLEMAN

Young lady, where are you from?

BLAIR

L.A.

GENTLEMAN

On your way home?

BLAIR

Yeah.

GENLEMAN

Do you go to school up here?

A thoughtful pause.

BLAIR

Yeah. I mean, I'm going to. I have to go home, figure some stuff out, but then I'm going to come back - and go to Menlo College.

GENTLEMAN

(smiling)

Good for you.

We believe her. She believes herself.

This is one of the proudest moments of her life, but if you saw her from across the train, you'd think she was just recalling to herself a funny story.

The end.

(Name of Project)

by
(Name of First Writer)

(Based on, If Any)

Revisions by
(Names of Subsequent Writers,
in Order of Work Performed)

Current Revisions by
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