

One Good Man
by
Jennifer Leigh Selig

1701 N. Oak Street
Calistoga, CA 94515
530.218.4774
jenniferlselig@gmail.com
WGA #1340926

FADE IN:

INT. PHOTOGRAPHY STUDIO - DAY

Close in on A MAN, early 30's, gazing at a baby cradled in his arms. THE CLICK of a camera. HOLD on image.

HOLLY (V.O.)
There's something beautiful about a
man with a baby.

He moves the baby in front of him, his large hand cupping the baby's tiny head. CLICK. HOLD on image.

HOLLY (V.O.)
The way his hands soften and shape
themselves into a cradle.

He brings the baby near his face, eye to eye. CLICK. HOLD.

HOLLY (V.O.)
The way his eyes crinkle and
sparkle with delight.

The man gurgles, coos, and then kisses the baby. CLICK. HOLD.

HOLLY (V.O.)
The way his heart melts in an
expression of pure, simple love.

From behind the camera appears HOLLY, mid 30's, longing written all over her winsome face.

HOLLY (V.O.)
I was attracted to that in a man.

She smiles wistfully at him - or the baby - or both.

HOLLY (V.O.)
I wanted a man whose hands, whose
eyes, whose heart could hold me
with that kind of love.

Tears well in her eyes. She fusses with the camera.

HOLLY (V.O.)
There was only one problem.

She looks back. The man holds the baby, nose to nose.

HOLLY (V.O.)
I was a lesbian.

HOLLY (V.O.)
And not just any kind of lesbian. I
was what you might call a career
lesbian.

INT. HOLLY'S CHILDHOOD BEDROOM - EARLY 80'S - DAY

Posters of Charlie's Angels cover the walls.

Eyes closed, Holly sits on the edge of her Wonder Woman
bedspread with another PRE-PUBESCENT GIRL, and leans in.

HOLLY (V.O.)
I had my first kiss when I was 10.

Holly's eyes open wide. EUREKA! She leans in for more.

INT. HOLLY'S CHILDHOOD BEDROOM - MID 80'S - NIGHT

Madonna posters adorn the room, with one from "Desperately
Seeking Susan" prominent.

Holly lies with one leg strewn over the body of a TEENAGE
GIRL, twirling her hair in her fingers, gazing in her eyes.

HOLLY (V.O.)
My first real girlfriend at 13.

INT. CONCERT STADIUM - LATE 80'S - NIGHT

Holly rocks out next to another OLDER TEENAGE GIRL.

HOLLY (V.O.)
My first Melissa Etheridge concert
at 16.

INT. HOLLY'S CHILDHOOD BEDROOM - LATER THAT NIGHT

Melissa Etheridge and k.d. lang posters on the walls.

In bed, Holly removes the shirt from the girl at the concert,
throws off her own bra, and rolls over on top of her.

HOLLY (V.O.)
I lost my girl-on-girl virginity
that night.

INT. LIVING ROOM - EARLY 90'S - DAY

Holly sits alone on a couch, wringing a Kleenex and talking.

HOLLY (V.O.)
I came out when I was 20. It took
my grandparents about 10 minutes to
accept me.

Her GRANDFATHER (Wilson) and GRANDMOTHER join her on the couch, showering her with hugs and kisses.

INT. ANOTHER LIVING ROOM - EARLY 90'S - DAY

Holly alone on another couch, talking with plaintive gestures. No Kleenex this time.

HOLLY (V.O.)
It took my parents much longer.

Her parents BURT and HELEN sit in chairs opposite her, both wringing Kleenexes and crying.

HOLLY (V.O.)
About 10 years longer, in fact.

A SERIES OF SHOTS

Holly knocking at her parents' front door 3 times around every 3 years, with 3 DIFFERENT GIRLFRIENDS in tow.

Her parents open and shut the door on them each time.

INT. HOSPITAL - LATE 90'S - DAY

Holly's frail grandmother lays in bed. Holly's parents lean over her. With a burst of strength, Grandmother takes them each by their collars and speaks her last words to them.

HOLLY (V.O.)
When my grandmother was on her
deathbed, she told them she had
seen Jesus and if he didn't have a
problem with me being a lesbian,
then they shouldn't either.
(beat)
They came around.

A SERIES OF SHOTS

Holly back at the front door with NEW GIRLFRIEND #4. This time when her parents open the door, they turn around and walk back into the house, leaving it open.

HOLLY (V.O.)
And around.

On the next visit with NEW GIRLFRIEND #5, Holly's father holds open the door and motions them to come in.

HOLLY (V.O.)
And around.

The next time, he shakes Holly's NEW GIRLFRIEND #6's hand and Mom welcomes them in.

HOLLY (V.O.)
And around.

The last time, they give both her and NEW GIRLFRIEND #7 (MONA) huge hugs and practically carry them into the house.

EXT. SAN FRANCISCO - EARLY 2000'S - GAY PRIDE PARADE

Her parents march in the Parents and Friends of Lesbians and Gays section, wearing printed t-shirts and holding an identical sign with Holly's picture on it that says "JESUS LOVES OUR LESBIAN DAUGHTER!" They chant with the crowd, "We're here, we're queer, get used to it!"

HOLLY (V.O.)
Too far around, if you asked me. My therapist called it a classic case of overcompensation.

EXT. HOLLY'S PARENTS' HOUSE - NIGHT

Holly and her last new girlfriend Mona pull up to the house. Across the front door, they see a banner that reads

"HAPPY ONE YEAR ANNIVERSARY!"

HOLLY (V.O.)
I called it annoying. Sweet, but annoying.

Holly's parents burst out of the house, ignore her, and run to embrace Mona instead.

HOLLY (V.O.)
My girlfriends called it endearing.

They smile, and gesture to Holly to join the embrace.

INT. RESTAURANT - TWO-ISH YEARS LATER - NIGHT

Holly sits at the table with her girlfriend Mona, their friend JULIE, and two other WOMEN. Mona is telling a story. The women ignore the CUTE WAITER with their food.

Holly watches him closely. He notices. She gives him a shy, but unmistakably interested smile.

HOLLY (V.O.)
So when I started having feelings
for men--

He walks away. Holly's eyes drop to his perfect rear end, while Mona grows animated as she inches toward her punchline.

HOLLY (V.O.)
Sexual feelings--

Mona slaps Holly's hand to get her attention. Holly's head snaps back to the table.

HOLLY (V.O.)
Imagine how hard it was for me.

Mona delivers the punchline...

HOLLY (V.O.)
I mean, my whole life was gay.

Everyone laughs hysterically, except for Holly, who's lost.

INT. SAN FRANCISCO OFFICE BUILDING - DAY

Holly enters a door to the office for "QUEER TIMES" and walks into a conference room.

HOLLY (V.O.)
I worked as a photographer for a
gay magazine.

In the conference room, she spreads out a dozen or so portraits of ELLEN DEGENERES on the table.

I/E. THE CLIT CLUB - NIGHT

When Holly walks in the door of the club, 2 dozen friends jump out from behind the bar and yell SURPRISE!

HOLLY (V.O.)
Almost all my friends were gay.

A TRANSVESTITE dressed as Marilyn Monroe brings a cake out to Holly and prepares to sing "Happy Birthday Mr. President."

INT. RESTAURANT - FISHERMAN'S WHARF - NIGHT

Holly and her grandfather Wilson eat dinner, the Golden Gate Bridge twinkling prominently in the background.

HOLLY (V.O.)
Hell, I even lived in the gayest city in the country.

INT. HOLLY'S HOUSE - DARKROOM - DAY

Holly develops a black and white picture of the very handsome MAYOR of San Francisco posing with his WIFE and BABY.

HOLLY (V.O.)
So I stayed in the closet - so to speak - hoping it was just a phase.

She crops out the wife, and ZOOMS IN her focus on the mayor.

HOLLY (V.O.)
It wasn't.

She looks at him with wanton appetite.

HOLLY (V.O.)
Then last year, I decided to stop living a lie. It was time for me, at 30 something years of age, to lose my boy-on-girl virginity. So I set out on a quest to find...

She turns off the light in the darkroom and opens the door. Light floods in, blinding the eye and filling the screen.

HOLLY (V.O.)
One good man.

When the light fades, into focus comes...

EXT. SAN FRANCISCO AIDS PROJECT BUILDING - DAY

Holly walks up the sidewalk and enters the building.

HOLLY (V.O.)
The first person I told was my gay
best friend Mark.

She opens a door labeled

PROJECT ANGEL FOOD

Where an assembly line packs lunches into plastic containers.

MARK (30's), a flamboyant gay man a notch below Jack on "Will and Grace" - but only a notch - ladles a lump of mashed potatoes into the container and passes it to...

Holly, who places a breadstick on it and passes it to...

LOUIE, an nosey older Asian man, who adds a piece of chicken.

HOLLY
(whispering)
So I had the dream again.

MARK
The big dick dream?

Holly nods. Louie leans in, listening intently.

MARK
You are SO not a lesbian!

HOLLY
And you are SO a fag...are those
earrings what I think they are?

A close-up on Mark's earrings reveal them to be - SPERM.

LOUIE
What's the big dick dream?

HOLLY
Ever since I was a little girl...

MARK
(interrupting, campy)
A little lez-bee-ann

HOLLY
...whenever I had sexual dreams
about men, they always had...
penises... the size of...

Mark wags his little pinkie at Louie. Louie nods sympathetically.

HOLLY (CONT'D)
Not very satisfying.

MARK
I'd be a lesbian if men had dicks that size.

HOLLY
But in the last year... the men have... uh... grown in stature.

Mark puts down the ladle, uses his two hands to suggest 12 inches. Louie's eyes widen.

HOLLY (CONT'D)
Not THAT big! Every woman would be a lesbian if men had dicks THAT big!

The entire assembly line looks at Holly. Holly waves the bread stick in her tongs at them.

HOLLY (CONT'D)
Sorry!

When they laugh, Holly realizes what the breadstick looks like... and quickly drops it in the container, mumbling...

HOLLY
Sorry. Sorry.

Louie looks down at the container. His eyes grow wide again.

Holly and Mark look. The bread stick has landed - erect - in the middle of the mound of mashed potatoes.

EXT. STREET - DAY

Holly and Mark, shift over, eat breadsticks while walking.

HOLLY (CONT'D)
Seriously - I wouldn't even know what to do - the equipment's so different.

MARK
What's there to do? You just lay down and spread your legs. Let the man do the heavy lifting.

HOLLY
But what about... oral sex?

MARK
Oh, blow jobs. There is an art to that.

Suddenly Mark stops. He wags the breadstick enthusiastically.

MARK (CONT'D)
I know just what you need!

INT. HOLLY'S HOUSE - BATHROOM - NIGHT

CLOSE UP on book "Sex Tips for Straight Women From a Gay Man."

Pull back to reveal Holly in a bubble bath, with candles, wine, sexy music, holding the book in one hand and a camouflage dildo in the other.

She moves the dildo up to her mouth, curve down, glances back at the book, and turns it curve up, then curve back down.

The DOORBELL. Startled, she drops the dildo and the book into the tub.

INT. HOLLY'S HOUSE - LIVING ROOM

Holly emerges dripping wet from the bathroom as Julie runs through the entryway.

JULIE
Couldn't wait - sorry.

Julie, a lesbian whose slightly slovenly appearance begs for just 10 more minutes in front of a mirror, rushes past Holly with her usual manic energy.

JULIE (CONT'D)
Gotta pee gotta pee gotta pee gotta pee gotta pee.

From the bathroom, PEEING, accompanied by a SIGH OF RELIEF.

JULIE (O.S.) (CON'T)
Ahhhhhhhhh.....
(then with interest)
OOOhhh - somebody was getting it on!
(then with shock)
What the fuck?

The TOILET FLUSHES. Julie comes out of the bathroom, waving the dripping "Sex Tips" at Holly.

JULIE (CONT'D)
What . . . the . . . fuck?

EXT. OUTDOOR CAFE - EARLY EVENING

Holly sits with Mona, her attractive ex with trendy hair as blunt as her personality. Mona's arm is around her girlfriend ELENA, an innocent-faced Latina in her late 20's.

Julie blows in late as usual, and out of breath.

JULIE
Did I miss anything?
(catching her breath)
Okay. Okay. Shew. Okay. The reason
I called you guys together is...

Julie is overly dramatic, even for her overly dramatic self.

JULIE (CONT'D)
We have in our midst a traitor to
our race.

ELENA
Our race?

JULIE (CONT'D)
The lesbianic race.

HOLLY
Julie! I swear - don't do this.

JULIE
You gonna tell them or should I?
(patting Holly's hand
condescendingly)
Sweetie, you need help.

HOLLY
(only half-kidding)
You are such a bitch.

JULIE
Holly thinks she might be straight.

Mona and Elena gasp. To Mona, Elena says...

ELENA
You turned Holly straight?

HOLLY
This has nothing to do with Mona.

MONA
Obviously. Because you certainly didn't seem straight two years ago when you were letting me fuck you with a strap-on.

JULIE
Okay, bad example. The point is...

MONA
You sure didn't seem straight when you had your head between my legs telling me how great I...

HOLLY
MONA.

JULIE
MONA! Enough.

EXT. CASTRO STREET - LATER

The four women walk down the street. Elena and Mona conspicuously don't hold hands.

HOLLY
It's been coming on for a while...
And I just feel like I really need to explore it.

JULIE
You act like sexuality's a preference and not an orientation.

HOLLY
Maybe I'm reorienting.

MONA
Maybe you're hallucinating.

They approach a magazine stand. Elena grabs two magazines and shows Holly the covers.

ELENA
Okay, who would you rather sleep with - George Clooney, or Paris Hilton?

Holly points to Clooney.

ELENA

Actually, me too. Bad example.
How about this one - Demi, or
Ashton?

HOLLY

Ashton.

ELENA

Really? Okay, Tony Parker, or Eva
Longoria.

HOLLY

Tony Parker.

ELENA

Over my girl Eva?

JULIE

(grabbing a magazine)

No, I got one. Brad, or Angelina?

Holly thinks for a moment, then says quietly...

HOLLY

Brad.

Julie and Elena look at each other.

JULIE

Over ANGELINA JOLIE?

ELENA

Oh my god. You really ARE straight.

They continue walking through the Castro.

MONA

You can't be straight. You can't go
from a Kinsey six to a zero without
at least passing through
bisexuality first.

ELENA

Maybe she passed through
bisexuality when she was with you.

MONA

I did NOT have sex with a bisexual.

When a woman with a newborn baby walks by...

ELENA

It's the clock! Your biological clock. You wanna have a baby, so your body's tricking you into being attracted to men.

EXT. GAY GIFT STORE - "DOES YOUR MOTHER KNOW?" - CONTINUOUS

They stop in front of the store.

JULIE

You don't need a man for sperm.
 (using her two hands to
 show the difference)
 Man, sperm. Man, sperm. They come
 separately now.

A GAY MAN dressed in leather comes out of the store, and adds

GAY LEATHER MAN

It's better when they come
 together!

HOLLY

(apologizing for Julie)
 Sorry.

INT. GAY GIFT STORE - "DOES YOUR MOTHER KNOW?"

Elena holds up salt and pepper shakers - the salt in the shape of boobs, the pepper a penis. From across the store...

ELENA

Holly! Salt, or pepper?

Holly's embarrassed. Mona rolls her eyes. Setting down the pepper penis, Elena lovingly strokes the salt breasts.

ELENA

I could never give up breasts.

A SHIRTLESS GAY MAN gestures to his shirtless boyfriend who has decent sized breasts, and gives his nipple ring a tug.

SHIRTLESS GAY MAN

With some men, you don't have to.

EXT. CASTRO STREET

Mona smokes outside the store. The other women join her.

HOLLY

You make it sound like it's all
about sex. I LIKE men.

(acknowledging Mona)

You ready to go to the club?

She nods and they all walk down the street.

JULIE

Holly, we all like men.

ELENA

It's okay to like men, just don't
liiikkke men.

MONA

Shit, Holly. You're like a walking
poster child for homophobes
everywhere. You think if you can
just find one good man, you won't
be a lesbian anymore? News alert.

She throws down her cigarette and stomps on it.

MONA

You're a lesbian. You could find a
hundred good men and they could
fuck you all night long and you'd
still be a lesbian.

JULIE

Ouch. Literally.

INT. HOLLY'S HOUSE - BATHROOM - EVENING

Holly, radiant in a flattering dress, applies lipstick.

HOLLY (V.O.)

I told my friends it couldn't hurt
to try, but they were unconvinced
that this leopard could change her
stripes. But at tonight's big party
celebrating the merger of our
magazine with MediaSF, I was going
out on the prowl.

INT. SWANKY HOTEL BANQUET ROOM - NIGHT

Festive party in full-swing. Holly and STEVE, her prematurely
balding friend with slightly feminine characteristics, scan
the room as they drink champagne.

Holly's eyes light on handsome JACK. When he smiles from across the room, she flirts back, albeit a bit awkwardly.

STEVE
(oblivious)
See any women you find attractive?

HOLLY
(cursorily looking around)
Nope.

STEVE
Then you must be as prematurely
blind as I am bald.

He points to a WOMAN in her 30's across the room who nearly vibrates with vitality and beauty.

STEVE
Rachel Campbell. Art Director for
three of MediaSF's top mags.

HOLLY
I know her name and her work and
can assure you she's NOT a lesbian.

STEVE
How do you know?

HOLLY
A, her partner's Gabe Campbell.
(Steve looks quizzical)
The guy she designed the opera set
with?

STEVE
I don't think they're that kind of
partners - she doesn't wear a ring.

HOLLY
It's San Francisco. And B, even if
she were a lesbian, she'd be out of
my league.

STEVE
And what league is that?

HOLLY
The league of perfect women.

STEVE
Well, they say opposites attract.

HOLLY

Ouch!

STEVE

You know I'm kidding. Marry me! I think you're perfect.

Holly scoffs lightly at this. A new song begins.

STEVE (CONT'D)

Okay, if you won't marry me, at least dance with me. It'll be like junior high, only I'll try not to pop a boner this time.

On the dance floor, Steve holds Holly close, obviously still in love with her.

Nearby, Rachel dances too. She catches Holly's eye - and then her attention - with a look that appears to be, attraction? Holly looks away, composes herself, then looks back. It's Rachel's turn to look away. The energy between them is electric - and for Holly, confusing. Isn't Rachel...?

STEVE

Oh, yea. Real smooth, Jack.

Holly turns to see Jack's back as he dances with SYLVIA.

HOLLY

What do you mean?

STEVE

He keeps spinning Sylvia around so he can catch your eye.

Jack does just that - and gives Holly a sexual smile.

Steve quickly turns Holly around possessively.

STEVE

Ugh. He asked me earlier if you were single and available. I told him you were single AND available - to the right woman.

Steve laughs. Holly pulls away, chagrined.

STEVE

I set him straight, so to speak. Tell me you love me!

He tries to pull her close again. She resists.

HOLLY
Steve!

STEVE
What?

HOLLY
It's just... he's cute, and we were
flirting... and...

STEVE
And you're a lesbian, Holly.

HOLLY
(quietly)
Maybe not so much so anymore.

STEVE
WHAT?

The other dancers, including Rachel and Jack, stare at them.
Steve grabs Holly's hand and pulls her back into the corner.

STEVE (CONT'D)
Not so much so anymore?

HOLLY
Lately I've been... reconsidering
men. Or, considering them for the
first time, more accurately.

STEVE
Have you considered letting me know
about this?

HOLLY
I wanted to tell you, but I thought
it might be awkward, given...

STEVE
Given the fact that your sexual
orientation is my only consolation
for why you aren't attracted to me?

His face betrays his hurt.

STEVE (CONT'D)
Shit, Holly, you were the one who
taught me it's not a choice.

HOLLY
I'm not choosing. I'm just...
exploring. Or exploring exploring.

STEVE
Exploring?! How about doing some
exploring here?

He points to his genitals, the unvisited continent.

STEVE (CONT'D)
I'm sorry. That was crass.

Holly laughs a little, relieved.

STEVE (CONT'D)
Seriously though. And if you say
it's because you don't want to ruin
our friendship... well, that would
just really... ruin our friendship.

EXT. OFFICE BUILDING - MEDIASF - DAY

Steve and Holly wheel moving boxes into the building.

HOLLY (V.O.)
Steve asked me to reconsider
typecasting him as my straight best
friend and allow him to audition
for the part of my first boyfriend.

INT. OFFICE BUILDING - ELEVATOR

Steve touches Holly on the arm a bit suggestively - she pulls
back at first, then sensitively tries to cover it up.

The door opens and Jack enters the elevator. Steve bristles
as Holly gives Jack a hundred watt smile.

HOLLY (V.O.)
But it was Jack I was auditioning
for that part. When I finally
succeeded in convincing him I could
play straight, he asked me out.

INT. HOLLY'S HOUSE - BEDROOM - NIGHT

Holly, on the phone, struggles to put on her shoes.

HOLLY
He seems like a really good guy. He
has a dog named Bella and two
nephews he takes to Giants games
and he adores his mother.

MARK (O.S.)
Have you been practicing?

HOLLY
Oh shit! I have to go.

She hangs up the phone and runs into the bathroom. She takes the camouflage dildo from the top of the counter and tosses it under the sink. She looks around frantically, and then

THE DOORBELL.

HOLLY (CONT'D)
SHIT!

It rings again as she looks around one more time.

CUT TO:

INT. HOLLY'S HOUSE - LIVING ROOM - MINUTES LATER

Holly hands Jack a glass of wine. They clink glasses and sip.

Jack's eyes light upon her little-black-cocktail-dress amplified cleavage. Flustered, yet pleased, she replies...

HOLLY
Excuse me while I finish up.

She walks into the

BATHROOM and semi-closes the door.

JACK (O.S.)
Congrats on your promotion, by the way. Have you met the head art director yet?

HOLLY
Rachel? Not officially. What do you know about her?

She applies lipstick. Back in the

LIVING ROOM, Jack walks around, scrutinizing the room.

JACK
I know she's brilliant and beautiful and I'm completely in love with her.

Holly peeks her head out from behind the door, giving him a "Did you just say that on our date?" look.

JACK (CONT'D)

We're all completely in love with her, every man and woman in that place. If children were allowed to work there, THEY'D be in love with her - you'll see.

Holly ducks back into the bathroom.

On the bookshelf, Jack sees a picture of Holly and Mona, and he raises his eye at it salaciously.

HOLLY (O.S.)

What was it like to work with her and Gabe on the set? It was their first time together, yes?

He looks back toward the bathroom - it's safe - then pockets the picture.

JACK

And the last time, she said. For the good of their relationship. They clearly love each other and respect each other's work but...

He spots the water-stained book "Sex Tip" book nearby on a bookshelf, and mesmerized, moves toward it.

HOLLY (O.S.)

But...?

JACK

Sorry. Lost my train of thought. You almost ready?

HOLLY (O.S.)

Almost. Give me one more minute.

JACK

Take your time, babe.

He opens the book to a dog-eared page where a woman is giving a man a blow-job. He flips pages to a couple doing it doggy-style. He nods his head with cock-sure anticipation.

Back in the

BATHROOM, Holly checks her teeth for lipstick.

She opens the door and bumps into Jack, who has turned around abruptly to avoid getting caught with the book. He kisses her aggressively (she said) and passionately (he said).

After the long kiss, she pulls away, and rubs her upper lip.

JACK

Sorry. I didn't get a chance to
shave again after work.

HOLLY

No, I like it. It's... manly.

As he helps her with her coat, her eyes roll back as in "I
can't believe I just said that."

HOLLY (V.O.)

Other manly regions of his, I never
had the chance to explore. That was
the last hetero moment we had.

INT. RESTAURANT - NIGHT

JACK

What about that one? Do you think
she's hot?

He points to a woman at another table - a Playboy bunny type,
on the arm of an older man - then looks at Holly expectantly.

HOLLY

She's not a lesbian.

JACK

Still, if she were willing, would
you sleep with her?

HOLLY

Jack, I...

JACK

I totally think she'd sleep with
you. And I KNOW he'd be into it.

The waiter comes and fills their wine glasses. Oblivious to
him, Jack continues.

JACK (CONT'D)

Have you ever had a threesome?

Holly looks up at the waiter, who abruptly sets down the
bottle and leaves.

JACK (CONT'D)

I'm up for it, if you have any
other girlfriends who are curious.

When Holly doesn't bite...

JACK (CONT'D)

Do you? Have any girlfriends who are curious?

Holly reaches across the table and touches Jack's hand.

HOLLY

Let's talk about you. How long have you been sleeping with women?

JACK

(defensively)

I've never been with a guy.

HOLLY

I didn't mean it like that.

JACK

Do I look like I've been with a guy?

HOLLY

No no no. It's just that we... that gay people get that question a lot.

Jack's blank face leads Holly to explain.

HOLLY (CONT'D)

The question about how long they've known they were gay.

JACK

Got it. So how long have you known?

INT. JACK'S CAR - LATER THAT NIGHT

Jack pulls up to Holly's house, and cuts the ignition.

JACK

So she tells me she doesn't want to watch any more lesbian porn because the women aren't real lesbians. I'm like, how do you know? And she says lesbians aren't that tall or that good-looking, and they don't have fake boobs. And then - get this - she says that's not the way lesbians have sex, that real lesbians know that a woman doesn't like to be tongued like that. So again, I'm like, how do you know?

Holly's head is back against the seat in exasperation.

JACK (CONT'D)
I'm right, right? Women like that
thing with the tongue?

He flicks his tongue up and down like a lizard on speed.

INT. PROJECT ANGEL FOOD - THE NEXT DAY

Mark, Holly, and Louie sling food into containers.

MARK
He did not!

HOLLY
He did.

Louie imitates the tongue, then shakes his head in disbelief.

MARK
So what about Steve?

HOLLY
I can't go there with him, can I?
He's my best friend.

When Mark gives her a hurt look...

HOLLY (CONT'D)
Best straight friend. What if it's
not... what if it's not good, or I
choke or something?
(off Mark's nasty look)
Not literally choke. I read the
book - I know the importance of
swallowing.

She puts a roll in the container and passes it to Louie.

LOUIE
My wife - never swallows.

He mimics spitting - right over the corn he is dishing up.

MARK
Watch the food there, buddy.
(back to Holly)
So what's your plan? It can't be
that hard for a woman to get laid,
even in the gay capital of the
world.

HOLLY

Don't you know any straight guys
you can set me up with?

MARK

Scanning, scanning, scanning - no.

HOLLY

Will you take me out and help me
meet some?

MARK

I wouldn't have the slightest idea
where to go.

To Holly's incredulous look, he replies...

MARK

Honey, I live in the gayest
neighborhood in the world. Between
the locals and the tourists, who
has time for travel?

Holly makes some whimpering, begging sounds like a dog.

MARK (CONT'D)

Okay. But you have to find the
place - AND buy the drinks.

Holly sticks out her tongue and pants like a happy dog.

MARK (CONT'D)

(patting her head)
Down girl.

HOLLY

Thanks. I think it's just something
I need to get out of my system.

MARK

No, this is something you need to
get INTO your system.

He wags his pinky finger like the penis in her dreams.

MARK (CONT'D)

But before I take you out, you need
to learn how to cruise.

INT. ENDUP BAR - NIGHT

Mark pays for his beer and hands a cocktail to Holly, the
only woman in the gay bar. He has to yell over the music.

MARK

There are only three things you
need to remember. The three F's.
Find. Flirt. Fuck.

He turns around, leans up against the bar.

MARK (CONT'D)

Starting with Find.

He scans the club. Several men look at him, then look away.
He makes eye contact with a BUFF YOUNG GUY in a tight tank
top. They hold eyes for a minute. Mark leans toward Holly.

MARK (CONT'D)

Flirt.

He moves his beer bottle down by his crotch, cocking his head
slightly. The guy grins. He crosses his arms, his biceps
bulging. He looks down at Mark's crotch, then back up with a
"So whatcha going to do now?" look on his face.

MARK (CONT'D)

Fuck.

Mark sets his beer down on the bar.

MARK (CONT'D)

Find. Flirt. Fuck. Whatever you do,
DO NOT TALK. That's where you women
make all your mistakes. If you
talk, you won't fuck, because he's
going to open his mouth and say
something dumb, and then you'll
realize he's not perfect. I can
guarantee you -

(pointing to Buff Guy)
he's not perfect. But he is
perfectly fuckable.

Mark gives her a quick kiss on the cheek.

MARK (CONT'D)

Thank you for taking Cruising 101.
Class dismissed.

He walks away toward Buff Guy. Holly sets down her cocktail.

MATCH CUT TO:

INT. STRAIGHT BAR - LATER THAT NIGHT

Holly picks up her cocktail, and turns around in her barstool to face the room. Equally loud music blares, a straighter song, though equally sexual.

She sees pretty people everywhere, completely at ease.

Couples flirting.

Dancing.

Drinking.

Touching.

She's the only self-conscious one in the room.

She stands, turns to leave, and bumps into a younger looking man, BENJAMIN, who has to yell to be heard over the music.

BENJAMIN

Don't leave yet. I was hoping to
buy you a Scotch. Benjamin.

Holly cocks her head at him in interest. He's different - cute, but stilted somehow, like he's acting.

TWO SCOTCHES LATER

They laugh over a small joke. Holly puts her hand on his.

HOLLY

Enough talk. You wanna get out of
here?

EXT. STRAIGHT BAR

Holly and Benjamin make out against his red convertible.

HOLLY

You're a great kisser.

BENJAMIN

Really?

HOLLY

Yes. Your lips are so soft.
(touching his upper lip)
No hair.

He smiles shyly.

BENJAMIN

Would you like to invite me back to your place? I'd take you to mine, but I still live with my parents.

Holly pulls back a little.

BENJAMIN (CONT'D)

It's just while I'm in school. Then I'll get my own place.

HOLLY

What are you studying for?

BENJAMIN

My high school diploma.

What? Holly pushes him away.

BENJAMIN

Don't worry, I'm 18. Next month.

HOLLY

Eighteen?

BENJAMIN

I'm not a virgin - unless that turns you on, in which case I am.

(he sings)

"Like a virgin, touched for the very first time."

HOLLY

I have to go... I... I have to go.

BENJAMIN

I like older women.

He yells after her as she walks quickly away...

BENJAMIN (CONT'D)

I've seen "The Graduate" 20 times.

Holly waves him away from behind.

BENJAMIN (CONT'D)

I own it on DVD! I have it with me. We could watch it at your place!

As she walks away, he sings across the parking lot.

BENJAMIN (CONT'D)

"And here's to you, Mrs. Robinson.
Jesus loves you more than you will
know. Woah Woah Woah."

EXT. SAN FRANCISCO STREETS

Neil Diamond's "Holly Holy" plays over images of Holly walking forlornly through San Francisco streets bustling with straight couples whom she looks at with a kind of envy.

As she meanders through the streets, the neighborhood dynamics change, and it's gay and lesbian couples she sees. A group of lesbians pour out of the Clit Club, laughing hysterically. Holly stops as they stream past. She enters.

INT. CLIT CLUB

She approaches the bar, where Julie sits talking with the cute baby dyke bartender DREW. Julie hugs her, while Drew sets down a beer. Holly spins on her barstool and sees Mona and Elena dancing seductively. She takes a deep drag on her beer, then spins back around.

DREW

(to Holly)

You shoulda seen the beautiful
woman that just walked out of here.
Totally your type.

JULIE

Holly's bored with women, remember?
Been there, done twat.

HOLLY

I'm still attracted to women - I'm
just curious about men too.

DREW

Curiosity killed the cat.

JULIE

Or the pussy.

DREW

Meow!

Julie makes cat scratch motions and hisses at Drew.

Holly puts down her beer and gets up to leave.

JULIE

Don't leave kitty kitty!

HOLLY

I'm surprised you're so judgmental,
given your crush on Steve.

JULIE

Okay, conceded. But Steve is more
feminine than most of the women I
know. I mean, I get being attracted
to a man, but what would you even
do with each other in bed?

HOLLY

A man can do everything in bed that
a woman can do.

JULIE

He can't wear a strap-on.

HOLLY

Why would he? He comes with a
strap-on, minus the annoying strap.

JULIE

Yea, they don't make those well.

Holly and Drew nod their heads in agreement.

DREW

But a strap-on's always hard. He
won't always be hard.

HOLLY

They've got Viagra for that.

JULIE

He can't have multiple orgasms.

HOLLY

But he can still give them to me!

Drew pours them a round of tequila shots.

JULIE

They're men. What do they know
about making love to a woman?

The DRUNKEN WOMAN interjects into their conversation.

DRUNKEN WOMAN

Look, you're all missing the point.
The real reason why we don't sleep
with men...

She raises her glass for emphasis.

DRUNKEN WOMAN

Balls. Droopy... stinky... hairy...
schweaty balls.

All the women nod, conceding her point, even Holly.

DREW

Here here.

They CLINK their shots and knock them back.

Julie puts her arms around Holly to console her.

JULIE

There there.

EXT. HOLLY'S STREET - SAME NIGHT

Holly parks her car in front of a two story Victorian she
shares with her grandfather. She sees lights on downstairs.
She knocks on the door. He opens it, motions her in.

I/E. GRANDFATHER'S HOUSE

HOLLY

You're up late.

GRANDFATHER

Catching up on some video podcasts.
You ever watch "The Onion"? It's
LOL funny.

CUT TO:

INT. GRANDFATHER'S LIVING ROOM

Grandfather ponders his chess move. Holly sips hot chocolate.

GRANDFATHER

Something bothering you?

HOLLY

No.

She's not a good liar. After a beat...

HOLLY (CONT'D)
Do you still miss Grandma?

GRANDFATHER
Every day and night.
(moves a piece)
But if I ever start to feel sorry
for myself, I always remember how
blessed I am - 58 years with one
good woman is probably 57 more than
I deserved.

Holly looks down, sad.

GRANDFATHER (CONT'D)
Holly?

HOLLY
It's silly. I was just doing the
math... I'll never have 58 years
with anyone.

She moves her queen absentmindedly.

GRANDFATHER
Honey, you'll find the right woman.
It just takes some people longer
than others, that's all. And it's
better to have 58 minutes with the
right woman than it is to have 58
years with the wrong one. You're
right to be selective.
(motioning to her chess
move)
You might want to rethink that one.

Holly takes the queen back, then says quietly...

HOLLY
Lately I've been thinking that the
right woman might actually be a
man.

Grandfather doesn't miss a beat.

GRANDFATHER
Right man, right woman - right
person. That's what I want you to
find. Someone good enough for my
Holly Holy.

Holly's cell phone rings. She looks to see who it is -
STEVE.

GRANDFATHER (CONT'D)

Oh, that reminds me. Check out my new hearing aid.

He takes what looks like a Bluetooth device out of his pocket, clips it on his ear.

GRANDFATHER

I ordered it online.

EXT. PROJECT ANGEL FOOD - DAY

Holly, Mark, and Louie load food into a delivery van.

MARK

You are SO not a gay man.

He puts some beans in the container, and pushes them toward Holly. She looks at him, not understanding.

MARK (CONT'D)

Every gay man's fantasy - a 17 year old throwing himself at you!

(beat)

I bet he would have been a bottom.

HOLLY

You are sooo missing the point. I neeeeeeeed...to be topped!

LOUIE

I have a son. Masuo. Good for you.

HOLLY

That's okay, Louie. I'm...

LOUIE

He's very handsome. Tall too.

Both Holly and Mark look suspiciously at Louie, who's barely over 5 feet tall.

LOUIE

His mother's a big German lady.

(his hand motions suggest big breasts too!)

I got lucky!

HOLLY

Louie, I don't...

LOUIE

His pee pee, not...

He wags his pinky finger at Holly. Then using both his hands, he signals a very long penis.

Mark's face lights up. He licks his lips.

LOUIE

You come to my house tonight.

MARK

I'll be there!

LOUIE

ARGH. Not you. You stay away!

HOLLY

Actually, I'm seeing Steve tonight.

Both Mark and Louie's mouths drop open.

HOLLY (CONT'D)

It's not a date, it's just for sex.

INT. HOLLY'S HOUSE - BEDROOM

"SEX TIPS" cover. Pull back to see Holly, book in one hand, phone in the other.

Cross-cut with Mark on the phone at the farmer's market, picking out fruit.

HOLLY

It doesn't say how much pressure.

MARK

Enough to bruise a ripe banana.

HOLLY

Really? Okay, thanks.

She hangs up, gets the dildo, and walks into the

LIVING ROOM

and looks around. Her eyes light on the 7 foot tall carved wooden male statue from Borneo. Actually, from Cost Plus.

CUT TO:

Holly on her knees, sex book in one hand, kneeling before a dildo strapped onto...

Borneo man. She glances up toward his face.

HOLLY
 Forgive me.

THE DOORBELL. She bolts up, hides the book under a pillow, can't get the dildo off, throws a shirt on it, just as

Julie enters.

JULIE
 You really oughtta lock your door.

HOLLY
 (trying to get her out of
 the room)
 You want a drink? Glass of wine?

Too late.

JULIE
 Cute shirt. I wanna borrow it.

She walks over to the statue and pulls off the shirt.

THE DILDO.

JULIE (CONT'D)
 Jesus, Holly. You need to get laid.

Holly stands in front of Borneo man as Julie tosses her a box with a bow on it. Holly opens it, pulls out...

A package of condoms.

JULIE (CONT'D)
 (pointing to Borneo man)
 Obviously I'm just in time.

Holly, completely shaken, takes a step backward. Borneo man's penis pokes her from behind.

JULIE (CONT'D)
 (gesturing to the shirt)
 Is this clean?

She smells the shirt as she walks to the door.

JULIE (CONT'D)
 I'm gonna go - I've obviously
 interrupted your date.
 (gesturing to Borneo man)
 I'll leave you two alone.

She goes to leave, then turns back.

JULIE (CONT'D)

You gonna tell your parents?

Deep sigh. Holly's relieved to be able to talk about this.

HOLLY

I don't know - I have to make sure it's not some phase or something. It took so long to get them to accept that I was born gay...

JULIE

So how do you explain being born again? I get it. You're in some weird territory here.

A quick glance at Borneo man drives the point home.

HOLLY

Hey, Jules. Thanks.

JULIE

It's no big deal. They're really inexpensive. Who knew?

HOLLY

No, I mean for being supportive.

JULIE

That's what best friends are for.

Steve pokes his head in the doorway.

STEVE

I thought I was her best friend! Hi Julie.

(handing Holly roses)

For you.

(gesturing to the gift box in her hand)

For me?

Holly quickly pulls the box back. Julie stares at the whole scene, mouth agape. She leaves quickly. Holly locks the door.

STEVE (CONT'D)

Bye Julie.

Nervously, he wrings his hands.

STEVE (CONT'D)

Sooo... now what?

His eyes fix on Borneo man, fully erect.

STEVE (CONT'D)
Will he be joining us?

Tossing the roses to a chair, she puts a finger to her lips.

HOLLY
Shhhh. Don't speak. Just nod. Do
you promise this won't ruin our
friendship?

He nods. He's in. She motions for him to follow her.

INT. HOLLY'S BEDROOM

Steve lays naked on his back, Holly naked at his side.

STEVE
I am sooo sorry. This has never
happened to me before. I'm usually
good to go, like this.

He snaps his fingers.

Holly raises her finger to her lips again.

HOLLY
Shhhh. It's okay.

She runs her finger down his chest toward his flaccid off-
screen penis.

HOLLY
How about I try...
(she kisses his chest,
moving down his body)
This?

Steve looks down at Holly who's off-screen now.

STEVE
Oh, that's good. Really good. Maybe
a little less pressure?

THE BEDROOM - LATER

Holly comes back up from her unsuccessful task.

STEVE
I'm sorry, I don't know why... that
always works.

Holly rolls onto her back.

HOLLY
Was I... bad?

STEVE
No no no. It felt so good. So
sensual. Shit - you know what it
felt like?

He folds his hands, contented, across his chest.

STEVE (CONT'D)
It felt like lesbian sex. I felt
like a lesbian.
(grinning, beat)
Promise me this won't ruin our
friendship?

INT. MARK'S APARTMENT - NIGHT

MARK
(on the phone)
He did NOT say that!

INT. STAIRWELL - CONTINUOUS

HOLLY
(on her cell phone)
He did too.

She knocks on an apartment door.

I/E. MARK'S APARTMENT - CONTINUOUS

Mark answers.

HOLLY
(still on cell phone)
Hold me.

They both snap shut their phones. Mark holds her.

CUT TO:

INT. MARK'S APARTMENT - LIVING ROOM

Holly and Mark sit on the couch nursing Coronas.

HOLLY
What's wrong with me?

MARK

Nothing's wrong with you - it's too much pressure to have sex with a lesbian, let alone a virgin. Men may talk about it, men may fantasize about it, men may create porn about it, but when it comes right down to it, they can't get it up. Don't take it personally, doll.

HOLLY

I had no idea how hard it would be to get laid. How was your date?

MARK

He was a little, little man. No more Internet hook ups ever again - tell your grandpa to take down my Myspace page.

HOLLY

NineInchPacker exaggerated?

She touches his gay rainbow earrings tenderly.

MARK

No, he was literally 9 inches tall. Okay, not literally but...are we allowed to say "dwarf" anymore?

(Holly shakes her head)

Didn't think so. What are they called now? Little people? Midgets?

(to Holly's shrug)

So I went out on a date with a midget. No shit, when he opened the door, he came up to here.

He stands, gesturing to his waist area.

HOLLY

I would have thought you'd like that in a man!

(sipping her beer)

What, you couldn't get past his screen name and read his profile?

MARK

I did - he left his height blank. So I wanna say to him - little bro, don't you think this is something you should put in your profile? And then I wanna turn around and walk away, but I'm trying to be big about it...

HOLLY
 Pardon that pun.

Mark is so wrapped up in righteous indignation that he doesn't get it. Holly stands up.

HOLLY (CONT'D)
 I gotta use your bathroom. Keep talking.

MARK
 So I think, okay, I'll go out for dinner with him, and we'll talk about it then...

HOLLY (O.S.)
 And then?

The TOILET FLUSHES.

MARK
 And then it never comes up! And after a while, it's just too late... we're already having desert, and I can't bring it up, like, "Oh yea, hey dude, by the way, you're a midget."

WATER FLOWS from the sink.

HOLLY (O.S.)
 So you get to his place and...

The SINK turns off.

MARK
 No, so we're driving in the car, and I'm thinking so what he's a midget, he's a hot midget...

HOLLY (O.S.)
 Mark? What's this?

Mark walks down the hallway and into his

BEDROOM

where Holly is standing in front of something that looks like a shrine. Inside a small cedar chest candles burn, cards with romantic pictures of men are propped up, and books about finding your soulmate lie about.

MARK
 It's my hope chest.

HOLLY
You are SUCH a lesbian!

She kisses him on the cheek. He picks up a card that says "Forever" on it.

MARK
It's the fourth "F." Find, flirt,
fuck...

MARK AND HOLLY (TOGETHER)
Forever.

They turn back to stare at the chest, each full of hope.

EXT. HOLLY'S HOUSE - THAT NIGHT

Holly parks behind a POLICE CAR and walks up the steps.

HOLLY (V.O.)
Mark was right. Forever's the
fourth F, the one we're all
secretly hoping to find. In my
pursuit of third base, I had
forgotten home.

Mona sits on the top step in her police uniform. Holly sits next to her.

MONA
Heard there was a manhunt going in
your hood. You line up any
suspects?

Holly rests her head on Mona's shoulder. After a beat...

HOLLY
You still taking this personally?

MONA
No, but it's hard to take it
seriously either.

Holly lifts her head. They both stare into the night.

MONA (CONT'D)
Look, I know I wasn't right for
you. I know I wasn't creative
enough, or passionate enough, that
you thought I didn't "get" you...

HOLLY
Mona, it's not...

MONA

It's fine, it's fine, we don't need to go there again. But honestly, you're not gonna find that with a man either. You have to... you have to lower your expectations, or be more realistic or something. People aren't picture perfect. They move, Holly. They move and they eat and they shit and they sing off key and they fuck up and you forgive them and try again, and half the time you're bored out of your mind but you stay because the other half of the time it's good enough.

(beat)

It WAS good enough, Holly.

She nudges her a little, smiles, lightening up the mood.

MONA (CONT'D)

It's better with Elena, but it was good enough with you.

Holly rests her head back on Mona's shoulder.

FADE OUT.

INT. HOLLY'S HOUSE - DARKROOM - DAY

Fade in to Holly and her grandfather in the darkroom. Grandfather sees a picture of the mayor holding his baby.

GRANDFATHER

That one's beautiful. Let's take it downstairs.

HOLLY

Pops - I thought you were a Republican!

INT. GRANDFATHER'S HOUSE - LIVING ROOM

Frames of black and white photos of people with babies line the walls. Holly hangs the one of the mayor.

GRANDFATHER

Any luck finding a gentleman caller?

Holly shakes her head no. Gesturing to the frame...

HOLLY
Is this straight?

GRANDFATHER
Perfect!

Holly steps back, and they both admire the portrait.

HOLLY
Turns out it's not so easy to find
a good man.

GRANDFATHER
Would you like a little help from
your grandfather? I could take you
to where I met your grandmother...

INT. STODGY CHURCH - DAY

Holly and her grandfather sit in the middle pew in a large church before the service begins. Grandfather, Bluetooth hearing aid flashing, whispers in Holly's ear.

GRANDFATHER
I told you there were a lot of
single men around here.

Holly looks around. The men are older than her grandfather. ONE shuffles up the aisle with his walker. A SECOND squints his eyes to read the bulletin. A THIRD nods off to sleep.

HOLLY
Pops, no offense or anything - an
older man is fine - but not THIS
much older.

He looks around. Walker Man still makes his way up the aisle. A very old and austere REVEREND ELLIOT approaches the podium.

REVEREND ELLIOT
(sternly)
All rise.

Everywhere she looks, Holly sees old men struggling to rise.

INT. CHURCH LOBBY

Holly and her grandfather shake the reverend's hand.

GRANDFATHER
Reverend Elliott, I'd like you to
meet my granddaughter Holly.

Reverend Elliott takes both Holly's hands in his own.

GRANDFATHER

Reverend, Holly here
 (leaning in, whispering)
 She'd like to meet a really nice
 man her own age. Can you recommend
 another church where the men are a
 bit younger than us?

INT. HIP CHURCH - THE SAME DAY

When Holly and her grandfather look around from their pew,
 they see much younger men. They smile at each other.

PASTOR SUE, an attractive, vivacious woman (early 60's) with
 a very big head of brown hair approaches the podium.

PASTOR SUE

Welcome! May the joy of the Lord be
 with you this glorious morning!

INT. CHURCH LOBBY

Holly and her grandfather wait to shake hands with Pastor
 Sue. Her warm, friendly nature shines through as she greets
 the lesbian couple in front of them.

PASTOR SUE

How's that new baby of yours?

NEW MOTHER

Perfect.

PASTOR SUE

Give her a kiss for me, will ya?
 And smell her head. I love the
 smell of a baby's head! My my!

The couple walks away, but Pastor Sue continues to talk.

PASTOR SUE (CONT'D)

If my kids don't give me
 grandchildren soon, I may just
 steal that one!

She takes Grandfather's hand.

PASTOR SUE (CONT'D)

You're new. I noticed your
 Bluetooth flashing away. I hope you
 silenced it during the service.

GRANDFATHER

I kept it on in case I heard the
Lord calling, Pastor.

Her eyes twinkle as she laughs and pats his arm.

GRANDFATHER (CONT'D)

This is my granddaughter Holly.

PASTOR SUE

Welcome! And your handsome
gentleman escort?

HOLLY

Wilson, otherwise known as Pops.
And he IS handsome, isn't he?

GRANDFATHER

Now, we're not here for me, little
one. Pastor, my daughter here is
hoping to meet a nice single...

HOLLY

POPS!

PASTOR SUE

It's fine, it's fine. People come
to the Lord for all kinds of
reasons. I always say it's not
important WHY you come or WHEN you
come, but THAT you come.

Realizing what she just said...

PASTOR SUE (CONT'D)

Now that didn't sound quite right.

She sizes Holly up and down. Yes, she's the one!

PASTOR SUE (CONT'D)

How about coming over for dinner
next week? I have a feeling one of
my kids is just right for you.

INT. PASTOR SUE'S HOUSE - KITCHEN - NIGHT

Pastor Sue, her hair set differently and colored with more
red, sets down two bottles on the counter.

HOLLY

I wasn't sure if wine was
appropriate, so I bought sparkling
cider too.

PASTOR SUE

Wine is fine, honey. Wine is fine.
I always say if it's good enough
for Jesus, it's good enough for me.
In moderation, of course!

HOLLY

Of course! What can I do to help?

PASTOR SUE

Such nice manners! You can help me
with the salad.

Holly gets to work chopping vegetables on the counter.

PASTOR SUE

My daughter should be here any
minute. She's a gay lady - I think
you'll really like her.

HOLLY

Oh... I'm not... uhm... I'm, I'm
interested in men.

PASTOR SUE

Oh, I have one of those too. My
angel Gabriel.

As if on cue, GABE parts the 1970's shutters that separate
the dining room from the kitchen, full bags of groceries in
his arms Pastor Sue lights up in the presence of her boy.

PASTOR SUE

Well, speak of the angel!

Gabe sets down the groceries, and envelops his mom in a noisy
bear hug, lifting her literally off her feet.

PASTOR SUE (CONT'D)

Gabriel, put me down and meet my
latest convert! This is Holly.

Holly's blushing shy smile reveals pleasure at this tall,
dark, handsome man she's here to meet.

GABE

Gabe. Nice to meet you.

They shake hands. Gabe turns his attention back to his mom,
rubbing her shoulders as he looks over at what she's cooking.

GABE

What's for dinner?

PASTOR SUE

In two words, meat and potatoes.
Your favorite. Go wash up, love.
(as Gabe leaves)
Oh, and your sister will be here
soon.

GABE (O.S.)

No she won't. I talked to her on
the way over - she's on a date.

PASTOR SUE

Well that means both my children
are getting lucky tonight!

She winks at Holly.

PASTOR SUE (CONT'D)

Not literally, honey. I didn't mean
you'd be sleeping with him tonight.
Although there's nothing wrong if
you choose to. I'm not one of those
prudish pastors.

HOLLY

Ohh...kay.

PASTOR SUE

Oh, honey, have I've embarrassed
you? I really should be more
careful. We've always spoken freely
about sex in this house, but
sometimes I forget my audience.
People get shocked because I'm a
pastor, but I always say just
because I'm a pastor doesn't mean
I've put sex out to pasture.
(laughing at her own joke)
Let me tell you a little secret.

She leans in close to Holly.

PASTOR SUE (CONT'D)

Sex is holy! Sure, honey. Why do
you think we're always praying when
we do it. "Oh god, Oh god. . . "
(getting louder)
Oh my God! OH MY GOD!"

Pastor Sue throws her oven mitt on the counter.

PASTOR SUE (CONT'D)

And look.

She slaps her hands together.

PASTOR SUE (CONT'D)
Our bodies come together like our
hands in a prayer.

She claps, delighted with herself.

PASTOR SUE (CONT'D)
That's right honey, that's why they
call it the missionary position!

EXT. PROJECT ANGEL FOOD - DAY

Holly and Mark exit the building. Holly claps her hands together in the missionary position to show Mark.

MARK
She did NOT!

HOLLY
She did.

MARK
Well, some of us prefer it like
this....

He makes all sorts of different hand configurations to suggest gay sex positions. When he's done...

MARK (CONT'D)
So which way did you guys do it?

HOLLY
We did not "do it." The whole night
had this sort of chaperone-y feel.

MARK
That's so not sexy.

HOLLY
Very junior high. We ate Sloppy
Joe's...

INTERCUT with shots from the evening.

At the dining room table, Gabe takes a big bite of his Sloppy Joe, losing half of it out the back end. Laughter.

HOLLY (CONT'D)
We played Old Maid.

Holly puts down her last card. Pastor Sue is left with the Old Maid. She lifts it to her face, mocking a resemblance.

HOLLY (CONT'D)
We watched a movie.

Pastor Sue sits in between Gabe and Holly on the couch, holding a large popcorn bowl. Gabe and Holly's hands meet in the bowl. They smile shyly. Pastor Sue beams.

HOLLY (CONT'D)
And then Gabe walked me to my car.

Gabe walks Holly to her car. They hug a bit awkwardly, then pull back to look at each other.

MARK (V.O.)
Did he kiss you good night?

Gabe doesn't. Holly gets in the car.

HOLLY
No! I don't know if he likes me like that!

MARK
Very junior high.

HOLLY
He did ask me out for Friday night.

MARK
To the Homecoming Dance?

Holly kicks him as they walk.

MARK (CONT'D)
And you said?

HOLLY
Yes.

Like a cheerleader, Mark does a lunge while raising his hands in the victory position, hissing "YESSSS!"

INT. ELEVATOR - DAY

HOLLY'S FACE, lost in thought. Pulling back...

STEVE
What are you so dreamy about?

Her smile widens.

STEVE

WHAT?

The doors open. Jack and Rachel, she of the League of Perfect Women, enter in mid-conversation.

JACK

Well speak of the devil. Rachel and I were just gonna do a drive by your office.

Rachel puts out her hand to Holly, as Mark and Jack move to behind them.

RACHEL

I don't know where I left my manners - I've been meaning to come by to welcome you all week.

Jack's eyes dart back and forth lustfully between the women.

HOLLY

Well come by now.

Catching Steve's eye, Jack gestures to the two women, and makes the lizard tongue gesture. The doors close.

CUT TO:

INT. HOLLY'S OFFICE

The door opens. Holly flicks on the light. She motions to two chairs in front of her desk.

HOLLY

Please.

Spotting walls with pictures of famous lesbians and gays, Jack declines, and walks around the room voyeuristically. Rachel and Holly sit in the chairs nearly knee to knee.

RACHEL

So besides welcoming you, I wanted to come by and tell you how much I admire your work.

Cross cut this conversation with close ups of the photos.

HOLLY

Thanks. And I'm a huge fan of yours. I've been wanting to tell you what an amazing job you did with "Tristan and Isolde."

RACHEL
You like opera?

JACK
Too melodramatic.

RACHEL
Bite your tongue, heathen. That's
its charm - the heightened passion,
the intensity of the emotions, the
way people fight for love, the way
they burst out into song when they
can't hold their love in anymore.
That's what I want in a
relationship.
(to Holly)
Without all the drama and deceit,
of course.

JACK
Too many love triangles - not
enough three ways.

A photo of a famous lesbian, her ex-man, and her current
woman punctuates his point.

JACK (CONT'D)
There should be more three ways.
The Phantom was cool though.

RACHEL
"The Phantom" is not opera.

JACK
Okay, whatever.

Rachel and Holly exchange grins over Jack's density.

RACHEL
Anyway, back to your work. What
would think about coming over to
the editorial side? We're looking
to hire a new dp for the decor
magazines.

Holly's speechless with excitement about the promotion.

RACHEL (CONT'D)
It would pull you away from the gay
community, but...

Holly's smile suggests she can handle that.

CUT TO:

INT. ELEVATOR - AFTER WORK

HOLLY'S FACE, full grin again. Pulling back to Steve...

STEVE
NOW what are you smiling about?

The doors open. Jack enters.

JACK
So, are you going to sleep with her
in exchange for the promotion?

HOLLY
Jack! I told you not all straight
women want to have sex with another
woman.

JACK
She's not straight. She's a lezbo,
you're a lezbo, what's not to love?

STEVE
I told you so. I have good gaydar.
Lesbian-dar.

HOLLY
Jack, I'm not... identifying as a
lesbian anymore.

JACK
You should. You're much hotter as a
lesbian.

INT. HOLLY'S HOUSE - KITCHEN - NIGHT

Holly's on the phone.

HOLLY
What do men drink? I got beer.

Cross cut with Mark who's flipping through a bunch of gay
themed t-shirts in a clothing store.

MARK
Beer's good.

HOLLY
What kind? I got Budweiser,
Miller...

Close in on Holly's fridge stuffed with six packs of beer.

HOLLY
Corona... is Corona kinda gay?

MARK
There's really no such thing as gay
beer.

HOLLY
I got Guinness, Hefeweisen...

MARK
Hefeweisen's definitely a gay beer.

Holly takes the six pack of Hefeweisen out and searches
clumsily for a cabinet to hide it in.

HOLLY
It's such weird timing. If I had
known she was gay before I went on
this whole quest of mine...

Mark pulls out a t-shirt with a beaver on it that reads "I
love my beaver." He walks toward the register with it.

MARK
You would have creamed your panties
and screamed for mama. I know. But
trust me. Once you've tasted meat,
you can't go back to fish.

He throws the shirt on the counter for emphasis, winking at
the CUTE YOUNG CLERK.

CUT TO:

INT. HOLLY'S HOUSE - ENTRYWAY

Gabe has just arrived.

HOLLY
Can I get you a beer? I'm pretty
sure I have some in the fridge.

GABE
Actually, I hate to do this, but on
the way over my mom called, and
she's not feeling well at all. I'm
wondering if we can reschedule?

Holly looks very disappointed, though she tries to cover it.

HOLLY
Sure. I understand. She okay?

GABE
 Yea, but weak. Or listen, if you're
 up for it, we could grab a pizza
 and take it over to her house...

HOLLY
 Perfect!

INT. PIZZA JOINT - NIGHT

Gabe finishes paying the CLERK for the pizza.

CLERK
 About thirty minutes - we'll call
 you when it's ready.

Gabe smiles a little apologetically at Holly.

GABE
 Some date, huh? I'm a real upscale
 guy.

HOLLY
 Hey, you ordered gourmet toppings!

GABE
 (looking around)
 So, what now?

He spies the video game room, and his eyes light up.

GABE (CONT'D)
 I have an idea!

QUICK CUT TO:

INT. VIDEO GAME ROOM

Gabe and Holly joke and laugh like teenagers as they shoot
 bad guys on the video screen.

CLERK (O.S.)
 Gabe, your order is ready. Gabe.

They lower their guns, clearly disappointed.

HOLLY
 Shit!

GABE
 (eyes twinkling)
 SHOOT!

They instantly pull back up their guns and resume shooting. In a few seconds, the game ends. They turn to each other.

HOLLY
This was fun.

GABE
How about we go miniature golfing
for our second date?

He winks, and they exchange sweet smiles.

INT. PASTOR SUE'S HOUSE - LATER THAT NIGHT

Gabe sets down his keys on the entry way table.

GABE
Mom? Holly's here. We brought
pizza!

PASTOR SUE (O.S.)
Oh shoot!

The sound of FOOTSTEPS running down the hall. Holly and Gabe share a quizzical look.

HOLLY
Shall I get plates?

Gabe nods his head. He heads toward the dining room with the pizza. Holly goes into the

KITCHEN

And to the cupboard above the sink. She takes plates out, then looks down as something in the sink catches her eye.

CUT TO:

INT. DINING ROOM

Gabe sets down the pizza box when he hears Holly SCREAMING followed by the sound of PLATES BREAKING. He runs toward the

KITCHEN

And collides with Pastor Sue, towel on her head, tying the belt on her bathrobe. They push through the shutters.

PASTOR SUE
What is it honey?

GABE
What's going on?

Holly points to the sink. Pastor Sue removes the towel to reveal her bald head.

In the sink, PASTOR SUE'S WIG floats like a dead animal.

PASTOR SUE
I was just washing my hair.

INT. PASTOR SUE'S DINING ROOM

The near-empty pizza box sits on the table.

PASTOR SUE
I'm so lucky to have my kids close
to me - and so good to me too.

She pats Gabe's hand.

PASTOR SUE (CONT'D)
Did he tell you, when I have the
chemo, the kids take turns spending
the night with me. Not that I need
it... but I do enjoy their company.

Gabe kisses his mom on the cheek.

PASTOR SUE (CONT'D)
Well, I'm plumb wore out, and
feeling like a third wheel on your
first date, so I'm heading off to
bed. Now should anything happen in
the guest bedroom, you two, I'm
sure I'd sleep right through it.

She winks at them, then leaves the room.

GABE
So, what now?

He looks around, spots the sliding glass door.

GABE (CONT'D)
I have an idea!

Holly smiles and stands. He takes her by the hand, leads her
out the sliding glass door, through the

BACKYARD, lit in moonlight, and into what looks like a

STORAGE SHED.

He flips on a light. Holly looks around. The room is filled with woodworking equipment, half-finished projects, fully finished projects like furniture, carvings, etc.

HOLLY

Is this the equivalent of "do you want to see my etchings?"

She walks around, admiring some pieces.

HOLLY (CONT'D)

Because I'm very impressed.

(beat, while she picks up
some carved object)

I thought you were an architect.

GABE

That was for dad. This is for me.

Holly spots a gorgeous baby cradle in the corner.

HOLLY

And this is for?

Gabe flushes with embarrassment.

GABE

For my unborn child. Or maybe she's born, but I just haven't met her.

Holly cocks her head with a question.

GABE (CONT'D)

Rachel and I promised ourselves that if neither one of us had a baby by the time she's 38 and I'm 36, we'd adopt a little girl from China. We have, uh...

(looks at his watch)

2 years and 4 months to go.

HOLLY

If she's already been born, she probably won't fit in here.

GABE

I have a solution for that.

He points to a twin headboard he has carved.

HOLLY

You think of everything.

Their banter is comfortable, like old friends already.

HOLLY (CONT'D)
 You know the names of all these
 tools?

GABE
 Yep.

HOLLY
 What's this?

GABE
 A cut n' crown jig.

HOLLY
 What's this?

GABE
 A chisel.

HOLLY
 What's this?

GABE
 A miter saw.

HOLLY
 You are so turning me on.

GABE
 You ain't seen nothing yet.

He opens a wooden box filled with small carving tools.

GABE (CONT'D)
 Veiner gouge, spoon bit gouge, skew
 chisel, straight gouge...

HOLLY
 I like the straight gouge.

He picks it up while motioning to a small pile of wood.

GABE
 Grab a piece. Grab two.

As Holly gets the wood, Gabe flicks on the cd player.

SOFT, SENSUAL MUSIC fills the space.

Various shots over the course of several hours spent in the studio: Gabe teaching Holly how to carve, making several quick and rudimentary funny animals for her, standing behind her teaching her how to use the table saw, all shots illustrating their companionable comfort with each other.

INT. RESTAURANT - THE NEXT DAY

A SMALL WOODEN SKUNK sits in the middle of the table. Mark stares at it while Holly explains.

HOLLY

It's from "Play it Again, Sam."
Woody Allen gives Diane Keaton a
little plastic skunk. We both LOVE
Woody Allen movies.

MARK

Okay, that's SO not the movie I'm
thinking of. It's so "Ghost."
You're like Demi Moore and Patrick
Swayze in the pottery scene.

He motions his hands in curves like he's shaping a pot,
completely turned on.

HOLLY

Ouch - splinters. We were working
with wood!

MARK

You're giving me wood just thinking
about it. Soooo...

HOLLY

So I like him. A lot. He's a
quality guy.

MARK

And now it's time to see if he's a
quantity guy.

He measures out 8 or 9 inches with his hands, then makes a
series of quick claps ala Pastor Sue's missionary position.

INT. CLIT CLUB - NIGHT

Julie, Mona, and Elena sit at a table in the bar drinking.
Holly comes in and joins them, setting down her purse.

MONA

Give me a fucking break - is that a
purse?

JULIE

I hear all the straight girls are
carrying them these days.

ELENA

Can I borrow it for Halloween?

HOLLY

I can't stay long.

ELENA

Hey, what do you think's the equivalent of a lipstick lesbian in the straight community?

JULIE

A homey heterosexual?

HOLLY

I really need to get new friends. You guys are so narrow-minded.

Downing Julie's drink, she continues.

HOLLY (CONT'D)

You act like you've never heard of a woman changing her sexuality.

MONA

Okay, name one.

HOLLY

Okay. Umm... Anne Heche went from Steve Martin to Ellen Degeneres. Julie Cypher left Lou Diamond Phillips for Melissa Etheridge.

ELENA

Oh yea, the red head on "Sex and the City" - Miranda - she turned into a lesbian in real life in the last season of the show.

JULIE

"Same sex in the city!"

ELENA

Oh yea yea yea, and Samantha had that lesbian relationship with the hot Latina...

JULIE

Yea, then Carrie said, "How does that work? You go to bed one night, wake up the next morning, and poof - you're a lesbian?"

ELENA

Is that happened to you. Poof -
you're a heterosexual?

MONA

But you guys, those are all
examples of straight women turning
lesbian. What about lesbians
turning straight?

ELENA

Anne Heche went back to men after
she broke up with Ellen.

MONA

Exactly - she was never a lesbian
to begin with.

HOLLY

Who left you in charge of Lesbian
Identity Theft?

JULIE

CLIT! The California Lesbian
Identity Theft department.

ELENA

I'd work for CLIT.

Drew, in her "Clit Club" t-shirt, approaches with drinks.

DREW

It's not all it's cracked up to be.

HOLLY

I cannot keep having this
conversation with you. I have a
date. A double date with my
boyfriend and his sister.

She dramatically flings her purse over her shoulder and
leaves.

JULIE

Bye Homey!

INT. RESTAURANT - LITTLE ITALY - LATER THAT NIGHT

Holly enters the restaurant and bumps into Rachel.

RACHEL

Hey! Cute purse.

HOLLY
Thanks. Yours too.

Their purses are nearly matching.

RACHEL
Hey, you're not the woman my
brother's setting me up with, are
you?

Holly, shocked, shakes her head "no."

RACHEL (CONT'D)
Darn. I thought for once he had
good taste.

Gabe enters, interrupting.

GABE
I do have good taste! This one's
for me
(taking Holly's arm)
And this one's for you.

He motions forward LESLIE (40's), an attractive dykish woman.

RACHEL
(to Holly)
Oh, I thought you were a...

GABE
Do you two know each other?

RACHEL
We work together.

GABE
Small world.
(motioning to Leslie)
We work together too and
(motioning to Rachel)
We grew up together. Let's get a
table. I'm starving.

CUT TO:

COZY CANDLELIT TABLE FOR FOUR

RACHEL
My mom's the real opera lover. She
always gets three season tickets -
(to Gabe)
Madame Butterfly's coming up.

GABE

Oh god. Another one so soon?

HOLLY

I would have thought you liked the opera. You did a great job on the set of "Tristan and Isolde."

GABE

That was for Mom. I'm a Netflix and a beer kind of guy.

LESLIE

Here here!

They clink their beer bottles. Holly and Rachel both pick up their wine glasses and exchange a commiserating look.

VARIOUS SHOTS of the dinner scene play under a classic Italian song like "That's Amore."

Rachel tries to be polite to her "date" but is really more interested in talking to Holly. Leslie is too big in her gestures and tries too hard to keep Rachel interested. Gabe tries to matchmake by laughing too hard when Leslie speaks. He touches Holly often. She sometimes pulls away when she notices Rachel noticing.

The WAITER brings the check as the song fades. Gabe reaches for it, and Leslie slaps his hand and tries to take it.

RACHEL

I'm going to use the restroom while you two fight over that.

Holly stands and follows Rachel into the

RESTROOM HALLWAY, lined with black and white photos of the proprietor and his Italian family lineage.

HOLLY

See that one there? I took that.

She points to one of a wrinkled grandmother holding a baby.

RACHEL

No! So precious.

HOLLY

Right after that, the baby woke up and threw up all over his Nonna.

RACHEL

Where else can I see your work?

HOLLY
 It's primarily hanging at the
 Galleria de mi Nonno.
 (beat)
 My grandfather's house. Wanna see?

INT. HOLLY'S HOUSE - ANOTHER NIGHT

Smooth jazz. Roaring fire. Bottle of wine and two glasses on
 the coffee table. It's not overdone, but revealing.

A KNOCK. She opens the door. Hellos and an awkward hug.

HOLLY
 Wine first, or the gallery showing?

RACHEL
 Wine definitely.

Holly pours the wine, gesturing toward the sofa. Rachel sits
 down a little uncomfortably. She arranges some pillows behind
 her back, and pulls out

"SEX TIPS FOR STRAIGHT WOMEN FROM A GAY MAN."

RACHEL (CONT'D)
 Lucky Gabe.

Holly winces. Rachel places the book on the coffee table,
 where it lingers between them like a foul odor.

RACHEL (CONT'D)
 So I wanted to apologize if I came
 across weird the other night -
 about the you and Gabe thing. I
 just guess I assumed you were gay
 because of...

HOLLY AND RACHEL (TOGETHER)
 "Queer Times."

HOLLY
 That's a fair assumption.

RACHEL
 No it's not. I of all people ought
 to know better about making
 assumptions about someone's
 sexuality, given how often people
 assume I'm straight.

HOLLY
 I can get that assumption.

RACHEL
Really? You did too?

Holly nods apologetically.

RACHEL (CONT'D)
It's funny - I guess my sexuality just isn't something I've ever questioned, so it surprises me when others do.

Too close to home. Holly changes the subject.

HOLLY
So Gabe said no love connection with Leslie?

RACHEL
God no. Not my type. What was he thinking?

HOLLY
He told me he was trying to break you from your bad habit of always dating tragic artists.

RACHEL
He exaggerates - I've only been in three relationships - but yeah, they were all artists. At least I know my type!
(smiling shyly)
What about you? Any trends in the men you date?

A window for truth opened...

HOLLY
I wouldn't say that. I haven't dated all that many men.

...then closed.

HOLLY (CONT'D)
Have you... ever been with a man?

RACHEL
No, god no. I love women's bodies way too much.

When Holly looks away...

RACHEL (CONT'D)
Too much information?

She sips her wine to cover her vulnerability.

RACHEL (CONT'D)

My last girlfriend, Amy, she thought she might be bisexual, and she wanted us to try a threesome with this man she knew.

HOLLY

Jack would approve.

RACHEL

I didn't. But she was curious, so she ended up cheating on me with him. That lasted about 5 minutes, then she wanted me back.

HOLLY

Did you take her?

Rachel shakes her head "no" and takes another drink of wine.

RACHEL

She lied to me, which I might've been able to get over, but I just couldn't get over the fact that she was attracted to men. I felt like if I took her back, I'd always feel like I wasn't enough... like she was missing something or wanting something else... it's probably the least rational part of me, but I don't think I could ever date a bisexual.

The declaration hangs heavy in the room.

RACHEL (CONT'D)

We keep in touch. She still lives in LA in the house we bought together. It's been a little easier to resist her since I moved up here to take care of Mom.

Awkward silence.

HOLLY

Have you eaten? I picked up some great cheeses from Cowgirl Creamery.

RACHEL

Oh, I love their cheeses!

Holly heads into the kitchen. Rachel stands, looks over Holly's bookcase. Taking a book from the shelves...

RACHEL (CONT'D)
 D. H. Lawrence. I love him.
 "Volcanic Venus" is the only poem I
 ever memorized in my life.

IN THE KITCHEN

Holly takes cheeses out of the fridge.

RACHEL (O.S.)
 "What has happened in the world?
 The women are like little volcanoes
 all more or less in eruption."

Rachel's voice intoxicates as Holly slowly unwraps a cheese.

RACHEL (O.S.)
 "What does she want, volcanic
 Venus, as she goes fuming around?
 What does she want? She says she
 wants a lover, but don't you
 believe her."

Holly puts her hands on the counter to steady her weak knees. Head back, she closes her eyes, and sighs deeply.

She doesn't see that Rachel has entered the kitchen doorway.

RACHEL (CONT'D)
 "She's seething like a volcano, and
 volcanoes don't want lovers."

Holly jerks out of her reverie, and gazes into Rachel's eyes, lost. Rachel sees it all, the passion and the longing, but doesn't know where to place it.

HOLLY
 Do you... want a lover?

RACHEL
 You have someone in mind?

She smiles coquettishly, lightening the mood.

RACHEL (CONT'D)
 Seriously, you've got to know some
 fabulous lesbians you can set me up
 with, working at...

RACHEL AND HOLLY (TOGETHER)
 "Queer Times."

Holly nods.

HOLLY
 I'll give it some thought.

EXT. GRANDFATHER'S HOUSE - LATER

Holly and Rachel walk up to the front door with the bottle of wine and their two glasses as Holly's parents are exiting.

Holly's parents are well meaning but overachieving, still trying to make up for their decade of homophobia.

BERT
 Well I'll be darned. She's alive!

HELEN
 (kissing Holly's cheek)
 Honey. It's not like you to be out of touch for so long.

BERT
 Looks like she may have been "in touch" with someone else.
 (motioning to Rachel)
 Holly, is this your new...

HOLLY
 (quickly)
 Boss, dad. My new boss.

RACHEL
 I'm not really her boss...

BERT
 Holly Holy, have you been holding out on us?

HOLLY
 (to Rachel, explaining)
 Neil Diamond song my parents named me after.

BERT
 It was the summer of 1969 and...

He's gearing up for a long story, Holly can tell.

HOLLY
 (cutting to the end)
 And they think they conceived me
 while listening to this song.

HELEN
 You have to do more than just
 listen to music to make a baby,
 dear.
 (to Rachel)
 I think she tuned out during the
 birds and the bees talk because it
 didn't apply to her.

BERT
 Only birds, no bees, for our Holly.

Bert and Helen laugh raucously. Rachel is clueless. Holly
 motions toward the door.

HELEN
 Go on in, but you come by the house
 soon or we'll be forced to drop in
 on you. Cheers!

INT. GRANDFATHER'S HOUSE

Rachel, Holly, and Grandfather say "Cheers" as they clink
 their wine glasses.

GRANDFATHER
 Glad to meet you, Rachel. I'll just
 take this and head back to my
 office and let you peruse "the
 gallery" without my influence - I'm
 afraid I'm pretty unabashed in my
 admiration of Holly's work.

RACHEL
 Please stay. I'm already a big fan.

GRANDFATHER
 No no, I've got to get back to my
 blog anyway... if I don't upload an
 entry every day, I hear about it.

He taps his Bluetooth hearing aid for emphasis. He kisses
 Holly, then disappears.

Holly gestures toward the walls, and Rachel begins to take
 the portraits in. Holly can't see her reaction, only the back
 of her head and the photograph she's looking at.

Close in on several photographs as Holly speaks.

HOLLY (O.S.)

For me, it's never been about the babies as much as it's about the person WITH the baby. People... it's like they completely lose self-consciousness, and you can see all this pure emotion in their faces.

Back to Holly's perspective. Rachel nods her head. Holly's unsure of her reaction, but continues. Back on the photos.

HOLLY (O.S.)

They become as innocent and vulnerable at the baby. It's like a mirror. I try to capture that.

From Holly's perspective, she sees Rachel nod her head again. Holly can't take it any longer.

HOLLY (CONT'D)

Excuse me. I'm going to check on my grandfather.

IN GRANDFATHER'S OFFICE

He works on his computer. Holly flops into a chair.

HOLLY

So, what do you think?

He lifts his wine glass.

GRANDFATHER

It's good. A bit fruity, but...

HOLLY

Not about...

GRANDFATHER

I know. She's lovely. Who is she?

HOLLY

Remember Pastor Sue? It's her lesbian daughter who I would have been set up with if I hadn't opened my big mouth and told her I was looking for a man.

(MORE)

HOLLY (cont'd)

Now she thinks I'm straight because I'm dating her brother, and she wants me to set her up with any lesbians I know, which is fine, it's all fine because she wouldn't date me anyway because she can't tolerate lying, which I suppose I'm doing in a sort of Bill Clinton way. Oh, and she doesn't date bisexuals.

GRANDFATHER

I thought you were a trisexual?
Just trying things out.

Holly, completely exasperated, huffs out of the room.
Grandfather turns back to the keyboard.

GRANDFATHER (CONT'D)

This'll make a great entry for my blog.

BACK IN THE LIVING ROOM

Rachel's deeply enthralled in a photo. Eyes moist, she turns to Holly, her face full of emotion. All she can say is...

RACHEL

We have got to get you a show.

I/E. HOLLY'S HOUSE - LATER

Holly enters her house alone. She walks over to the coffee table, picks up the "Sex Tips" book, shakes her head, murmuring "shit" to herself. She walks to the bookshelves, pulls out D. H. Lawrence, and reads the rest of his poem.

INT. RACHEL'S CAR - SIMULTANEOUSLY

As Holly reads the poem, Rachel sits in her car. She stares back at Holly's front door, murmurs "shit" to herself. She sighs, looks to Holly's door, grips the steering wheel with frustration, the actions of a woman whose desire has been simultaneously awakened and thwarted.

HOLLY (V.O.)

"She's seething like a volcano, and volcanoes don't want lovers. Besides, she's had twenty lovers, only to find she didn't really want them.

(MORE)

HOLLY (V.O.) (cont'd)

So why should I, or you, be the
twenty-first? How are we going to
appease her, maiden and mother, now
a volcano of rage. I tell you, the
penis won't do it. She bites him in
the neck and passes on."

A last glance at the house before Rachel drives away.

Grandfather, peering through his living room window, watches
her leave, shaking his head in sadness.

Holly puts down Lawrence, picks up the "Sex Tips" book, and
carries it into the

BEDROOM

where she sits on the bed. She rubs her face, tired and
confused, then throws the book into the closet, closes the
door, and turns off the light.

MATCH CUT TO:

INT. HOLLY'S OFFICE - DAY

Holly turns on the light as she enters the office. Steve
follows closely behind her.

STEVE

I'm serious. I think I'm a lesbian
trapped in a man's body. My
therapist agrees.

HOLLY

Only in San Francisco.

STEVE

You have to set me up with one of
your friends. No offense, but
you're more like a sister to me.
Don't be disappointed.

HOLLY

I'll try not to be.

STEVE

So?

HOLLY

Steve! I am not setting you up with
any lesbians. It defeats the
purpose of lesbianism.

STEVE
Some best friend you turned out to
be.

Julie enters with her usual fluster and bluster.

JULIE
I thought I was your best friend.

HOLLY
You're my best lesbian friend.

STEVE
But now I'm your best lesbian
friend.

JULIE
Oh yea? You want to fight for it?

STEVE
Yea.

JULIE
Name your time and place.

STEVE
Dinner. Tonight at 7:00. Pascal's.

JULIE
I'll be there.

STEVE
Good. And may the best lesbian win.

He turns to Holly, and winks.

STEVE (CONT'D)
I'll get my own dates then.

HOLLY
You can't go out with Steve - I'm
setting you up with Rachel.

JULIE
Rachel?

STEVE
Her boyfriend's sister.

HOLLY
He's not my boyfriend, and it's not
a date - I mean, it is a date but
you can't like her and she CANNOT
like you.

JULIE

Why, because you like her?

HOLLY

I can't like her either because I'm dating her brother, who I do like and I think he likes me, and it's all very simple and straightforward only...

Holly collapses in her chair.

HOLLY (CONT'D)

I think I could totally fall in love with her.

THE PHONE RINGS. Holly checks the caller ID.

HOLLY

Shit. It's her. Don't tell her I said that.

STEVE

I don't think she heard.

JULIE

Put her on speaker. I want to hear her voice.

Holly picks up the phone and puts it on speaker.

HOLLY

Hey Rachel.

RACHEL (O.S.)

Hey. Hey, how's you know it was me? Never mind - I still can't get used to caller ID. Remember when we were kids, how we could make prank calls and no one ever knew who we were?

HOLLY

I know. Poor kids these days.

Steve and Julie pucker up and make kissing faces to each other in the b.g., mocking Rachel and Holly during the call.

RACHEL (O.S.)

So, are we on for tonight?

HOLLY

Yes.

RACHEL (O.S.)
Are you bringing a...

HOLLY
Yes. My friend Julie. She's great.
You'll like her a lot.

RACHEL (O.S.)
Is she like you?

HOLLY
In what way?

RACHEL (O.S.)
In every way. I was kind of hoping
you had an identical sister, only a
lesbian.

Steve and Julie embrace each other in mock ecstatic joy.

HOLLY
I do have a lesbian sister. Steve.
Not exactly identical though.

RACHEL (O.S.)
Huhh?

HOLLY
Never mind. Queer times.

RACHEL (O.S.)
Okay. Oh, and Mom wants to know if
you'll bring your grandfather. I
think she has a crush on him! We're
playing Scattergories, real casual,
so feel free to invite anyone else
you want.

They say goodbye and hang up. Steve jumps up and down.

STEVE
Take me take me take me!

HOLLY
You can't go.

CUT TO:

INT. PROJECT ANGEL FOOD - DAY

Mark wears his "I Love My Beaver" t-shirt as the three
musketeers peel carrots in front of an industrial sink.

HOLLY
You HAVE to go.

MARK
What, and bust up your triple date?
(beat)
I wouldn't miss it for the world!
(turning to Louie)
Louie, what are you doing tonight?

INT. PASTOR SUE'S HOUSE - NIGHT

Around the dining room table, 4 couples confer with each other in a game of Scattergories: Julie and Rachel, Gabe and Holly, Pastor Sue and Grandfather, Mark and Louie. As the timer ticks and the couples whisper and write down their answers, a series of looks are surreptitiously exchanged:

Mark looks at Gabe, who returns the look.

Holly looks at Julie and Rachel, sitting too close for her comfort. When Julie looks at Holly, Holly shakes her head "no." Julie pulls back slightly. Rachel notices and looks at Holly, who looks away.

Louie looks at Holly, makes an 8 inch long penis gesture while nodding toward Gabe. Mark smacks Louie's hands.

Rachel catches Gabe's eye and nods toward a canoodling Grandfather and Pastor Sue. Holly looks too, and smiles.

Grandfather looks up, catches her eye, and shrugs his shoulders like "who knew?"

THE TIMER goes off. Everyone bursts out in laughter and talk.

GABE
Okay. Things you keep hidden. Mom?

PASTOR SUE
"Sins."

GRANDFATHER
Unless you're Catholic, that is.

JULIE
We wrote "sexuality."

Holly looks away quickly. Mark, wearing a t-shirt that says "I'm not gay but my boyfriend is" with an arrow that points to Louie, says...

MARK

Speak for yourself! Okay, we wrote
"shoe size."

PASTOR SUE

I'm afraid I don't get that one,
darlin.

LOUIE

Small feet, small...

He points down toward his crotch.

GABE

Okay, we have "secrets."

JULIE

I bet you do!

MARK

Do tell!

Holly flashes them both a dirty look. Gabe's oblivious.

GABE

So everyone gets a point. Next
category - tools. Tell them what
you got Holly! You guys are going
to be so impressed.

HOLLY

"Straight gouge."

RACHEL

Sounds painful! We put down "soap."

HOLLY

Soap is not a tool!

JULIE

It's the only beauty tool I ever
use, my friend.

RACHEL

And you wear it well!

PASTOR SUE

Anyone else get "screwdriver"?

MARK

Nope. We have a "schlong."

PASTOR SUE

And what's that, pray tell?

GABE
It's a penis, Mom.

PASTOR SUE
Oh, I love learning new words.
Schlong. Sch-long!

Louie smiles. The timer in the kitchen DINGS.

PASTOR SUE (CONT'D)
Brownies are done. Come help me
slice them up, handsome.

Grandfather heads into the kitchen with her. She takes
another obvious look at his shoes.

MARK
I need to use the restroom. Holly?

HOLLY
(to the table)
Excuse me. Best friends.

JULIE
I thought I was your best friend.

HOLLY
We've been over this before - Mark
is my gay best friend, you are my
lesbian best friend. I'll go with
you later.

Holly and Mark leave.

JULIE
I'll go help with desert.

At the table, Gabe leans toward Rachel.

GABE
So Sis, what do you think of Julie?

RACHEL
She's nice.

GABE
Nice?

RACHEL
Nice. She's fine. She's just not...
She's not like Holly, brother. You
got lucky. Real lucky.

Louie enthusiastically nods his head.

INT. HALLWAY - SIMULTANEOUS

Mark and Holly in the hallway outside of the bathroom.

HOLLY

So, what do you think of Rachel?

MARK

Nothing. I mean, she's nice. But Gabe. O. . . M. . .G. He's totally cute! You have to have sex with him and tell me everything! You're going to, right? If you don't have sex with him, I will!

HOLLY

I know - you're so obvious. You're supposed to be here with Louie and you're checking out my boyfriend! I can't take you anywhere!

MARK

I don't do married men anymore.

HOLLY

Since when?

MARK

Since I decided to get serious about finding someone. People can change, Holly. You should know.

Gabe approaches them from down the hall.

GABE

Excuse me - I need to get something out of the closet.

He brushes by Mark, making body contact. Mark swoons, then whispers to Holly...

MARK

I'll be happy to get him out of the closet.

GABE (O.S.)

Holly?

HOLLY

(to Mark)

Stay away from my man!

They make cat fight sounds, clawing each other. Holly follows Gabe into the

BEDROOM

Where he takes his mother's slippers out of the closet.

GABE

So? What do you think of my mom and your grandfather? Is it too weird?

HOLLY

No, it's... it's good to see him laugh so much.

GABE

I know - my mom's a riot. When she was in her 20's, it was either be a pastor or a stand-up comedian.

PASTOR SUE

(entering)

No reason I can't be both!

She sees the slippers in Gabe's hands.

PASTOR SUE (CONT'D)

That's just what I came in here for. You are such an angel, my boy. Now fly away - I want to talk to Holly for a minute.

When he leaves...

PASTOR SUE (CONT'D)

So what do you think of Julie and Rachel?

Holly cocks her head, shakes her head no.

PASTOR SUE (CONT'D)

I didn't think so either. Darn. I so want that girl to find a good woman.

From down the hallway...

RACHEL (O.S.)

Mommm?

PASTOR SUE

In here, honey.

Rachel peeks her head in the door.

RACHEL

Are we out of whipped cream?

PASTOR SUE
 There should be more in the
 freezer. I'll go look.

Pastor Sue leaves. Rachel steps into the room.

RACHEL
 Hey, what'do you think of my mom
 and your grandfather? So cute!

She winks and leaves. Holly follows her down the hall until
 she is grabbed into the bathroom by Julie.

JULIE
 My turn!

She closes the door behind them.

JULIE (CONT'D)
 So, what do you think of me and
 Rachel? Sizzling hot! This season's
 Ellen and Portia. Thanks for the
 hook up. I look forward to spending
 many happy holidays with the
 family, with Sue and your grandpa
 and you and Gabe and the babies.

She gives her a quick kiss on the cheek, then opens the door
 to leave. She peeks back in with a big smile.

JULIE (CONT'D)
 I can't wait to tell Elena and
 Mona. Could this be any more Jerry
 Springer?

I/E. HOLLY'S HOUSE - LATER THAT NIGHT

Holly and Gabe say good night to Grandfather, who goes into
 his house. Gabe walks Holly up the stairs to her door.

HOLLY
 Want to come in?

GABE
 Sure, if you're sure you're not
 tired of playing games with me.
 (smiling)
 Seems that's all we've done since
 we started dating.

Inside, Gabe spots Borneo man, minus the dildo.

GABE
Nice wood. Come here.

He takes Holly in his arms.

GABE (CONT'D)
It's so nice to bring someone home
who my family adores.
(sincerely)
You are adorable.

He kisses her softly at first, but the passion builds. They break apart, and Gabe glances toward the bedroom, question in his eyes.

The answer is yes. Holly takes his hand, and leads him into

THE BEDROOM

Where she pulls off his shirt. She kisses his nipple, flicking it between her tongue. He moans in response, tilting his head back. Holly slowly moves her hand down his chest and toward his crotch. He moans again. He takes off her shirt and her bra, tries to fondle her breasts while she unbuckles his pants. It's kind of hot and kind of junior-high awkward.

GABE (CONT'D)
Do you have something?

Holly takes the condoms out of the bedside table. Gabe opens one and is just about to put it on when

THE DOORBELL RINGS.

Startled, he shoots the condom across the room and into the doorway.

HELEN (O.S.)
Holly?

BERT (O.S.)
We heard your grandfather was on a
date tonight and you had something
to do with it.

Holly panics. Looking around, her eyes light on the closet.

HOLLY
Quick. Get in.
(Gabe is frozen)
Get in get in get in!

She shoves him into the closet, half-closing the door.

BERT (O.S.)
 He won't tell us anything about it.
 He says he has to "upgrade content"
 on his website.

No time for a bra. Holly throws her shirt back over her head.

HELEN (O.S.)
 It's update, Bert.

Arms across her breasts, she walks into

THE LIVING ROOM

shutting the bedroom door behind her.

HOLLY
 It's upload.

BERT
 You really need to lock your door,
 honey. It's San Francisco.

Her mother moves toward her, kissing Holly's cheek.

HELEN
 You're flushed, dear. Are you sick?

BERT
 I think she's been on a date too.

Helen looks toward the door.

HELEN
 Holly! Is there a woman in there?
 We knew it! I told you Bert.
 (to Holly)
 A little office romance?

She spies something by the door.

HELEN (CONT'D)
 What's that?
 (moving toward it)
 Is that a... a...

A CONDOM.

HELEN
 Is that a condom?

Holly rushes to pick it up.

HOLLY
It's not a condom - it's a...

CUT TO:

INT. HOLLY'S CLOSET - CONTINUOUS

Gabe spies the "Sex Tips" books on the floor of the closet. Smiling, he opens it up, flipping through the pages.

BERT (O.S.)
Is that what a dental dam looks like? Helen, remember, we were just reading about those.

HELEN (O.S.)
Well I didn't expect it to look so much like a condom.

Gabe sees an illustration of a gay man penetrating another one. The text reads "PENETRATION FEELS GOOD IN BOTH HOLES."

BERT (O.S.)
Honey, we need to go. Holly's obviously busy. Anyone we know, Hol?

HOLLY (O.S.)
Da-ad!

GOODBYES are said, and then the front door CLOSES. And LOCKS.

HOLLY (O.S.)
Ugh. Gabe. I am so sorry.

She enters the bedroom, opens the closet door, sees him sitting on her hamper reading the book. Her eyes go down to his crotch, and she smiles.

He drops the book, and pulls her onto the floor.

EXT. PROJECT ANGEL FOOD - DAY

Mark and Holly load meals into the delivery truck. Louie sits in the driver's seat.

MARK
You did NOT!

HOLLY
I did. I lost my hetero virginity on the closet floor.

MARK

So, how was it? How was he?

HOLLY

I don't know, it was, quick.

MARK

You have to do it again. The first time with a guy is always like that. We come too quick - right Louie?

Louie honks the truck twice, nodding his head.

HOLLY

With women it takes a while to get used to each other's styles.

MARK

Oh, no honey. With men there is no style. Just
(thrusting his pelvis)
Oooh, oooh, oooh, ahhhhhhhh.

Louie nods again. He shouts out from the truck...

LOUIE

(wagging his pinky finger)
How was his...?

HOLLY

I don't know, it was so... quick.

LOUIE

You need to meet my boy.

CUT TO:

INT. SCARLET'S HOME - NURSERY - NIGHT

SCARLET, an elegant, moneyed woman in her late 30's, motions toward the crib where her baby sleeps.

SCARLET

There's the boy.

Rachel moves toward the crib, cooing and ahing.

HOLLY

Scarlet, thank you so much for letting me show my work in your gallery.

SCARLET

Your work's fantastic - if it wasn't my gallery, it would be someone else's. Aaron and I are just thrilled you're shooting us.

(to Rachel)

Go ahead and wake him up. I'll get Aaron. Wine anyone?

Holly gestures to the camera around her neck.

HOLLY

Not for me, thanks. I have to focus.

Scarlet smiles, walks away. Holly goes over to the crib, where the baby is gripping Rachel's finger in his hand.

HOLLY

Do you want one of these?

RACHEL

I do.

He wakes a little more. Rachel picks him up.

RACHEL (CONT'D)

I really do.

Holly's moved, covers it by fidgeting with the camera. She looks back. They are in their own world now, the baby struggling to open his eyes, and Rachel gazing into them, speaking soft words of welcome back into the waking world.

Time slows down. Holly can't take her eyes off them.

HOLLY (V.O.)

There's something beautiful about a woman with a baby.

On Holly's face, raw emotion, a confusing cacophony of maternal tenderness combined with passionate longing.

HOLLY (V.O.)

The way she makes him feel like he's the most precious thing in her sight.

She brings the camera to her eye as Rachel kisses the baby.

CLICK. HOLD.

HOLLY (V.O.)

The way her eyes drip with love.

The baby and Rachel lock eyes. CLICK. HOLD.

HOLLY (V.O.)
The way that love brings everything
into focus in this unclear,
chaotic, confusing world.

Holly slowly wipes tears away.

HOLLY (V.O.)
I wanted a woman whose love made me
feel like that.

Rachel touches her finger to the baby's lips. CLICK. HOLD.

HOLLY (V.O.)
There was only one problem.

Rachel looks over at Holly, who slowly lowers the camera.
They hold each other's eyes.

HOLLY (V.O.)
I was a heterosexual.

INT. HOLLY'S HOUSE - DARKROOM - THE NEXT NIGHT

As Holly and Rachel enter the darkroom...

HOLLY
Digital's fine for work, but for
these, I like the whole tactile
process of developing.

She closes the door behind them, turns on a low light, and
motions toward the prints hanging from clothespins.

RACHEL
Look at that sweet boy. Ohhh....

HOLLY
Here, look at this one.

Rachel leans in, resting her forearm on Holly's shoulder to
get a closer look. It's one of Rachel and the baby.

HOLLY
You look so incredibly beautiful.

She looks at Rachel, inches away from her face. The perfect
moment for a kiss, and they both know it.

Rachel steps back in order to gain control, focusing in on
the pictures.

RACHEL

You're really amazing, Holly. The way you see me in these pictures... what you bring out in me... I feel like I've never been seen like this before. I feel... exposed.

She laughs at her own pun.

HOLLY

I don't have to show these if you don't want me to.

RACHEL

No. I do. I like being seen like this by you.

Rachel feels so fragile, so open. Holly melts. Lightly touching one side of Rachel's face, she says softly...

HOLLY

You have no idea how beautiful you are, do you?

RACHEL

(snapping out of it)
And you have no idea the effect you have on women, do you? Shit. It's a good thing for my people you're not a lesbian. You must've broken a lot of hearts at "Queer Times."

Holly is quiet. Chagrined. Ashamed. And ready to do anything to get the moment back.

HOLLY

Rachel, I haven't been entirely...

The DOORBELL RINGS, startling them both.

HOLLY (CONT'D)

Wait. I need to tell you something.

JULIE (O.S.)

HOLLY! Do you EVER lock your door?

Rachel turns away. Holly takes her face in her hand, turns her head back to look her in the eye.

LOUD BANGING on the darkroom door turns both of their heads.

JULIE (O.S.)

Holly Holly Oxen Free! Come out
come out wherever you are.

(MORE)

JULIE (O.S.) (cont'd)
 We're hear to take you to the Clit
 Club and disabuse you of any
 delusions that you're straight.

Rachel's head snaps to look at Holly, who quickly opens the door. Julie sees Rachel standing behind Holly.

JULIE (CONT'D)
 Shit. Sorry. I didn't know.

Rachel brushes past her.

RACHEL
 It's okay. I'm just leaving.

In the LIVING ROOM

She sees Steve, who puts out his hand.

STEVE
 Hi. Steve.

HOLLY
 This is Rachel.

STEVE
 THE Rachel? Holly's boyfriend's
 sister? Holly talks about your
 brother all. . . the. . . time.
 She's completely enamored.

RACHEL
 Great.
 (to Holly)
 You'll be ready in 5 weeks?

Holly nods. Rachel bolts out of the apartment. Hearing the door slam, Holly turns angrily to Steve.

HOLLY
 Completely enamored? What are you
 doing? Since when do I talk about
 Gabe all the time?

STEVE
 I was trying to cover for you. I
 didn't want Julie to "out" you, or
 "in" you, or whatever this is
 called.

HOLLY
 I don't need you to cover for me.

JULIE

Don't take it out on him. Shit, Holly, none of us know how to be around you right now. You're having sex with a man, you're in the closet with his sister...

HOLLY

It's a darkroom.

JULIE

Exactly, and six months ago you would have given anything to have a woman like that in ANY dark room.

She slows down for long enough to deliver the next lines like a slow punch to the gut.

JULIE

No one knows who the hell you are anymore, and you know what? I don't think you know either.

She walks out the door, slamming it too.

STEVE

No matter who you are, I'll always be your lesbian sister.

He kisses her on the cheek, then walks out the door, slamming it for Julie's sake.

Holly takes a deep breath. Fighting back tears, she picks up the phone and dials.

HOLLY

Can I come down?

I/E. GRANDFATHER'S HOUSE - LIVING ROOM

Holly is bundled up the sofa in a blanket.

GRANDFATHER (O.S.)

The way I see it, it's not about who you are, it's about who she is.

He enters from the kitchen, bringing her cocoa.

GRANDFATHER (CONT'D)

All this focus on sex, Holly, but it's really about love.

(MORE)

GRANDFATHER (CONT'D)

Love's always about choosing a person - not a gender, but a person - and about forsaking all others, regardless of their gender, for that one person.

He sits next to her.

GRANDFATHER (CONT'D)

Oh, I suppose bisexuals may have more forsaking to do, but forsaking's never easy. What makes it easy is the person you're forsaking all others for, and that, my dear, is the real question - is Rachel your person?

INT. HOLLY'S CAR - NIGHT

Holly drives, opera music playing on the stereo. At a stoplight, she sees someone - Rachel? - across the street.

HOLLY

Rachel? RACHEL! It's you!

The woman turns. It's not Rachel.

Holly's CELL PHONE RINGS, startling her. She answers.

GABE (O.S.)

Change of plans. Mom's not doing so good again.

HOLLY

I was on my way - I'll pick something up.

I/E. PASTOR SUE'S HOUSE - LATER

Gabe answers the door, kissing Holly on the cheek as she walks in with food in hand.

IN PASTOR SUE'S BEDROOM

Gabe and Holly sit on the foot of the bed eating their Chinese food. A pale and hairless Pastor Sue falls asleep on the bed with a Chinese food box on her lap. Holly leans over to take it from her and it falls against her shirt, covering Holly in sweet and sour sauce.

HOLLY
(quietly)
Shit!

Gabe smiles, nodding toward the guest bedroom.

GABE
Go grab one of Rachel's shirts.

Holly leaves. Gabe covers his mom tenderly with the blanket.

IN THE GUEST BEDROOM

Holly removes her shirt. Gabe surprises her by entering the room. He closes the door a little. He looks at her, beautiful in the soft light, sexy in her black bra and jeans.

GABE (CONT'D)
I need to tell you something. Come here. Sit down.

He pats the bed. They sit.

GABE (CONT'D)
I'm in love with someone. Not you.

HOLLY
I know.

GABE
His name is Cody. He's been married for 10 years - we've been sleeping with each other on and off for 8 of them. I've tried being with other men, with other women, I've tried everything to shake him out of my system, but I can't. When I met you, you're so amazing and I thought you might be the one but...

HOLLY
I know. I'm not.

He strokes a wisp of hair tenderly back from her eyes.

GABE
Please don't take this the wrong way, but meeting you really helped. I realized if I couldn't fall in love with you, I couldn't fall in love with anyone else. I told him.

Holly touches his knee, encouraging him to go on.

GABE (CONT'D)
 He's leaving his wife for me.
 Finally.

Despite himself, he breaks into a smile. And then he breaks down into tears eight years in the making.

GABE (CONT'D)
 Finally.

Holly holds him until he pulls himself together.

GABE (CONT'D)
 I need to tell Mom. She'll hate it
 that I broke up a family.

Holly nods, then kisses him maternally on his forehead.

GABE (CONT'D)
 I need to ask you for a favor.

HOLLY
 Anything.

GABE
 I don't want to tell her until
 after Christmas, in case it's her
 last... Can you just be with me
 until then? It makes her so happy.
 And then if her test results come
 back okay and she's strong enough,
 I'll tell her. And if they don't...

He breaks down again, burying his face in Holly's neck.

SUDDENLY - the bedroom door opens, and the lights come on. Rachel stands at the door. From her POV, she sees Holly's shirt on the floor, and Holly, semi-naked on the bed, in Gabe's arms. It's easy to mistake the intimacy for foreplay.

RACHEL
 Shit. Shit! I'm sorry. I thought it
 was my night...

She shuts the door.

HALLWAY - MOMENTS LATER

Holly, dressed now, closes Gabe's door quietly, and walks to the bathroom. She hears voices coming from Pastor Sue's room.

PASTOR SUE (O.S.)
 I know baby, I know. It just sucks.

Holly's hand is on the bathroom, but her feet are frozen.

RACHEL (O.S.)
 I don't want to feel like this.
 It's like a Jerry Springer show.
 "Lesbians in love with their
 brother's girlfriends."

Holly enters the bathroom, and falls back against the door.

CUT TO:

PASTOR SUE'S BEDROOM

Pastor Sue and Rachel startle at the sound.

RACHEL
 I have to go. I can't be here. Will
 you be okay?

PASTOR SUE
 I'll be fine. You know what I
 always say.

RACHEL
 I know. It's not over til the fat
 lady sings.

Rachel walks across the room, and into the

HALLWAY

Where she bumps into Holly coming out of the bathroom. At the same moment, Gabe enters the hallway.

GABE AND RACHEL (TOGETHER)
 I thought it was my night...

HOLLY
 I should be going.

RACHEL
 You can stay - I'm going.

HOLLY
 No, I was never going to stay.

RACHEL
 (to Gabe)
 Then can you drop me off after
 Holly? I took a cab over.

RACHEL

Every lesbian I knew in the 90's had this song and "Foolish Games" on a mixed tape that some wanna-be or ex-lover made for them.

HOLLY

Should I turn it off?

RACHEL

No, it's fine.

JEWEL'S LYRICS

"There is this hunger, this restlessness inside of me, that knows that you're no stranger, you're my gravity. My hands will adore you through all darkness..."

RACHEL

You should turn it off.

It's off. They drive in silence until Rachel points.

RACHEL (CONT'D)

It's right here.

Holly pulls over. Rachel stares silently ahead.

HOLLY

Can we talk? Can I come in?

RACHEL

You can't. I can't even look at you right now. If I talk, I'm going to say something inappropriate.

HOLLY

It could be operatic.

RACHEL

It's more likely to sound pathetic.

HOLLY

Rachel, it's not what you think, Gabe and me.

RACHEL

No, it's what I think, but it's not what I want, and I can't have what I want and I can't stop wanting it and I can't stop thinking about you and how you're everything I've ever wanted...

(MORE)

RACHEL (cont'd)
 and I'm trying to be SO happy for
 Gabe because it's been so hard for
 him to find a woman that he can
 connect with and I know he connects
 with you and I feel like such a
 selfish bastard that I want you for
 myself but I do
 (slowing down, nodding her
 head)
 I do want you for myself.

Rachel looks over at Holly, finally. Holly's eyes are moist.

RACHEL (CONT'D)
 I told you it'd sound pathetic.

INT. HOLLY'S HOUSE - LIVING ROOM - SOME NIGHTS LATER

Holly sits before the fireplace, phone on speaker, tearing pages from the "Sex Tips" book and throwing them into the roaring fire. She's in her robe and looks terrible.

Crosscut with Mark in his apartment, also on speaker, tearing out pages from a journal and tossing them into his fire.

MARK
 And then?

Each time one of them speaks, they punctuate it by crumpling their respective page and tossing it into the fire.

HOLLY
 And then she put her hand on the
 door.

MARK
 And then?

HOLLY
 And then she looked at me to see if
 I was going to stop her.

MARK
 And then?

HOLLY
 And then I did nothing. Which one
 are you on now?

Mark looks down at the page he's about to tear.

MARK

Number 176. "Waiter. Top of the
Mark Hopkins hotel bar. I top him."

He tears, crumples, and tosses.

HOLLY

How was he?

MARK

(singing to the tune of
"Unforgettable")
"Unrememberable. That's how he was.
Unrememberable..." Sorry. And then?

HOLLY

And then she got out of the car and
shut the door and went into her
apartment and we haven't spoken
since. And I'm so sick of myself
that I've been throwing up for the
last three days.

She tosses the rest of the book in the fire.

MARK

So what next?

He looks at the current page, scowls, then tears and tosses.

HOLLY

Nothing. I promised I'd wait until
after Christmas.
(hears call waiting)
Wait, Mark, I have another call.
Hello?

CUT TO:

INT. GABE'S CAR

GABE

(on phone)
Mom's too sick to go. She wants you
to go instead. We're on our way
over.

Pull back to reveal Rachel in the car beside him, looking
miserable.

INT. DARKENED THEATRE - NIGHT

ON THE STAGE, a scene from the love triangle of "Madame Butterfly" with Cio-Cio-San, Pinkerton, and Suzuki.

ON THEIR FACES: Gabe, bored. His hand is on Holly's thigh, who sits between Gabe and Rachel. On Rachel's face, her eyes wince and water as she feels every emotion. On Holly's face, a reflection of the triangular tragedy on stage.

EXT. SAN FRANCISCO - CHRISTMAS - ESTABLISHING SHOTS

The Christmas tree at Union Square, the wreaths in Macy's storefront windows, Santas on every corner.

INT. HOLLY'S PARENTS' HOUSE - NIGHT

Holly, her parents, and her grandfather gorge upon Christmas dinner. Holly picks at her food.

BERT

Holly Holy? Hello!

HELEN

Holly, your dad's talking to you.

HOLLY

I'm sorry. What?

Outside, a horn honks. Holly jumps up and grabs her coat.

HOLLY (CONT'D)

That's for me.

Everyone stands and gives her a hug goodbye. Grandfather's look is particularly pregnant and poignant.

HELEN

It's not like you to keep secrets.

BERT

Who is she, honey? This woman who has you in such a state.

HELEN

At least tell us her name.

HOLLY

Her name is Rachel. I have to go.

A round of "Merry Christmas's" as Holly leaves. Bert and Helen run to the window hoping for a glimpse of Rachel. They see Gabe from the back as he helps Holly into the car.

BERT

Humph. She doesn't usually go for the butch types.

INT. PASTOR SUE'S HOUSE - ENTRYWAY

Holly, bag of presents in one hand and a pie in the other, is hugged by Pastor Sue who sports a head of flaming red hair.

PASTOR SUE

Merry Christmas honey! Do you like my new wig? The kids gave it to me for Christmas! If all goes well and my natural hair grows back, you can borrow it for Halloween!

Gabe takes the gifts. Pastor Sue leads her into

THE KITCHEN

Holly looks for Rachel as she passes through the house, but she's not there.

Pastor Sue sets down the pie and takes Holly's hands.

PASTOR SUE

How's your handsome grandfather? Will you take my Christmas present to him? And you tell him I'm really looking forward to our date New Year's Eve!

HOLLY

He's fine, and I will.

PASTOR SUE

Let's have this pie now. Grab some ice cream, honey.

HOLLY

Is Rachel...?

PASTOR SUE

She left for LA this afternoon. Amy bought her a ticket for Christmas. I do admire that girl's tenacity, though I know Rachel still struggles to forgive her.

(MORE)

PASTOR SUE (cont'd)

We exchanged gifts this morning -
she left one for you.

On Holly's face - any Christmas spirit she could muster just drains away.

IN THE LIVING ROOM

Gifts are exchanged. Holly opens one from Rachel, and flips through 6 opera cd's (all love triangles). "Phantom of the Opera" is the last one, adorned with a post-it note with a little smiley face on it.

IN THE GUEST BEDROOM

Holly unwraps her gift for Rachel. It's the portrait of Rachel and Scarlet's baby. On the mat is the title - EXPOSED. She hangs it on the wall, and turns out the light.

MATCH CUT TO:

A week later, Rachel turns the light on, putting her suitcase on the bed. She moves slowly toward the picture. Her hand covers her mouth, stifling a cry.

MONTAGE - NIGHT

Everyone in their beds. Set to music, preferably "All I Ask of You" from "Phantom."

On his nightstand, Grandfather props up a Polaroid of him and Sue on a dinner cruise taken earlier that night. He tears the last page off the daily calendar - it's New Year's Eve.

Mona and Elena make love tenderly.

Scarlet and her husband gaze at their baby in their bed.

Benjamin and an older woman have sex while "The Graduate" plays on the television.

Gabe rubs Pastor Sue's feet as she sits on her bed, hairless.

Louie sleeps on his big-breasted GERMAN WIFE's pillowy chest.

Holly's mom and dad watch some iconic gay friendly movie on tv, preferably "Tootsie."

Jack "reads" one of the many lesbian porno magazines surrounding him in bed.

Steve lays in his bed reading a book titled *The Male Lesbian: A Postmodern Sexuality*. From the bathroom, Julie approaches the bed wearing her "Dyke Power" shirt. She sits on the edge of his bed. He bows his bald head down, and she strokes it.

Mark lays with his head at the foot of his bed, staring at the candles on his altar to hope.

Rachel lays on her bed, suitcase still on it, fully clothed, staring at her portrait on the wall.

Holly lays in her bed, staring at the same portrait on hers.

EXT. GALLERY 101 - NIGHT

Holly's on the phone in the cab.

MARK (O.S.)
You feeling okay?

HOLLY
I feel like I'm going to throw up.

MARK (O.S.)
Nerves.

HOLLY
Something like that.

MARK (O.S.)
Come inside. We're waiting for you.

She steps out of a cab. She is ravishing. She puts a hand on her stomach, and as she sees her name on the outside of the gallery, she takes a long, deep breath, slow smile dawning.

INT. GALLERY 101

The party is buzzing. Quick cuts of. . .

1. Mark and the WAITER

A handsome waiter flirts with Mark by playing with his dangling penis earrings. Holly enters the gallery. They hug. Referring to the waiter, Mark whispers...

MARK
Number 193. Behind the sculpture installation. I was wrong - some people can't change!

2. Holly and Benjamin

A waiter walks by Holly with a tray of champagne. She touches his shoulder, and he stops. As he turns, she asks...

HOLLY

Can I get a mineral water, please?

And then she recognizes him. It's Benjamin, the high school senior from the bar.

BENJAMIN

Why Mrs. Robinson, are you trying to seduce me?

Holly quickly pulls her hand off his shoulder.

3. Louie, URSULA, MASUO and Holly

Holly, mineral water in hand, walks up to Louie's family.

LOUIE

Holly, this is my Ursula, my wife and my son Masuo.
(pointing to his shoes)
Size eleven!

4. Jack and Steve

Jack and Steve stand by the booze table surveying the scene. They see Mona and Elena off in a corner, discretely (but passionately) kissing. Elena runs her hand up Mona's side.

JACK

God, that's hot. It must be so amazing to be a lesbian.

STEVE

Trust me, it is.

5. Grandfather and Pastor Sue

Looking over the walls filled with pictures of babies, Pastor Sue, new blond wig making her look 10 years younger, says...

PASTOR SUE

I declare, the sight of all these babies makes my worn out womb ache.

GRANDFATHER

There might be something we can do about that after the show!

He pops a little blue pill in his mouth.

6. JOURNALIST, Elena, and Mona

Elena and Mona stare at Holly making nice with some patrons.

ELENA

Glowing. Positively glowing.

A young female journalist approaches them.

JOURNALIST

Excuse me. Do you know where I
might find Holly, the photographer?
I'm a journalist for "Queer Times."

Elena and Mona point out Holly.

MONA

Are you interviewing her tonight?

JOURNALIST

Better than that. We're surprising
her with an award.

She pulls out a plaque that reads "San Francisco's Lesbian of
the Year"!

7. Grandfather, Bert, and Helen

HELEN

Now which one do you think Rachel
is? I want to go introduce myself.
You must know, Dad.

Grandfather shrugs his shoulders.

BERT

(seeing Steve)
Steve - come here for a minute.
Point out Holly's Rachel, will you?

Steve scans the room. Grandfather takes off at a brisk pace.

8. Grandfather and Rachel

Grandfather surprises Rachel, escorting her by the arm to the
outdoor balcony. It's breathtaking - the view, the city
lights, the stars. They stand side by side, taking it in.
Grandfather motions back into the gallery, where Pastor Sue
and Holly hug.

GRANDFATHER

58 years with one good woman, and
now I've found another.

Rachel smiles softly, never taking her eyes off Holly.

GRANDFATHER (CONT'D)
You've found one too.

RACHEL
It's too complicated.

GRANDFATHER
She's worth fighting for.

Rachel looks down, says nothing.

GRANDFATHER (CONT'D)
You know, in some ways things were
easier in my day.

She turns toward him, listening intently.

GRANDFATHER (CONT'D)
There were no labels then - gay,
straight, bisexual, transsexual,
transgendered, pomosexual,
pansexual, polyamorous -
(off Rachel's look)
I spend a lot of time on the
Internet. Of course these people
all existed, they just weren't
named. As liberating as it must be
to come out and find a name for
yourself, there's something equally
liberating about just loving who
you love.

Rachel is about to respond, but Grandfather interrupts,
touching his Bluetooth hearing aid to stop her.

GRANDFATHER (CONT'D)
I've got a call coming in.

He returns inside. Through the glass doors, Rachel sees him
walk up behind Pastor Sue and take her in his arms.

Rachel leans back against the balcony, and spots Holly inside
the gallery. She stands with Scarlet and her husband AARON in
front of the picture of their family. Aaron hands Holly the
baby. She looks so beautiful, so right, that first Rachel
looks away. But then she takes a deep breath, screws up her
courage, and walks back into the gallery and over to Holly.

SCARLET
Rachel. Doesn't Holly look
absolutely stunning tonight?

RACHEL

You do. You make me wish I was the
photographer.

(to Scarlet and her
husband)

Will you excuse us for a minute?

Holly hands the baby to Scarlet, and walks away with Rachel.

RACHEL (CONT'D)

Holly, I need to talk to you. Not
now - I don't want to take you away
from this - but tonight, later.

HOLLY

(worried)

Did you get back together with Amy?

RACHEL

No! It's not that.

Holly throws her arms around her, surprising both of them.
Cheeks touching, Holly's mouth near Rachel's ear, the moment
so sensual, she whispers...

HOLLY

I need to talk to you too.

Not wanting to wait one more minute, she breaks away.

HOLLY (CONT'D)

I just need to talk to Gabe really
fast first.

From across the room, Jack and Steve have been watching.

JACK

Tonight's the night.

To him, the lizard tongue action never gets old.

9. Final scene

Gabe and his boyfriend CODY quietly converse in the middle of
the gallery when Holly approaches.

HOLLY

Gabe, I have to talk to you.

GABE

I'm so sorry I haven't returned
your calls - you heard Mom's biopsy
came back clean?

HOLLY

Pops told me. It's great news.
Gabe, we need to talk.

GABE

I know. Cody's coming to church
with me on Sunday. We're going to
tell her afterwards.

HOLLY

Gabe... I'm pregnant.

GABE

Oh my god, congratulations! Holly,
I want you to meet...

HOLLY

The baby is yours, Gabe.

GABE

My boyfriend, Cody.

Three heads snap. Holly's from Gabe to Cody. Gabe's from Cody
to Holly. And Cody's from Gabe to Holly back to Gabe.

CODY

(loud enough for half
the room to hear)
You're bisexual?

GABE

(loud enough for the
other half of the room
to hear)
You're pregnant?

And now, all heads snap their way.

CODY

You cheated on me with a woman?

HOLLY

(quick to defend Gabe)
It was before you left your wife.

RACHEL

(to Gabe)
You have a boyfriend?

PASTOR SUE

Your boyfriend has a wife?

Mark raises his hands in victory, hissing "YESSSS!" To the
waiter, he whispers...

MARK

Call Jerry Springer. Jerry? JERRY!

BERT

You can't be pregnant.

HELEN
You're a lesbian!

Louie's son Masuo puts down his drink and leaves the room.

GABE
(to Holly)
You're a lesbian?

RACHEL
She's not a lesbian. She's
straight.

JOURNALIST
She's straight?

HELEN
She's not straight. She's here...

BERT
...she's queer...

BERT AND HELEN (TOGETHER)
...we're used to it.

Louie's wife slaps him across the face.

JOURNALIST
So you are a lesbian.

MONA
(trying to be helpful)
She's not a lesbian, she's
bisexual.

Rachel looks at Holly, wanting answers.

HOLLY
I was... I was a lesbian, I... I...

PASTOR SUE
I'm... I'm gonna be a grandmother.

She takes Grandfather's hand.

GRANDFATHER
And I'm going to be a grandfather.

They both jig with child-like joy. Pastor Sue stops first.

PASTOR SUE
Great.
(to his questioning face)
Great grandfather.

Grandfather cups his ear that doesn't have the Bluetooth.

GRANDFATHER

What? I can't hear you!

HOLLY

(yelling emphatically)

Everyone please, stop. I am not a lesbian. And, I'm not straight. I'm not bisexual. I'm not

(nodding to Grandfather)

Trisexual. I'm just a woman. A pregnant woman, with his child. And I'm a woman in love.

(turning to face Rachel)

Rachel, it's you. You're my person.

It's too much. Rachel runs across the room toward the balcony.

HOLLY

Wait. Rachel, wait! RACHEL!

Rachel stops, but doesn't turn around. On her face - questions, answers, confusion, pain. And then, Holly does the only thing she knows how to do to turn her around.

She bursts into full operatic falsetto. All eyes snap toward Holly as she sings a lyric from "All I Ask of You."

HOLLY (CONT'D)

"Say you'll share with me one love,
one lifetime... say the word and I
will follow you..."

PASTOR SUE

(clapping her hands with
glee)

Ooooh! "Phantom of the Opera!"

And then, all eyes snap back to Rachel. She turns slowly around to look at Holly, who puts out her upturned hands.

HOLLY

(quieter now)

Please, say the word?

Rachel turns around and slowly walks out to the balcony.

Julie bursts into the room, late as usual with hair all askew. To no one in particular...

JULIE
Did I miss anything?

CUT TO:

THE BALCONY

Rachel stands at one end, gripping the rail, fighting tears. When Holly approaches, she turns to her angrily.

RACHEL
You've been lying to me.

HOLLY
Rachel, I never lied to you. I just never told you the whole truth.

This honesty softens Rachel's anger a bit.

RACHEL
Why? You knew how I felt about you.

HOLLY
Not at first, and when I did, and I knew how I felt about you, it was like I had dug a hole way too deep and all I could do was lie in it.

She takes Rachel's hand.

HOLLY (CONT'D)
I was so scared. I'm still so scared. Despite what all this looks like, I've spent my whole life trying to find someone like you and I'm so scared I've fucked it up.

Tears spill from Rachel's eyes. She tries to hide them by looking out at the city lights. Almost whispering...

RACHEL
You haven't fucked it up.

HOLLY
That's the most romantic thing anyone's ever said to me.

Rachel turns toward Holly. Soft, shy smiles.

RACHEL
I have questions.

HOLLY
I'll give you answers.

RACHEL
For later.

HOLLY
For now?

RACHEL
I need you to promise me something.

HOLLY
Anything.

RACHEL
Do you promise to never, never,
NEVER, sing to me in public again?

HOLLY
I do.

They kiss. The kiss we've been waiting for the entire movie. The passionate kiss of two people meant to be together. They break apart, and together exclaim...

RACHEL AND HOLLY
Finally!

Noticing people in the gallery gawking to see them...

HOLLY
One more for the cheap seats?

She takes Rachel in her arms, and dips her down gracefully, kissing her as long as she can before...

They both fall off screen, too weak-kneed to sustain it. The screen is filled with the romantic skyline of San Francisco.

HOLLY (O.S.)
I've always wanted to do that.

RACHEL (O.S.)
Minus the fall?

HOLLY (O.S.)
Minus the fall.

Softly, intimately Holly begins to sing more of the song.

HOLLY (O.S.)
 "Say you love me every waking
 moment, turn my head with talk of
 summertime..."

RACHEL (O.S.)
 "Say you need me with you now and
 always... Promise me that all you
 say is true - that's all I ask of
 you..."

Their voices rise like stars in the night air.

The camera lowers back down upon them. Holly is on her back,
 Rachel on her side. Holly touches her cheek.

HOLLY
 I promise.

Rachel smiles, then remembers. She puts her hand on Holly's
 midsection.

RACHEL
 You're having a baby.

HOLLY
 We're having a baby.

They break into incredulous smiles, and then Rachel leans
 down for another kiss in a lifetime of kisses to come.

FADE OUT.

INT. PORTRAIT STUDIO - DAY

Fade in on a man holding a baby in his hands. Pulling back,
 it's Gabe. Holly's face appears from behind the camera.

HOLLY (V.O.)
 There's something beautiful about a
 man with a baby.

CLICK. HOLD. Gabe passes the baby to Pastor Sue. Holly's
 parents appear on both sides of Sue.

HOLLY (V.O.)
 Grandparents with their grandson.

CLICK. HOLD. They pass the baby to Holly's grandfather.

HOLLY (V.O.)
 A great-grandfather with his
 namesake.

CLICK. HOLD. He passes the baby to Mark, who is joined by Gabe, his boyfriend Cody - and Louie.

HOLLY V.O.)
Uncles with their nephew.

CLICK. HOLD. Mark passes the baby to Mona, who is joined by Elena, Julie, and Steve.

HOLLY (V.O.)
Aunties with theirs.

CLICK. HOLD. They pass the baby to Rachel. Holly sets the timer of the camera, and joins her, her arms around Rachel as they both beam at the baby.

HOLLY (V.O.)
There's something beautiful about a family...

CLICK. HOLD. Pull back to reveal the entire family gathered around the three of them.

HOLLY (V.O.)
Brought together by love...

Grandfather sneaks a kiss with Pastor Sue. Holly kisses Rachel, then turns to face the camera.

HOLLY (V.O.)
For one good (little) man.

CLICK. HOLD.

The camera holds on the last photograph, then pulls out to reveal it on the cover of a magazine. The title of the magazine comes into view.

"QUEER TIMES"

FADE TO BLACK.