

Little Miss Sunshine

by

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ECU - VIDEO PIXELS

Five young women stand side by side, waiting to be judged -- *
breathless, hopeful. A name is announced. Four hearts break. *

The camera ZOOMS across the smiles of the losers to find a winner.*
She bursts into tears, hugs the nearest runner up. *

Begin CREDITS.

MUSIC -- quiet and melancholy -- plays over all the opening
scenes, leading to the Title card.

The Contest Winner cries and hugs the Runners-up as she has the
tiara pinned on her head. Then -- carrying her bouquet -- she
strolls down the runway, waving and blowing kisses.

INT. BASEMENT REC ROOM - DAY

A six-year-old girl sits watching the show intently.

This is OLIVE. She is big for her age and slightly plump.

She has frizzy hair and wears black-rimmed glasses. She
studies the show very earnestly.

Then, using a remote, she FREEZES the image.

Absently, she holds up one hand and mimics the waving style
of Miss America. She REWINDS the tape and starts all over.

Again, Miss America hears her name announced, and once again
breaks down in tears -- overwhelmed and triumphant.

RICHARD (V.O.)

There's two kinds of people in this
world -- Winners...and Losers.

INT. CLASSROOM - DAY

RICHARD (45) stands at the front of a generic community
college classroom -- cinderblock walls, industrial carpeting.

He wears pleated khaki shorts, a golf shirt, sneakers. He
moves with the stocky, stiff-legged gait of a former athlete.
His peppy, upbeat demeanor just barely masks a seething sense
of insecurity and frustration. MUSIC continues underneath. *
*

RICHARD

If there's one thing you take away from
the nine weeks we've spent, it should be
this: Winners and Losers. What's the
difference?

Richard turns with a remote and clicks through a Power Point
presentation, projected on the wall behind him.

The slides mimic Darwin's "Evolution of Man" chart, except that they show a lumpy, hunched-over, sad-sack "Loser" evolve into a smiling, triumphant, arms-over-his-head "Winner".

RICHARD (cont'd)

Winners see their dreams come true. Winners see what they want, they go out and they get it. They don't hesitate. They don't make excuses. And they don't give up. Losers don't get what they want. They hesitate. They make excuses. And they give up. On themselves and their dreams.

Richard puts down his remote for the big finale. In the dim half-light, it's a hushed, dramatic moment.

RICHARD (cont'd)

Inside each of you -- at the very core of your being -- is a Winner waiting to be awakened...and unleashed upon the world. With my nine step "Unleash the Winner Inside" program, you now have the tools, the know-how, the insights you need to put your losing habits behind you and make your dreams come true. No hesitating! No excuses! I want you to go out into the world...and be Winners!

Big smile.

REVERSE ANGLE -- There are twenty STUDENTS in a classroom that could seat two hundred. They CLAP half-heartedly.

Then there's an awkward moment when everyone gathers their stuff. No one says anything. Chairs SCRAPE the floor.

SHERYL (V.O.)

...Yeah, I'm on my way now.

*
*

INT. CAR - DAY

A woman, SHERYL, 40s, is smoking and talking on a cell phone as she weaves through a strip-mall landscape. She wears office attire and a name tag that reads, "Sheryl".

*
*

SHERYL

...I don't know how long... I don't know...! Richard, he doesn't have anywhere else to go!

She takes a drag, listens with increasing irritation, then exhales. A beat.

SHERYL (cont'd)
 I'm not smoking... I'm not! Look,
 I'm at the hospital...

(beat)

Yeah, I'll pick up a bucket of
 chicken. Okay, bye.

She beeps off her phone.

EXT. HOSPITAL CORRIDOR - DAY

Sheryl strides anxiously down a hospital corridor, fingering a small cross on her necklace, going from one room to another, checking room numbers. She finds the room she's looking for.

As she tries to enter, a DOCTOR emerges. They nearly collide.

DOCTOR

Ms. Harvey?

(Sheryl nods)

Your brother's fine...

Sheryl exhales, hugely relieved.

INT. HOSPITAL ROOM - DAY

In a wheelchair, parked against a wall, is Sheryl's brother, FRANK, also middle-aged. His wrists are wrapped in bandages.

With empty eyes, he listens to the muted VOICE of the Doctor coming from the hallway.

DOCTOR (O.S.)

...Keep him away from sharp objects:
 knives, scissors... If you have
 medications -- depressants -- in your
 house, keep them secured...

INT. HOSPITAL CORRIDOR - DAY

Sheryl listens to the Doctor.

DOCTOR

I'd prefer to keep him, but...

SHERYL

I know, the insurance...

She shakes her head and sighs.

DOCTOR

You want to see him...?

INT. HOSPITAL ROOM - DAY

Sheryl and the Doctor enter. Frank barely reacts.

SHERYL

Hey, Frank...

FRANK

Sheryl.

Fighting tears, she goes and hugs him.

SHERYL

I'm so glad you're still here.

FRANK

Well. That's one of us.

INT. BATHROOM - DAY

Two hands spill a brown powder onto a small mirror.

A razor blade cuts the powder into lines.

A rolled-up dollar bill lowers. The lines are snorted.

The snorter lifts his head up. He is a short, chunky, balding old man -- a Roz Chast kind of grandfather.

This is GRANDPA, 80 years old.

He sits down on the toilet seat, rubs his nose, takes a breath and relaxes as the drugs flood his system.

INT. DWAYNE'S BEDROOM - DAY

DWAYNE is a handsome, skinny fifteen year old with a mohawk. He lies on his back in his bedroom, bench-pressing a barbell.

The bedroom is dominated by a huge portrait of Friedrich Nietzsche, painted on a bed sheet, hanging on one wall.

JUMP CUTS:

Dwayne does vertical sit-ups on a wall-mounted brace.

Dwayne does vertical push-ups leaning against the wall.

Dwayne breathes heavily, having finished his work-out.

He walks to a home-made calender on the wall made from a long roll of computer paper. It is marked, "Enlistment."

On the roll is a long grid of maybe a thousand squares. About half the squares have been filled in with magic marker.

Dwayne uncaps a magic marker and fills in one more square. *

INT. CAR - DAY *

Sheryl drives Frank home from the hospital. They say nothing. Sheryl sneaks glances at Frank. Hesitantly: *

SHERYL

You want to talk? Or no?

Frank stares at the road in front of them. Finally:

FRANK

No.

SHERYL

Okay.

She nods. They keep driving.

FADE TO BLACK

TITLE: "LITTLE MISS SUNSHINE"

MUSIC ENDS.

INT. KITCHEN - DAY

An empty kitchen. A phone and answering machine sit in the FOREGROUND. The message light is BLINKING.

In the background, through a doorway, the front door opens. Sheryl and Frank enter carrying several bags and suitcases.

SHERYL

(calling out)

Hello! Anyone...?!

INT. HALLWAY - DAY

She leads Frank down a hallway. He follows passively.

SHERYL

Down here. We have you with Dwayne.

She knocks and pushes open the door to Dwayne's room. Dwayne is on the bed, reading THUS SPOKE ZARATHUSTRA. He sits up.

SHERYL

Dwayne? Hi, Uncle Frank's here.

Frank hesitates. He gives Sheryl a look: "You're kidding."

SHERYL (cont'd)

He doesn't mind, Frank. We talked.

Frank makes a half-gesture towards the rest of the house.

SHERYL (cont'd)
We can't have you sleeping alone.
The doctors said...
(he looks at her)
I'm sorry. I have to insist.

Dwayne gets up and exits the room, pushing past them and avoiding eye contact. Sheryl enters the bedroom.

INT. DWAYNE'S BEDROOM - DAY

Sheryl goes and brushes off a cot. Frank remains outside.

SHERYL
You'll get along fine. He's really
quiet. Look, I set up a cot.
(he hesitates)
Please, Frank? Please?

Very unhappily, Frank enters the room and just stands there.

SHERYL (cont'd)
Thank you. I gotta start dinner.
Come out when you're settled? And
leave the door open. That's
important.
(beat)
I'm glad you're here.

She gives him a kiss on the cheek, then departs.

Frank sits on the cot in his nephew's bedroom. On it is a Muppet sleeping bag with the Cookie Monster eating a cookie.

Frank glances at the sleeping bag, then averts his eyes.

This is pretty much the worst moment of his life.

INT. DINING ROOM - DAY

Dwayne is at the dinner table, reading. Sheryl walks by.

SHERYL
Dwayne, honey, there's a bucket of
chicken in the car. Can you get it
and I'll make a salad?

Dwayne silently gets up and departs, and the chaotic ballet of dinner preparations in the Harvey household begins. Sheryl opens the door to the downstairs rec room and shouts.

SHERYL (cont'd)
Olive?!

Yeah?! OLIVE (O.S.)

SHERYL
Is Grandpa with you?!

Yeah! OLIVE (O.S.)

SHERYL
What are you guys doing?

Rehearsing! OLIVE (O.S.)

SHERYL
Okay! Dinner in ten minutes!

Okay! OLIVE (O.S.)

INT. KITCHEN - DAY

Sheryl enters, opens the refridgerator, and begins pulling out stuff to make a salad.

Abruptly, from the kitchen side door, Richard enters.

Hi. RICHARD

Hi. Frank's here. SHERYL

Oh. Did Stan Grossman call? RICHARD

Check the machine. SHERYL

He walks over and hits the answering machine.

Hello. You have one message. MACHINE

It rewinds. Dwayne enters holding a bucket of KFC.

Just put it on the table, hon. And
can you set the table? We'll do
paper plates tonight. I'll get
cups and napkins. SHERYL

Dwayne nods and departs. Sheryl exits in the other direction. The phone message begins.

JEFF (O.C.)

(filtered)

Sheryl, hey, it's Jeff. Listen, great news. You know, when Olive was down here last month, she was runner up in the regional Little Miss Sunshine...?

RICHARD

(calling to Sheryl)

It's from Jeff.
(to himself)
Fuck!

He stalks off. The MESSAGE plays to the empty kitchen.

JEFF (O.C.)

(filtered)

...Well, they just called me and said that the girl who won had to forfeit her crown. I don't know why -- something about diet pills -- but anyway, that means Olive won the regionals, so now she has a place in the State contest in Boca. They want to make sure she can make it, so I said you'd call them...

Sheryl re-enters. She tries to listen to Jeff's message.

JEFF (cont'd) (O.C.)

(filtered)

...The woman's name is Lauren Henderson and her number...

BEEEEEP. The machine cuts him off. Sheryl, not understanding, shakes her head and returns to making her salad. Richard re-enters, picks up the phone and dials. Over the following, Dwayne comes in and out, picking up stuff to set the table.

RICHARD

(into phone)

Richard Harvey for Stan Grossman. Can you reach him...?! Yeah, tell him I want to know this thing is done -- I'm waiting for the numbers. No, I understand that. I understand. Look, he has my cell, if he could just call me anytime over the weekend and let me know we're on, I'd be very, very grateful. Okay. Thank you. Bye.

He hangs up.

RICHARD (cont'd)

Bitch.

SHERYL

Richard...! So what happened with Stan Grossman?

RICHARD

He's still in Atlanta.

SHERYL

So why hasn't he called you?

RICHARD

Will you let me worry about this?!

Sheryl exhales, goes back to her salad. Dwayne comes in.

SHERYL

Dwayne, can you check on Frank?
Tell him it's dinner time.

Dwayne nods and heads off. Sheryl walks back to the door to the downstairs rec room and opens it again.

SHERYL (cont'd)

Olive?! Dinner time!

OLIVE (O.S.)

Okay!

INT. DWAYNE'S BEDROOM - DAY

Frank sits on the cot, staring at a photo in his wallet (we can't see it). FOOTSTEPS approach. Frank puts the photo away.

Dwayne appears in the door, knocks, and mimes eating.

FRANK

Dinner?

(Dwayne nods)

What? You don't talk anymore?

(Dwayne shakes his head)

Why not?

Dwayne rolls his eyes and half-shrugs.

FRANK (cont'd)

You can talk. You just choose not to?

Dwayne nods. Then he points to the bed-sheet painting of Nietzsche hanging on his wall. Frank turns and looks.

FRANK (cont'd)
Is that Nietzsche? You don't speak
because of Friedrich Nietzsche?

Dwayne nods, turns and leaves. Frank considers this.

FRANK (cont'd)
Far out.

INT. DINING ROOM - DAY

Dwayne sits in his chair, folds his arms, and -- scowling -- waits for everyone else to arrive. Frank tentatively follows. Sheryl comes out and puts her salad on the table.

SHERYL
Frank, you can sit here, next to
Dwayne. Here's the salad. I'm
gonna run get Sprite for everyone.

She walks off, pausing to open the rec room door again.

SHERYL (cont'd)
Olive! Come on! Dinner time!

OLIVE (O.S.)
Coming!!!

Sheryl disappears, leaving Dwayne and Frank alone. Frank sits. Dwayne scowls at the table in front of him.

Frank looks at his place setting -- a paper plate and a Big Gulp cup with the Incredible Hulk on it. He picks up the cup and examines it dispassionately. He puts it down.

Dwayne doesn't move. Frank glances at Dwayne, not knowing what to do. He seems to have met someone who is at least as unhappy as he is.

This intrigues him. He ventures:

FRANK
Got a girlfriend?

Dwayne looks at Frank, then shakes his head.

FRANK (cont'd)
Boyfriend?

Dwayne gives Frank a look.

FRANK (cont'd)
Kidding. Kidding. I know.
(beat)
So who do you hang out with?

Dwayne shakes his head.

FRANK (cont'd)
 No one? There must be someone...!
 (Dwayne shakes his head)
 You don't hang out with anyone? Oh
 come on. You must have one friend!

Dwayne reaches in his back pocket and pulls out a palm-sized pad of paper. He flips it open and scribbles a note.

He shows it to Frank. It reads:

"I hate everyone."

FRANK (cont'd)
 Everyone? What about your family?

Dwayne scribbles again. He shows it to Frank. It now reads:

"I hate everyone!!!"

He's underlined "everyone" three times. Frank looks at him.

FRANK (cont'd)
 You hate me?

Dwayne considers this. He scribbles a new note. It reads:

"Not yet."

FRANK (cont'd)
 Fair enough.

They go back to sitting in silence. Richard comes out.

RICHARD
 Frank. Good to see you.

FRANK
 Richard...

They shake. Richard sits down. Silence. Richard stands up.

RICHARD
 I'm gonna get Olive.

He walks to the downstairs doorway and shouts.

RICHARD (cont'd)
 Dad! Olive! Come on!

OLIVE (O.S.)
 (shrieking)
 We're coming!!!

Sheryl enters with a big bottle of Diet Sprite.

SHERYL
 You guys, go on and start. Frank,
 some Sprite? I want everyone to
 have at least a little salad.

FRANK
 Thanks, Sheryl.

She pours him a cup, sits down, and starts opening containers
 of cole slaw and mashed potatoes.

Richard returns to the table, sits, and grabs a piece of
 chicken from the bucket. Dwayne follows suit, as does Frank.

The meal begins. Three seconds of silence.

FRANK (cont'd)
 So, Sheryl... I couldn't help
 notice Dwayne has stopped speaking.

SHERYL
 Oh! I'm sorry. Dwayne's taken a
 vow of silence.

FRANK
 You've taken a vow of silence?!

Dwayne nods.

SHERYL
 He's gonna join the Naval Academy
 and become a fighter pilot. He's
 taken a vow of silence until he
 reaches that goal.

FRANK
 (to Dwayne)
 You're kidding...!

Dwayne stares at Frank. He's not kidding. Olive enters the dining
 room, with Grandpa following.

OLIVE
 Hi, Uncle Frank!

FRANK
 Olive. Boy, you're gettin' big!
 (to Sheryl)
 Is she big for her age?

Sheryl nods. Olive, unprompted, walks over and gives him a
 kiss on the cheek. She sees the bandages on Frank's wrists.

OLIVE
What happened to your arms?

SHERYL
Olive...

FRANK
No, it's okay. I had a little
accident. I'm okay now.

RICHARD
How's the new routine coming?

OLIVE
It's good.

RICHARD
When're you gonna let us see it?

OLIVE
I dunno. It's up to Grandpa.

GRANDPA
A couple of days. It needs a polish.

Olive sits. Grandpa walks to the table.

GRANDPA (cont'd)
What is this?! Chicken?! Every
day it's the chicken! Holy God
almighty! Is it possible, just one
time, we could have something for
dinner except the goddamn fucking
chicken?!

Sheryl ignores him. Richard tries to cut him off.

RICHARD
Dad... Dad... Dad... Dad!!!

GRANDPA
I'm just saying...!

RICHARD
If you want to cook or buy your own
food, you're more than welcome...

GRANDPA
Christ. Y'know, at Sunset Village...

RICHARD
If you liked Sunset Village so much
maybe you shouldn't have gotten
yourself kicked out of there...!

GRANDPA
(waves dismissively)

Ahhhh...!

He takes out a piece of chicken and starts eating. A tense silence. Frank tries to get things going again.

FRANK
When did you start? With the vow?

Dwayne shrugs. He doesn't care to comment.

RICHARD
It's been nine months. He hasn't said a word. I think it shows tremendous discipline.

SHERYL
Richard...

RICHARD
I'm serious! I think we could all learn something from what Dwayne's doing! Dwayne has a goal. He has a dream. It may not be my dream, or your dream, but still... He's pursuing that dream with focus and discipline. In fact, I was thinking about the Nine Steps...

GRANDPA.
Oh, for crying out loud...!

RICHARD
(evenly)
...About the Nine Steps, and how Dwayne's utilizing at least seven of them in his journey to personal fulfillment.

SHERYL
Richard. Please.

RICHARD
I'm just saying! I've come around! I think Dwayne deserves our support.

Frank looks at Dwayne. Dwayne rolls his eyes. Olive addresses Frank.

OLIVE
How did it happen?

FRANK
How did what happen?

OLIVE
Your accident...

SHERYL
Honey...

She shakes her head: "Don't go there."

FRANK
No, it's okay. Unless you object...

SHERYL
No, I'm pro-honesty here. I just think, you know... It's up to you.

FRANK
Be my guest...

SHERYL
Olive, Uncle Frank didn't really have an accident. What happened was: he tried to kill himself.

OLIVE
You did? Why?

RICHARD
I don't think this is an appropriate conversation.
(to Olive)
Let's leave Uncle Frank alone.

A beat. Olive has stopped eating.

OLIVE
Why did you want to kill yourself?

RICHARD
Frank. Don't answer that question.

Frank stares at Richard. He turns back to Olive.

FRANK
I tried to kill myself because I was very unhappy.

RICHARD
(overlapping)
Don't listen, honey, he's sick and he doesn't know what he's...

SHERYL
Richard... Richard... Richard...

RICHARD

What?! I don't think it's appropriate for a six year old!

SHERYL

She's gonna find out anyway. Go on, Frank.

OLIVE

Why were you unhappy?

Frank glances at Richard -- deadpan victorious -- and continues.

FRANK

Well, there were a lot of reasons. Mainly, though, I fell in love with someone who didn't love me back...

OLIVE

Who?

FRANK

One of my grad students. I was very much in love with him.

OLIVE

Him? It was a boy? You fell in love with a boy?

FRANK

Yes. I did. Very much so.

This is new to Olive. She thinks it over.

OLIVE

That's silly.

FRANK

You're right. It was very, very silly.

GRANDPA

There's another word for it...

RICHARD

Dad...

OLIVE

So... That's when you tried to kill yourself...?

FRANK

Well, no. What happened was: the boy I was in love with fell in love with another man, Larry Sugarman.

SHERYL

Who's Larry Sugarman?

FRANK

Larry Sugarman is perhaps the second most highly regarded Proust scholar in the U.S.

RICHARD

Who's number one?

FRANK

That would be me, Rich.

OLIVE

So... That's when you tried...?

FRANK

Well, no. What happened was: I was a bit upset. I did some things I shouldn't have done. Subsequently, I was fired, forced to leave my apartment and move into a motel.

OLIVE

Oh. So that's when...?

FRANK

(hesitates)

Well, no. Actually, all that was okay. What happened was: two days ago the MacArthur Foundation decided to award a "genius" grant to Larry Sugarman.

(deep breath)

And that's when...

GRANDPA

...You tried to check out early.

FRANK

Yes. And I failed at that as well.

RICHARD

Olive, what's important to understand is that Uncle Frank gave up on himself. He made a series of foolish choices, and then he gave up on himself, which is something that winners never do.

A beat. Frank looks like he could leap across the table and strangle Richard. Sheryl intervenes.

SHERYL

So that's the story, okay? Let's move on. Olive, how's your new routine coming?

OLIVE

Fine. I told you.

Over the above, Frank turns and asks, regarding Richard:

FRANK

Is he always like this?
(Dwayne nods)
How can you stand it?

Dwayne writes a note, shows it to Frank. It reads:

"I can't."

Frank nods. Richard addresses Olive.

RICHARD

Honey, tell Frank why you're doing your dance routine.

FRANK

Olive. Why are you doing a dance routine?

OLIVE

For Little Miss Crab-Cakes.

FRANK

(arch)

A-ha! Just as I suspected...!

SHERYL

Honey, tell him what Little Miss Crab-Cakes is.

OLIVE

Little Miss Crab-Cakes is a beauty contest for everyone in Maryland. But you have to be six or seven years old and you have to be a girl.

Frank looks skeptically at Sheryl.

SHERYL

Don't look at me! This is Jeff and the new step-Mom. It's big down in Florida.

*
*
*
*

FRANK

(to Olive)

So what do you think your chances are?

Olive takes the question like a pro.

OLIVE

I think I can win. 'Cause a lot of the new girls -- they don't have the experience.

FRANK

Well, good luck.

RICHARD

It's not about luck. Luck is the name that losers give to their own failings. It's about wanting to win. Willing yourself to win. You got to want it badder than anyone.

OLIVE

I do!

RICHARD

Do you? Really?

(a beat; she nods)

Then you're gonna be a winner!

She smiles. Dwayne shakes his head and keeps eating.

SHERYL

Richard...

RICHARD

What?! It's true!

OLIVE

I was runner up in Florida!

FRANK

When were you in Florida?

SHERYL

Spring break. Jeff had custody for two weeks. Olive made it to the top of the Regionals down there.

OLIVE

I was second place.

RICHARD

Sher, y'know, there's a message from Jeff on the machine.

SHERYL

Yeah. Did you hear what it was?

RICHARD

Actually, it was something about Little Miss Sunshine.

OLIVE

What? Little Miss Sunshine? What?!

She runs off. Sheryl follows Olive into the kitchen.

INT. KITCHEN - DAY

Sheryl and Olive approach the answering machine. The "message" light is blinking. Sheryl hits it.

JEFF (O.C.)

(filtered)

Sheryl, hey, it's Jeff...!

INT. DINING ROOM - DAY

Richard, Frank, and Dwayne try to listen, eating silently.

INT. KITCHEN - DAY

Olive and Sheryl listen.

JEFF (O.C.)

(filtered)

...Something about diet pills, but anyway that means that Olive won the regionals, so now she has a place in the State contest in Boca...

BEEEP. Over the above, Olive reacts with involuntary spasms of shock, disbelief, and then pure, unadulterated euphoria.

She waits -- trembling -- to hear the whole message. When it ends, she puts her hands to her temples:

OLIVE

Aaahhhhhh!!! Aaahhhhhhhhhhhhhh!!!
Little Miss Sunshine! Little Miss
Sunshine! Little Miss Sunshine!!!

She goes running out into the dining room.

OLIVE (O.S.) (cont'd)

Little Miss Sunshine! Little Miss
Sunshine! Little Miss Sunshine!!!

Sheryl closes her eyes.

SHERYL

Fuck...!

Sheryl picks up the cordless phone, dials.

INT. DINING ROOM - DAY

Sheryl re-enters with the phone. Olive is rejoicing.

OLIVE

I won! I won! I get to go to the
Championship! Oh, God! Oh, my God!

(beat)

I gotta pack! I gotta go pack!

She rushes off to the downstairs doorway and disappears.

RICHARD

Wait, Olive, finish your dinner!

OLIVE (O.S.)

I'm finished!

GRANDPA

What happened?

SHERYL

Apparently, the girl who won
Regionals was disqualified. So
Olive has her place in the Finals.

RICHARD

When are they?

SHERYL

I'm calling Jeff right... Jeff!
Yeah, we just got it... Yeah, she
basically went crazy. No, I didn't
get that, the machine cut you off.

She grabs Dwayne's pen and pad. She scribbles.

SHERYL (cont'd)

Uh-huh. In Boca Raton. This
Sunday?! Can you take her? You
can't put it off? No, it's just...
We have to figure this out. No,
I'll give this lady a call and
we'll figure it out. Right. Bye.

She hangs up.

RICHARD

It's Sunday? Can Jeff and Cindy
take her?

SHERYL
 (shakes her head)
 They're going to Maui.

They all look at each other.

INT. REC ROOM - DAY

We TRACK with Olive as she runs down a half-flight of stairs and races around, picking up clothes and shoes that are scattered about. *

INT. KITCHEN - MOMENTS LATER

Sheryl enters carrying the bucket of chicken, the half-filled containers of potato salad and slaw, and used paper plates.

Richard follows Sheryl. Grandpa follows Richard.

SHERYL
 I have to go. I promised Olive I'd
 take her if she made the finals.

RICHARD
 You promised?

GRANDPA
 I'm going.

RICHARD
 Wait a minute, Dad...

SHERYL
 We'll fly down, come back Monday.

Sheryl throws the plates in the garbage. Throughout the following, she wraps the leftover chicken in Saran Wrap and puts the chicken and other leftovers in the fridge.

RICHARD
 How're you gonna get around down there?

SHERYL
 We'll rent a car.

RICHARD
 And stay in a hotel?

SHERYL
 We can afford it...!

RICHARD
 Sheryl...! This is seed money! *

SHERYL

Well, maybe if I had help bringing it in, y'know?! It all goes to your Nine Steps, which is not...

RICHARD

Honey... Honey... Honey...
(patient)

As soon as I hear from Stan, we'll get the advance, I will pay you back, we'll start generating revenue. But in the meantime...

Sheryl exhales, grits her teeth, shakes her head.

SHERYL

Okay, we'll drive down.

RICHARD

In the Miata? How're you gonna fit Grandpa?

SHERYL

Grandpa doesn't have to come.

GRANDPA

What...?! I coached her! I gave her the steps! I have to be there!

RICHARD

Why don't you take the VW?

SHERYL

I can't drive a shift, Richard!
I've tried, and I can't do it!

Having put away the leftovers, Sheryl opens the freezer and pulls out a Jumbo Pak of popsicles.

SHERYL (cont'd)

We'll fly down.

RICHARD

We can't afford it.

SHERYL

Well, that's what we're gonna do!
Unless you have a better idea.

She slams the freezer door and heads for the dining room.

INT. DINING ROOM - CONTINUOUS

Sheryl enters. Richard and Grandpa follow. Frank and Dwayne are finishing up. Sheryl tosses the popsicles on the table.

42.

SHERYL
Here. This is dessert.

She sits, rips open a popsicle and takes a bite. Silence.

Dwayne and Frank glance at each other, then tentatively take popsicles for themselves. Richard takes a deep breath.

RICHARD
Okay. I'll drive the bus.

GRANDPA
No! I'll take her on a plane!

Everyone ignores Grandpa. Sheryl considers Richard's idea.

SHERYL
What about Dwayne and Frank?

RICHARD
They can stay here.

Dwayne and Frank look at each other.

SHERYL
Richard. I was told explicitly I could not leave Frank by himself. No offense, Frank.

FRANK
None taken.

RICHARD
Well, I guess we can't go then! I mean, unless we take Frank and Dwayne with us!

A pause. All eyes turn to Frank and Dwayne. Dwayne begins vigorously shaking his head "No".

INT. OLIVE'S BEDROOM - DAY

Olive re-enters with dresses, shoes, and her swimsuit. She pulls a suitcase from under her bed, opens it, and begins stuffing her things in. *

INT. DINING ROOM - DAY

Sheryl pleads with Dwayne.

SHERYL
Dwayne, please. For your sister?

RICHARD
Come on, Dwayne! It'll be fun!

Everyone stares at him. Dwayne takes his pad out and writes. Frank reads over his shoulder as it comes out.

FRANK
"This...is...unfair...All...I...
ask...is...that...you...leave...
me...alone."

Dwayne stops writing, folds his arms. In the background, we HEAR Olive packing. Sheryl turns to Dwayne.

SHERYL
Dwayne: Flight school. I'll give
permission. Come on. It'll be
fun. You can go to the beach.

Dwayne looks at her. FOOTSTEPS start coming up the stairs. Finally, he offers his hand. Sheryl shakes. Everyone is relieved. Dwayne scribbles another note. Frank reads it.

FRANK
"But...I'm...not...going...to...
have...any...fun!!!"

He puts his hand on Dwayne's shoulder.

FRANK (cont'd)
We're all with you on that one,
Dwayne.

Olive re-enters, lugging her suitcase -- she is breathless, flushed with excitement.

OLIVE
Grandpa? Is Grandpa coming to
Florida?

SHERYL
We're all coming.

RICHARD
Sheryl, wait. Olive, come here.
Have a seat.

Olive walks over and sits next to Richard.

RICHARD (cont'd)
Now there's no sense in entering a
contest if you don't think you're
gonna win. Now, do you think you
can win Little Miss Sunshine?

Sheryl starts to object, but Richard raises his hand, cutting her off. Olive doesn't seem so sure.

RICHARD (cont'd)

Yes or no, Olive. Are you gonna win?

Olive thinks it over. Then, with white-hot determination:

OLIVE

Yes!

Richard smiles and slaps the table.

RICHARD

We're goin' to Florida!

INT. VW BUS - ON THE ROAD - DAY

Richard is driving. Sheryl rides shotgun. Frank and Olive sit in the second row. Dwayne and Grandpa sit in back.

Dwayne is wearing a T-shirt that says, "Jesus Was Wrong".

Olive wears a large set of headphones that completely cover her ears. She does little half-dancing moves to the music.

No one says anything. They've been driving a while.

Grandpa's arms hang limply by his side.

GRANDPA

Jesus, I'm tired. I am so fucking tired.

(to Dwayne)

You know how tired I am? If some girl came up to me...begged me to fuck her...I couldn't do it. That's how tired I am.

RICHARD

Dad! Your language...! Please!

GRANDPA

She's listening to the music...!

(loud)

Hey, Olive! I'll give you a million dollars if you turn around!

Olive is oblivious.

RICHARD

Okay, but still, the rest of us...

GRANDPA

Ahhh, the rest of you...

(to Dwayne)

Can I give you some advice?

(Dwayne shakes his head)

(MORE)

GRANDPA (cont'd)

I'll do it anyway. I don't want you making the same mistakes I did when I was young.

RICHARD

Great. I can't wait to hear this.

GRANDPA

Dwayne? This is the voice of experience talking. Are you listening?

(Dwayne nods)

Kid: Fuck a lot of women. Not just one woman. A lot of women. You're young...

RICHARD

Okay, Dad? I think that's enough.

GRANDPA

(ignores him)

You gettin' any right now? Tell me, really.

Dwayne shakes his head. Frank, amused, can't help but turn around to watch this conversation take place.

GRANDPA (cont'd)

Jesus! You're, what? Fifteen? You should be gettin' that young stuff. There's nothing in the world better than the young stuff!

RICHARD

Okay, Dad, enough. Stop it!

GRANDPA

Would you kindly not interrupt me, Richard?

(to Dwayne)

Look: right now, you're jailbait, they're jailbait. So it's fine. The minute you turn eighteen -- Bam! You're lookin' at three to five.

RICHARD

Dad, I'm gonna pull over...

GRANDPA

So pull over! You're not gonna shut me up! Fuck you! I lived 80 years! You're like those fuckers at Sunset Village...!

FRANK

What happened at Sunset Village?

SHERYL

Frank, don't encourage him.

GRANDPA

I'll tell you what happened! I pay my money, they let me in. I should be able to do what the fuck I want!

SHERYL

He started snorting heroin.

FRANK

You started snorting heroin?!

GRANDPA

I'm eighty!

FRANK

You know, that stuff'll kill you.

GRANDPA

What am I, an idiot?

(to Dwayne)

And don't you get ideas. When you're young, you're crazy to do that shit.

FRANK

What about you?

GRANDPA

Me?! I'm old! You get to be my age -- you're crazy not to do it.

Frank looks at Sheryl -- You're letting this happen? Sheryl waves her hands, exasperated.

SHERYL

We've tried, believe me! He's worse than a two year old. The intervention was a fiasco.

*
*
*
*

RICHARD

Can we please talk about something else now?

FRANK

So I take it you didn't like it at Sunset Village?

GRANDPA

Are you kidding? Fucking paradise there! They cook for you. Clean for you. You got golf. A pool. Now I'm stuck with Mr. Happy here, sleeping on a sofa!

FRANK
Aren't there other places?

SHERYL
He keeps getting kicked out. Sunset was number four.

GRANDPA
Motherfuckers.
(to Frank)
Hey, listen: I know you're a homo, but... You go to one of these places? There's four women for every guy. What does that say to you?

FRANK
You must've been pretty busy.

GRANDPA
Oh, man. They were knockin' on my door day and night! It was almost too much! If I didn't have those little fuckin' blue pills... Forget about it!

Olive sees Frank grinning at Grandpa. She takes off her headphones and turns around.

OLIVE
What are you guys talking about?

GRANDPA
Politics.

OLIVE
Oh.

A beat. She puts her headphones back on.

GRANDPA
(to Dwayne)
Fuck a lot of women, kid. I got no reason to lie to you. Not just one woman. A lot of women.

INT. DINER - DAY

Everyone sits in a round booth, looking at menus.

OLIVE
Mom, how much can we spend?

SHERYL
I'd say four dollars. Anything under four.

Olive nods. A WAITRESS arrives.

WAITRESS

Hi, you ready?

RICHARD

Yeah. Number five. And coffee.

SHERYL

Number seven, over easy. And grapefruit juice.

FRANK

Fruit plate. And you have chamomile? With honey. Thanks.

GRANDPA

The Lumberjack. Coffee. Extra bacon.

RICHARD

Dad...

SHERYL

Richard, don't start...

RICHARD

He's gonna kill himself...!

SHERYL

It's his life.

GRANDPA

Thank you, Sheryl.

She shrugs. Dwayne holds up his note pad.

WAITRESS

Garden salad? And you?

OLIVE

Um... Sorry! I'm sorry!

WAITRESS

Take your time...!

RICHARD

Don't apologize, Olive. It's a sign of weakness.

Frank rolls his eyes. Olive sees something.

OLIVE

Oh, oh! I want waffles. And... what does "A la mod-ee" mean?

WAITRESS

It means it comes with ice-cream.

OLIVE

Okay! A la mod-ee!

SHERYL

Olive. For breakfast?

OLIVE

You said, "Four dollars"!

SHERYL

Okay, fine. You're right.

WAITRESS

Okay! Be right back!

She departs.

FRANK

Actually, Olive...? "A la mode" in French translates literally as "in the fashion". A...la...mode. Mode is derived from the Latin "modus", meaning due or proper measure. There's kind of a funny story about...

RICHARD

(cutting in)

Frank...? Shut up.

SHERYL

Richard...!

Frank waves Sheryl off: don't bother. Richard turns to Olive.

RICHARD

Olive, can I tell you something about ice-cream?

(she nods)

Ice cream is made from cream, which comes from cow's milk. And cream has a lot of fat in it...

SHERYL

Richard...

RICHARD

What? "She's gonna find out anyway." Right?

OLIVE

Find out what?

RICHARD

Well, when you eat ice-cream, the fat in the ice-cream becomes fat on your body...

SHERYL

Richard, I swear to God...!

OLIVE

What? What's wrong?

SHERYL

Nothing, honey. Nothing's wrong.

RICHARD

So if you eat lots of ice-cream, you're gonna become big and fat. But if you don't, you'll probably stay nice and skinny.

Sheryl puts her head in her hands.

GRANDPA

Olive, Richard's an idiot. I like a woman with meat on her bones.

Olive is confused.

OLIVE

I don't... Mom! Why is everyone so upset?

SHERYL

I'm not upset, honey. I just want you to understand: It's okay to be skinny, and it's okay to be fat, if that's how you want to be. Whatever you want -- it's okay.

Richard rolls his eyes.

RICHARD

Okay, but, Olive, let me ask you: the women in Miss America...? Are they skinny, or are they fat?

OLIVE

Well... They're skinny, I guess.

RICHARD

Okay! So they probably don't eat a lot of ice-cream. Do they?

Just then, the waitress arrives with a tray.

WAITRESS

Okay: Coffee, coffee, grapefruit,
chamomile. And here's your ice-
cream. A la mod-ee, right? I'll
have your waffles in a sec!

She departs. Olive stares at the ice-cream. Finally:

OLIVE

Does anyone want my ice-cream?

Sheryl just closes her eyes. Grandpa jumps in.

GRANDPA

Yeah, I'll have a bite. You mind?
Dwayne? Frank? Olive's giving
away her ice-cream here.

Dwayne and Frank quickly snap to.

FRANK

You mind if I have a little?

Olive shakes her head. Frank and Dwayne dig in. Even Sheryl
gets in on the act. Richard is not amused.

GRANDPA

(loudly)

Boy, this is good ice-cream! I
feel sorry for the people at this
table who aren't enjoying delicious
ice-cream early in the morning.
Olive, you're not givin' away all
your ice-cream? What about your
waffles? You can't eat waffles
without the ice-cream! You'll have
lonely waffles in your stomach!
C'mon, have a bite.

OLIVE

Wait. Don't take it all! Stop!

Olive picks up her spoon, fights them off. She takes a bite.

RICHARD

Olive...

SHERYL

Richard...!

She glares at him, ferocious. Richard shuts up.

EXT. PARKING LOT - DAY

Richard -- anxious -- listens to a greeting on his cell phone. A small BEEP.

RICHARD
 (into phone)
 Stan! Richard! Look, I know you're busy, but we're dying to hear what kind of numbers you came up with in Atlanta. Call when you can.

He clicks off as Sheryl, Olive and the others exit the diner. They trudge across the parking lot to the VW van.

SHERYL
 You get him?

RICHARD
 I can't get a signal out.

OLIVE
 How long 'til we get there?

RICHARD
 A long time.

OLIVE
 I know, but...how long?

RICHARD
 We're doing six hundred miles today, and two hundred tomorrow. It's a lot of driving.

SHERYL
 Honey, I'll drive a while.

RICHARD
 No, it's okay...

SHERYL
 No, you're right. I gotta learn to do this. I mean, you're doing it. How hard can it be?

INT. VW BUS - PARKED - DAY

Sheryl is trying to back up the bus. She's grinding gears.

RICHARD
 Push the stick down hard!

SHERYL
 I'm pushing hard!

RICHARD
Put the clutch in all the way!

SHERYL
It's on the floor!

JUMP CUT TO:

Richard tries. He keeps grinding gears as well. It's a horrible sound.

INT. SERVICE STATION GARAGE - DAY

Richard and Sheryl talk to a MECHANIC.

Behind them, Olive and Grandpa are playing that game where you try to slap the other person's wrists. When Grandpa gets hit, he reacts with cries of pain -- much to Olive's delight.

In the background, across the lot, Dwayne and Frank sit on a cinderblock wall, waiting for the situation to resolve itself.

MECHANIC
Well, you got a problem. Your clutch is shot.

RICHARD
Can we get a new one?

MECHANIC
Well, I tell you what: These old buses? We'd have to order it.

RICHARD
How long'd that take?

MECHANIC
Well, it's the weekend, so...
Maybe Thursday?

Richard and Sheryl react.

EXT. SERVICE STATION - DAY

Frank and Dwayne sit silently. Dwayne watches bitterly -- this is just one more fiasco he's been dragged into.

Frank looks on wistfully as Sheryl -- thirty yards away -- glances worriedly between Richard and the Mechanic. Frank notices Dwayne's stare. He speaks without looking at Dwayne.

FRANK
I don't know if you know this, but
growing up?

(MORE)

FRANK (cont'd)
Your Mom was the cool one. She
turned me on to Proust. She
could've done anything.

Dwayne looks at Frank -- he can't quite believe this. He
takes out his pad, half-smirking, and writes:

"What happened?"

Frank looks at the pad, then at Dwayne.

FRANK (cont'd)
She had you, Dwayne.

He pats Dwayne on the leg, gets up, and walks back towards
Richard and Sheryl. Dwayne is left alone, taking this in.

INT. SERVICE STATION GARAGE - DAY

Frank wanders in as Richard presses the Mechanic. Grandpa
and Olive stop their game and join the conversation.

RICHARD
Okay, look: we've come two hundred
miles... Is there a dealership
around here?

MECHANIC
Well, you could call over to
Clarksville, but they're probably
closed. Y'know, it's the weekend.

RICHARD
Yes, we're all aware of that.

Silence. The Mechanic feels bad for them. Dwayne re-enters.

MECHANIC
Well, I tell you what: these old
buses? You don't need a clutch to
shift from third to fourth. You
just ease up on the gas. You only
really need the clutch for first
and second.

Richard doesn't understand what he's getting at.

MECHANIC (cont'd)
What I'm sayin' is: as long as you
keep parkin' on a hill, you get
yourself goin' fifteen, twenty
miles an hour, and you just start
up in third. Then you shift
between third and fourth.

RICHARD

And you can drive like that?

MECHANIC

Oh, yeah. The problem's just getting up that speed up. As long as you keep parkin' it on a hill, you're fine. My brother and I once drove from here to Canada...

RICHARD

What if you're not on a hill?

MECHANIC

What?

RICHARD

I mean, it's sitting here right now. There's no hill. How do we...?

The Mechanic considers this. He squints his eyes and runs his tongue back and forth across his teeth.

MECHANIC

Well, I tell you what: You get enough people -- you just get behind there and push. Just push it up to ten, fifteen miles an hour, and you just go. Everybody jump inside, and you just go!

They all stare at him.

EXT. PARKING LOT - DAY

Richard's at the wheel of the bus. Everyone else, including the Mechanic, is behind the bus. The sliding door is open.

RICHARD

Okay, ready?! Olive, Dad: I want you in the car first.

OLIVE

I know. We know.

RICHARD

Okay, is everyone ready?

SHERYL

Yes! Let's go!

Richard starts up the bus. Frank turns to the others.

FRANK
I just want everyone here to know
I'm the pre-eminent Proust scholar
in the United States.

RICHARD
Okay, go! Push!

They all push. The van starts rolling, slow at first, then
faster and faster. Finally, they're all running behind it.

RICHARD (cont'd)
Olive, Dad, get in! Sheryl!

Olive, Grandpa, and Sheryl jump in the side door. The
Mechanic fades. Frank and Dwayne keep pushing faster.

RICHARD (cont'd)
Okay, I'm puttin' it into gear!
Get ready!

He guns the engine and shifts from neutral to third. The bus
is REVVING low but is powering itself nonetheless.

SHERYL
Okay, get in! Get in!
(to Richard)
Slow down! You're losing them!

RICHARD
I can't! I can't slow down!

Dwayne runs up to the door. He sees Frank is fading.

He runs back to Frank, gets behind him, and pushes him up
alongside the bus. Frank dives in. Dwayne dives after him.

INT. VW BUS - ON THE ROAD - DAY

Everyone cheers. Frank is panting. Dwayne shuts the door.

RICHARD
Is that it? Are we in?

FRANK
(to Dwayne)
"No one gets left behind! No one
gets left behind!" Outstanding,
soldier! Outstanding!

Frank salutes him. Dwayne smiles, embarrassed.

INT./EXT. VW BUS, ON THE ROAD - DAY - DRIVING MONTAGE

The VW drives down an on-ramp onto the Interstate.

The VW cruises down I-95. Signs pass. Scenery goes by.

Inside the bus, everyone just stares out the windows.

Later, Grandpa is doing magic tricks for Olive. He produces a quarter from behind her ear and gives it to her.

Later, everyone is playing rock, paper, scissors.

Still later, everyone is back to doing nothing.

INT. VW BUS - ON THE ROAD - DAY

Richard is pitching his business to Frank, who is bored, but not as bored as he would be doing nothing. He is slouched down, barely moving. Richard, however, is in full sell mode.

RICHARD

...So I start pitching "The Winner Inside" to Stan... Two minutes in, he stops me, says, "I can sell this."

FRANK

Wow.

RICHARD

This is the guy who broke Tony Robbins! He knows how to do it -- start with the book; media tour; then corporate events, consulting, videos series, direct buys on TV... There's a science in how you roll these things out.

FRANK

Interesting...!

RICHARD

So now he's at the Expo in Atlanta -- he's been hyping it up, building the buzz -- he's gonna send it out, do a ticking clock auction.

FRANK

How about that...!

RICHARD

And I can detect that note of sarcasm, Frank...

FRANK

What sarcasm?!

RICHARD

...But I just want you to know -- I feel sorry for you.

FRANK

You do? Good.

RICHARD

Because sarcasm is the refuge of losers.

FRANK

It is?! Really?!

RICHARD

Sarcasm is just the sour grapes of losers trying to pull winners down to their level. That's one of the lessons of Step Four.

FRANK

Wow, Richard! You've really opened my eyes to what a loser I am! Say, how much do I owe you for those pearls of wisdom?

RICHARD

It's on me, buddy. It's on me.

SHERYL

Okay, you guys, enough. Frank, stop it.

FRANK

(pointing)

"He started it!"

Even Sheryl has to laugh a little at this. Pretty soon, everyone in the back is giggling. Even Dwayne smiles.

SHERYL

You are bad! You are so bad!

FRANK

I know!

RICHARD

Yeah, go on and laugh. You're whistling past the graveyard.

Richard maintains a steely composure. Then Richard's cell phone goes off: BEEEEP-BEEEEP. He checks the number.

RICHARD (cont'd)
 There! That's the call I've been
 waiting for! Everybody, please!
 Everyone...?!
 (clicks the phone)

Stan! Hello...? Hello?! Hello?!?

EXT. CONVENIENCE STORE / PHONE BOOTH - DAY

Richard is in a phone booth at a gas station / mini-mart.
 Everyone hangs out by the bus -- parked on a slight incline --
 except Dwayne, who is doing push-ups on the grass nearby.

INT. PHONE BOOTH - DAY

Richard waits tensely. Then -- abruptly -- he is "up".

RICHARD
 Stan! Richard! Yeah, yeah, no problem!
 So... What'd we get?

He listens. Gradually, his face falls.

BY THE VW -- Sheryl, Olive, Grandpa, and Frank watch Richard
 on the phone. Dwayne wanders back to the van.

SHERYL
 Honey, I'm gonna use the ladies
 room. You need to go?

OLIVE
 No. I'm gonna practice my routine
 over here.

SHERYL
 Okay. Don't go too far.

They both wander off. Frank turns to Dwayne and Grandpa.

FRANK
 I'm gonna get a drink. You guys
 want anything?

Dwayne shakes his head, but Grandpa pulls out his wallet.

GRANDPA
 Yeah. Get me some porn. Something
 really nasty. None of that air-
 brushed shit, alright? Here,
 here's a twenty. Get a little
 treat for yourself too, if they got
 any fag-rags in there.

Frank stares at Grandpa. Then, stoic, he takes the twenty
 and heads off. Dwayne and Grandpa turn back towards Richard.

INT. CONVENIENCE STORE - DAY

Frank stands at the counter, pointing out behind-the-counter magazines to a middle-aged Indian-American PROPRIETOR.

FRANK

That one. That one. And let's try that one. No, down... Yeah, that one. And a small grape Slushee.

By the front window, a good-looking YOUNG MAN is perusing the newsstand, cradling a grocery bag. He stops and stares.

YOUNG MAN

Frank...?

Frank turns. They are startled to see each other.

YOUNG MAN (cont'd)

Oh my God! What are you doing here?!

Frank puts his arms behind his back, hiding his bandages.

FRANK

I'm...on a trip. What about...? I thought you were...

YOUNG MAN

...With Larry? Yeah, Larry bought a beach house, right down the road about -- I don't know -- about two miles. We're having this big blow-out tonight and he's all freaked we're not gonna have enough booze.

He nods to his grocery bag, filled with bottles of Merlot.

FRANK

Larry's here...?!

YOUNG MAN

He's filling the tank. He's... Wow, I can't believe this! How've you been?

FRANK

Fine. I'm fine.

YOUNG MAN

Good. Good. You know, I heard... Someone told me you got fired...?

FRANK

Yeah. No, I quit. I quit. Enough's enough, you know?

YOUNG MAN

Right. Well, good. Good for you.
'Cause you always seemed so...
tense, y'know?

FRANK

Yah.

YOUNG MAN

So what're you up to now?

FRANK

I'm... Weighing my options. You
know. Taking time off.

YOUNG MAN

Well, great. That's great.

The Proprietor puts three porn magazines and a grape Slushee
on the counter and rings them up for Frank.

PROPRIETOR

\$15.94, please, sir.

The Young Man glances at the magazines, then at Frank. Frank
keeps his hands behind his back. An excruciating pause.

YOUNG MAN

Well, great seeing you again.

FRANK

Yeah. You too.

YOUNG MAN

Take care of yourself.

FRANK

You too.

The Young Man turns and exits. Frank hands over a \$20 bill.

He watches the Young Man walk off while the Proprietor puts
the magazines in a brown wrapper and hands Frank his change.

Frank takes a few steps and peers out the window.

HIS POV -- The Young Man gets into a Jaguar convertible
driven by a distinguished-looking BEARDED MAN.

The Young Man says something and points back at the store.
The Bearded Man turns and cranes his neck.

Frank, in the store, ducks out of view. The Young Man and
the Bearded Man exchange a few words, then shrug and laugh.

Then they drive off. Frank watches, heartbroken. Behind him, the Proprietor picks up the Slushee and waves it.

PROPRIETOR

Ay! Don't forget your Slushee!

EXT. PHONE BOOTH - DAY

Richard is grasping at straws.

RICHARD

Okay, Stan, wait, lemme interrupt you... No, Stan, listen -- are you in Atlanta? 'Cause I'm coming right by you. Maybe I can swing by and... No, Stan, listen...!

*
*

EXT. VW BUS - PARKED - DAY

Grandpa, standing by the bus, reads Richard's body language. Richard, in the booth, talks with increasing desperation.

GRANDPA

He's not getting it. Christ.

He and Dwayne share a look. Grandpa turns away, troubled.

Frank walks stiffly back to the bus with his Slushee and the wrapper. Without looking, he hands the wrapper to Grandpa.

FRANK

How's it going?

GRANDPA

Not so good.

Sheryl walks back to the VW as Richard hangs up the phone.

Richard stays in the booth for a second. Then he exits the booth and walks back to the VW, passing Sheryl.

SHERYL

So what happened?

RICHARD

Nothing. Let's get out of here.

He walks to the driver's seat.

SHERYL

Wait a minute. I thought you said this was a done deal.

RICHARD

He said it was a done deal.

SHERYL

You didn't get anything?
(beat)
So where does that leave us?

RICHARD

It leaves us fucked. That's where
it leaves us.

Pause.

SHERYL

I can't believe I'm hearing this.
Did you try negotiating...?

RICHARD

Yes, I tried! I tried everything!
What do you think...?! Let's just
go, okay? Let's get out of here!

He starts the car. She stares at him. He won't look at her.

Finally, he turns and yells:

RICHARD (cont'd)

Let's go!!!

Furious, she goes and gets in the bus, slamming the door.

Everyone else gets in. Richard releases the brake and they
drift down the hill.

As the van rolls away, Richard shifts and GUNS the engine.

INT. VW BUS - ON THE ROAD - DAY

Silence. Everyone avoids everyone else's eyes. Finally,
Frank glances around.

FRANK

Where's Olive?

EXT. PHONE BOOTH - DAY

Olive stands next to the phone booth.

In the distance, the VW bus appears.

It drives up and swings around the road.

Dwayne slides open the door. They barely slow down.

Olive dives in. The van coasts downhill.

Then Richard shifts into gear and GUNS the engine.

INT. VW BUS - ON THE ROAD - DAY

Richard drives. Everyone is tense except Olive, who listens to her headphones. Finally, Grandpa gets up and walks up to the front of the bus. He speaks quietly to Richard.

Richard... GRANDPA

Yeah... RICHARD

GRANDPA
Listen, whatever happens -- at least you tried to do something on your own, which is more than most people ever do, and I include myself in that category. It takes guts, and I'm proud of you for taking the chance, okay?

Okay, Dad. Thanks. RICHARD

He tries to be cool and dismissive, but Grandpa just stands there. Finally, Richard turns and makes eye contact.

Awkwardly, he offers his hand to Grandpa. They shake.

Thanks, Dad. RICHARD (cont'd)

INT. MCDONALDS - NIGHT

Everyone sits at a table eating. No one says anything.

EXT. MOTEL - NIGHT

With keys in their hands, they walk along the motor court, looking for their rooms.

SHERYL
Here's eleven. Frank, you're twelve? And Grandpa's thirteen.

OLIVE
Mom? Can I sleep with Grandpa?

SHERYL
That's up to him.

OLIVE
Grandpa...?

GRANDPA

Okay. I got two beds. You could still use some rehearsing...

OLIVE

I know! That's why I said...!

RICHARD

Everyone, we're getting up at seven. I'll knock on your door. We want to be on the road by eight so we can be in Boca in time for registration. It's two hundred miles, so we can't dawdle.

SHERYL

Frank? You guys'll be all right?

FRANK

We'll be fine.

Dwayne nods. Sheryl kisses Dwayne and Olive.

SHERYL

Okay. Goodnight. Sleep tight.

Everyone waves goodnight to each other.

INT. MOTEL ROOM ELEVEN - NIGHT

Sheryl and Richard enter. Sheryl closes the door.

RICHARD

What a fucking nightmare...!

SHERYL

Richard... We have to talk.

RICHARD

Please, not now. Let's just get through this and get home...

SHERYL

No, Richard. We need to talk now.

INT. MOTEL ROOM TWELVE - NIGHT

Dwayne lies on his bed staring at the ceiling. Through the walls we can HEAR Sheryl and Richard arguing very loudly.

SHERYL (O.S.)

You said it was a done deal!!!

RICHARD (O.S.)

Stan Grossman gave me his word!

SHERYL (O.S.)

I'm not married to Stan Grossman! Jesus,
Richard, what're we gonna do?

RICHARD (O.S.)

We just keep going...

SHERYL (O.S.)

I can't, Richard, it's too much! It's too
much, I can't take it!

Et cetera. Frank wanders out of the bathroom, squirting Rogaine on his head and rubbing his scalp. He watches Dwayne.

FRANK

Hey. Don't listen to that. Come
on, let's watch the tube.

He turns on the TV. Dwayne sits up and turns the TV off. He lies down, stares at the ceiling again. Frank looks at him.

FRANK

I'm gonna brush my teeth.

He turns and goes back to the bathroom.

INT. MOTEL BATHROOM - NIGHT

Frank enters, turns on the faucet, prepares to brush his teeth. He sees himself in the mirror and stops. A beat.

He opens up his wallet, pulls out the photo he looked at earlier, stares at it. Again, we can't see the photo.

He looks at himself in the mirror again.

INT. MOTEL ROOM TWELVE - NIGHT

The fight continues. Dwayne listens, scowling.

RICHARD (O.S.)

I trusted him, okay?! Step Three
is you have to trust people!

SHERYL (O.S.)

Fuck the Nine Steps, Richard!
They're not working! It's over!!!
Forget it!!! I never want to hear
the Nine Steps again!!!

A stunned silence. Dwayne, hearing this, just barely smiles.

INT. MOTEL ROOM THIRTEEN - NIGHT

Grandpa tucks Olive -- in pajamas -- into bed. It's quiet -- we can't hear Sheryl and Richard fighting.

GRANDPA
There you go. Snug as a bug in a rug.

OLIVE
Grandpa...?

GRANDPA
Yeah?

She hesitates.

OLIVE
I'm kind of scared about tomorrow.

GRANDPA
Olive, you're gonna blow 'em out of the water. I guarantee it. They won't know what hit 'em.

She smiles. He's about to leave her when...

OLIVE
Grandpa...?

He turns back. She hesitates again. Something's really bothering her.

GRANDPA (cont'd)
It's okay. What's the matter?

OLIVE
I don't want to be a loser.

GRANDPA
You're not a loser, Olive! Why do you say that?!

OLIVE
Because...! Dad hates losers. That's what he said!

GRANDPA
But you're not a loser! And your Dad would never hate you, ever!

OLIVE
But what if I lose tomorrow?

She's on the verge of tears. He takes her hand.

GRANDPA

Whoa, whoa, back up a second. You can't lose. You know why? Because a real loser isn't someone who doesn't win. A real loser is someone who's so afraid of not winning they don't even try. That's not you! You're in the contest! You're gonna dance! So even if you win, or you don't win, you've already won! See? You see? You-see-you-see-you-see?

He tickles her. She squeals. He stops, brushes her hair.

GRANDPA

I think we're gonna have fun tomorrow. You think?
(she nods)
Okay. I'm gonna get ready for bed.
Goodnight. Sleep tight.

OLIVE

Don't let the bedbugs bite!

He gives her a kiss, turns off the lamp.

INT. MOTEL ROOM TWELVE - NIGHT

Frank re-enters from the bathroom wearing monogrammed silk pajamas, a sleeping mask on his head. Dwayne is in bed reading *THUS SPOKE ZARATHUSTRA*. Frank climbs into bed.

Dwayne sits up, looks at Frank, concerned.

FRANK

What?

Dwayne shows his pad of paper to Frank. It reads:

"Please don't kill yourself tonight"

Frank shakes his head.

FRANK (cont'd)

Not on your watch. I wouldn't do that to you.

Dwayne nods, relieved. Frank pulls his sleeping mask over his eyes, lies back. Dwayne leans over, turns out the light.

INT. MOTEL BATHROOM - DAY

Grandpa enters and locks the door.

*

He opens his shaving kit and takes out a small mirror and a tiny ziploc baggie filled with light brown powder.

INT. MOTEL ROOM ELEVEN - NIGHT

Richard and Sheryl sit on opposite sides of the bed, not facing each other. It's quiet. They've hit rock bottom.

SHERYL

Maybe we should try living apart.
Just for a while.

Richard closes his eyes. This kills him.

Abruptly, Richard stands, gathers his keys, wallet, etc.

SHERYL

What're you doing? Richard...?

RICHARD

I'm gonna fix this.

SHERYL

Richard...

RICHARD

I'm gonna fix this. Don't worry.

He grabs his coat and exits, very determined. Sheryl, left behind, flops back on the bed.

EXT. MOTEL PARKING LOT - NIGHT

Richard strides to the VW bus, parked parallel on the street.

A small crowd of TEENAGERS is hanging out, smoking and drinking. Three Teen Boys are puttering around on mopeds.

Richard -- on a mission -- climbs in the VW's driver's seat and starts it up. He shifts into third and REVS the engine.

The VW doesn't move. He REVS it very high and loud, jostling in his seat to try to get the bus going. It stays still.

Richard takes his foot off the gas, slumps back.

The Teens stop chatting and stare at him. Richard, at the end of his rope, turns and looks at the Teens and their mopeds.

JUMP TO:

Richard walks up to the Teens on their mopeds. They are wary. Richard smiles, tries to be friendly.

RICHARD

Hey! How would one of you guys
like to make twenty dollars?

The Teens look at each other.

TEEN BOY

Fuck off, fag.

This amuses the other Teens. Richard -- undeterred -- pulls
out his wallet, opens it up to see how much cash he has.

RICHARD

Okay, look...

CUT TO:

EXT. HIGHWAY ENTRANCE - NIGHT - LONG SHOT

An empty highway entrance, lit by streetlamps. Interstate
traffic flies by at 70mph -- cars, SUVs, eighteen wheelers.

Into the frame and down the entrance ramp rides Richard,
balanced precariously on a borrowed moped, pushing 35mph.

He edges into the break-down lane and drives parallel to the
SWOOSHING traffic, a look of grim determination on his face.

He passes a sign that reads, "Atlanta, 23 Miles." *

FADE TO BLACK

EXT. MOTEL PLAYGROUND - NIGHT

It's quiet. An empty children's playground sits near the
motel, lit by a single streetlamp.

Sheryl lies on a platform swing, rocking back and forth,
smoking a cigarette, staring up at the stars.

She looks at her wedding ring, jiggles it with her thumb.

FADE IN the WHINE of a moped.

EXT. HOTEL PARKING LOT - NIGHT

Richard pulls into parking lot of a large chain hotel. A
marquee out front reads, "Life/Styles Expo. Welcome!"

INT. HOTEL HALLWAY - NIGHT

Richard comes in a side exit and strides down a long,
carpeted hallway. Empty conference rooms line the hall.

Outside each conference room is an easel with a foam board mock-up of a self-help book cover. Richard walks past face after face of aspiring self-help gurus.

INT. HOTEL LOBBY - NIGHT

Richard -- windblown, still in shorts and sneakers -- strides into a well-appointed lobby. A female CONCIERGE is on late-night duty. He walks to a courtesy phone, picks it up.

RICHARD (cont'd)
 (into phone)
 Stan Grossman, please. Thank you.

Through the receiver, we hear RINGING. Then VOICE-MAIL.

VOICE MAIL
 (via phone)
 The hotel guest you're calling is not available. Please leave a message at the tone.

BEEP.

RICHARD
 Stan, it's Richard...
 (at a loss)
 I don't know where the fuck you are. I'm at your hotel. Call me.

He hangs up and looks around, exasperated. He takes out his cell phone and dials. He puts the phone to his ear.

As the phone RINGS in his ear, we hear the synchronized BLEATING of a cell phone from the hotel bar nearby.

It takes Richard a second to make the connection. He turns.

In the bar/lounge, a boistrous group of CORPORATE TYPES -- prosperously attired men, meticulously groomed women -- are seated around a booth, drinking and laughing together.

Holding court is Stan Grossman, a swarthy mid-30s go-getter wearing khakis, loafers, and a cashmere V-neck.

Richard watches as Stan pulls out his cell phone, checks the caller ID, shakes his head, puts the phone away.

Richard -- phone in his ear -- walks over and stands behind Stan Grossman, staring down at him. The Corporate Types stop laughing. Stan turns, looks up at Richard. Richard smiles.

RICHARD (cont'd)
 Hi, Stan!

EXT. HOTEL PARKING LOT - NIGHT

Richard and Stan argue next to a dumpster in the parking lot behind the hotel. Richard's borrowed moped is parked nearby.

RICHARD
You said it would sell...!

STAN GROSSMAN
That's what I thought! At the time!

RICHARD
But it's a great program! You said yourself! I don't understand...!

STAN GROSSMAN
It's not the program, Richard, it's you, okay? No one's heard of you. Nobody cares.

Richard exhales, shakes his head, gathers himself.

RICHARD
So what's the next step?

STAN GROSSMAN
There is none. We had our shot. It didn't fly. We move on.

RICHARD
You mean give up.

STAN GROSSMAN
Richard...

RICHARD
One set back, you're ready to quit.

STAN GROSSMAN
Richard, listen -- I pushed this thing hard, okay? I rammed it down their fucking throats, all right? No one bought it. Now, I know the market. It's time to move on. You're not gonna win this one.

Richard stares at Stan, absorbing this. Then he speaks with a strained nonchalance, nodding and smiling.

RICHARD
Okay...! Good! I'm glad. You know why? This is what the Nine Steps are all about...

*
*
*

STAN GROSSMAN

Richard! Jesus...!

RICHARD

You blew it, Stan. You're out.

Richard turns and walks off. Stan can't believe it. He watches Richard, shakes his head and re-enters the hotel.

Richard strides to the moped, looks both ways, climbs on and pedals furiously. The moped sputters to life.

EXT. HIGHWAY - NIGHT

Richard, grim, rides his borrowed moped along the breakdown lane as cars and trucks ROAR past him.

This is -- hands down -- the worst moment of his life.

Then there's a FLASH of lightning and a CLAP of thunder. It starts to rain. Richard keeps riding.

INT. MOTEL - NIGHT

A darkened motel room. We hear the WHINE of the moped as it pulls into the parking lot and up to the door.

The door opens and Richard -- dazed, soaking wet -- steps in.

He closes the door behind him, walks over, lies on the bed -- fully clothed -- and stares up at the ceiling.

Sheryl, sleeping, wakes up and sees Richard.

SHERYL

Y'okay?

He nods. Sheryl rubs his arm, rolls over, goes back to sleep. Richard stares up at the ceiling.

FADE TO BLACK

OLIVE (V.O.)

Dad...?

INT. MOTEL ROOM - DAWN

Richard opens his eyes. Olive is standing next to the bed. The blue light of dawn is coming through the windows.

RICHARD

What is it, hon...?

OLIVE

Grandpa won't wake up.

Richard takes this in.

EXT. AMBULANCE ROOF - DAY

We are behind the lights of an ambulance as it speeds down a commercial strip. The LIGHTS FLASH and SIREN BLARES.

INT. HOSPITAL WAITING ROOM - DAY

Everyone sits silently in a waiting room, waiting for news.

Olive, bored, goes through a rack of medical flyers. She takes one and approaches Dwayne.

OLIVE

You want to take an eye test?
 (Dwayne shakes his head)
 Uncle Frank? You want to take an eye test?

SHERYL

Olive, come here. Put that away. We're gonna have a family meeting. Dwayne? Family meeting.

RICHARD

What? Now?

SHERYL

Richard...! Let's just do it.

She takes a breath. She turns to the kids.

SHERYL (cont'd)

First of all, the doctors are doing everything they can to help Grandpa right now. He's had a long...

(searches for words)

...eventful life, and I know he loves both of you very much. But if God wants to take him, we have to be ready to accept that, okay?

(they nod)

Now, I think you guys know we've been having money problems lately, with Richard's venture and everything...
 Things haven't really gone the way we hoped. So it looks like when we get home we might have to make some changes in the way we live. We might have to move out of our house. We might have to declare bankruptcy. I don't know. I have to talk to a lawyer about all that.

*

She looks at Richard, the kids. Her voice becomes shaky.

SHERYL (cont'd)

But whatever happens -- we're a family. What's important is that we love each other. I love you guys so, so, so much...

She turns away, starts to cry. Frank puts his hand on her shoulder. Sheryl grasps it. Olive and Dwayne watch Sheryl.

Dwayne writes a note, shows it to Olive. It reads:

"Go hug Mom!"

Olive goes and hugs Sheryl. Sheryl, crying, picks up Olive and holds her in her lap, hugging her. Dwayne gets up, goes across the waiting room and stares out the window.

OUT THE WINDOW

A second floor view. It's a banal suburban landscape. Cars go busily back and forth on a distant road.

Dwayne just stares out the window with a blank face. Behind him, a DOCTOR enters the waiting area.

DOCTOR

Are you the family of Edwin Harvey?

INT. HOSPITAL ROOM - DAY

Everyone is gathered in a smaller room. The Doctor closes the door behind him. He turns to face them.

DOCTOR

I'm sorry. We did everything we could. He was... It was too much. He probably fell asleep and never woke up. I'll have someone come talk about handling the remains.

RICHARD

Thank you. Appreciate it.

The Doctor opens the door and calls down the hall.

DOCTOR

Linda...!

He gestures, then departs. Silence.

OLIVE

Is Grandpa dead?

SHERYL

Yeah, honey. He's passed away.

Olive nods, says nothing.

A hospital administrator, LINDA, comes in with a sheaf of papers. She is overburdened and all business.

LINDA

I'm your bereavement liaison, Linda. My condolences for your loss.

RICHARD

Thank you, Linda.

Linda hands Richard her sheaf of paperwork.

LINDA

(fast, indifferent)

Okay. These are the forms you need to fill out -- death certificate, report of death and the M.E. pink slip. Try and be as detailed as possible. This is a brochure for our Grief Recovery Support Group that meets Tuesdays. If you'd like, I can refer you at this time to a funeral home so you can begin making arrangements.

Richard and Sheryl glance at each other.

RICHARD

Um, actually, pre-arrangements have been made with a home in Maryland.

LINDA

In Maryland...?

RICHARD

Yeah, we're passing through. Y'see, we're trying to get to Boca Raton...

LINDA

Okay -- if the body is crossing state lines? You're gonna need a Burial Transit Permit from the County Registrar...

RICHARD

Okay, fine, but here's the thing -- we're trying to get to Boca Raton by three o'clock this afternoon...

LINDA
 Three o'clock? Today?
 (checks her watch)
 That ain't gonna happen.

RICHARD
 It's for my daughter. This is
 really important.

LINDA
 It may be important, but you still
 have to fill out this paperwork.

RICHARD
 Okay, I know this is unusual... Is there
 a way we can go and come back? I mean,
 can we do paperwork later?

LINDA
 You can't abandon the body...

RICHARD
 I'm not gonna abandon the
 body. I just want to go and
 come back. We just need to
 get to Boca and then we'll
 come back! We'll come back!

LINDA
 ...Otherwise the hospital
 becomes responsible... Sir,
 there's a way these things
 need to be done. Sir?
 Sir...? Sir!!!

*
*
*
*
*
*

LINDA (cont'd)
 Sir, this may surprise you, but you're not
 the only one who's had someone die here
 today, all right?! Now we have a way of
 doing things around here, and I'm gonna
 ask you to respect our rules and
 procedures!

*

Silence. Richard stares at the floor, seething. A pause.
 Richard speaks with great restraint.

RICHARD
 Could you...? Is there a way we could
 view the remains?

LINDA
 (nods, also restrained)
 I'll show you, yes. We haven't had
 a chance to move him downstairs.

She leads them out.

INT. HOSPITAL CORRIDOR - DAY

Linda stops in front of an intensive care room.

LINDA

He's in here. Now someone may come by in a few minutes to take him to the basement, but just tell them who you are. They'll wait.

RICHARD

Thank you.

LINDA

When you're done with the paperwork I'll be in the nurse's station.

RICHARD

Okay. Great. Thank you, Linda.

She departs.

INT. INTENSIVE CARE ROOM - DAY

They enter. It's quiet. There's a body under a sheet.

Richard walks over and peers under it, then puts it down.

He turns away and faces the wall. He starts hyperventilating -- choking down the emotion. He doesn't want to lose control, and he's not comfortable showing his feelings.

RICHARD

(under his breath)

Goddamn it, Dad. Goddamn it.

(beat)

Stupid, stupid, stupid...!!!

*

He shakes his head and takes a few sharp breaths, getting himself under control -- still facing the wall.

Sheryl hugs Olive, stroking her hair. Olive is dry-eyed -- this is all new to her. Sheryl bends down and whispers:

SHERYL

We'll do Little Miss Sunshine next year. Okay, honey? Next year.

Olive nods. No one says anything. Finally, Richard turns around. He is very determined.

RICHARD

No. We've come seven hundred miles. I'll be damned if I'm not making that contest.

SHERYL

Honey... We can't leave him!

RICHARD

We're not going to leave him.

Richard dumps the paperwork in a wastebasket. He opens the door, glances into the hallway. He closes the door.

RICHARD (cont'd)

Fuck...!

He looks desperately around the room. He sees the window.

He goes to the window, opens it up.

EXT. HOSPITAL - DAY

Richard peers out the window. He's at the back side of the building, seven or eight feet above a near-empty parking lot.

INT. INTENSIVE CARE ROOM - DAY

Richard ducks back in. He tosses his car keys to Dwayne.

RICHARD

Dwayne. Go around outside.

SHERYL

Richard... What are you thinking?

RICHARD

We'll take him with us.

SHERYL

No, Richard. No. That's not going to happen.

RICHARD

He's better off with us than with these people!

(to Dwayne)

Go under the window. Frank, you go with him.

SHERYL

Dwayne, don't you dare!

(to Richard)

Look: you stay here. We'll take Olive. Frank'll drive!

RICHARD

We'll be there in two hours! I'll have a funeral home meet us as soon as we arrive!

(never say die:)

Listen, everyone.

(MORE)

RICHARD (cont'd)

If there's one thing Grandpa would've wanted, it's to have Olive perform at the Little Miss Sunshine pageant. I believe we'd be doing a grave disservice to his memory if we gave up now. There's two kinds of people in the world: winners and losers. And what's the difference? Winners don't give up. So what are we here? Are we winners? Or losers?

CUT TO:

EXT. HOSPITAL - DAY

Richard peeks out the window.

RICHARD

Okay, ready?

Frank, Dwayne, Sheryl and Olive stand under the window, trying to look inconspicuous. Frank gestures -- Wait.

Across the lot, two NURSES stroll toward the hospital.

FRANK

Not yet... Not yet...

The Nurses pass out of sight.

FRANK (cont'd)

Okay -- go, go, go!

Richard disappears for a second, then reappears with a big bundle wrapped in a sheet. He hoists it into the window.

RICHARD

Careful... Careful...

He edges the bundle off the window ledge. Frank and Dwayne gently lower the bundle to the ground. They glance around.

FRANK

Okay! Here we go! One, two...

Frank, Dwayne, Sheryl and Olive lift the bundle together and scuttle across the parking lot to the VW bus fifty feet away.

An ELDERLY COUPLE walking fifty yards away observes them.

FRANK (cont'd)

Be cool. Be cool. Almost there.

They arrive at the bus.

Dwayne whips open the VW's back door (a hatchback that hides your luggage) and they hoist the bundle in. Frank slams the door closed. Richard comes sprinting into the parking lot.

RICHARD

Okay, let's roll! You ready?

FRANK

Any time, Rich!

Richard starts up the bus, gets out and helps them push.

They get the bus rolling. The lot is at a slight incline, which helps. Finally, Richard jumps behind the wheel.

RICHARD

Okay, I'm putting it into gear...!

Sheryl and Olive jump in the side door.

Frank and Dwayne run behind the bus, pushing like crazy.

FRANK

Did I mention I'm the pre-eminent
Proust scholar in the US?

Richard REVS the engine and puts it in third. The bus begins picking up speed. Dwayne and Frank sprint along side.

This time, Dwayne is prepared to push Frank up along-side the bus. Frank lunges in. Dwayne jumps in after him.

INT. VW BUS - DAY

Dwayne slides the door shut. They're giddy and breathless from the escape. They quickly sober up.

RICHARD

Okay, what time is it?

SHERYL

(checks her watch)

It's 11:30. How much further...?

RICHARD

I dunno. Two hundred miles...?

FRANK

And when does registration end?

SHERYL

Three o'clock.

They do the math.

FRANK

It's gonna be close.

RICHARD

No, we'll make it. We just can't stop. No one has to pee, right?

Olive is thinking.

OLIVE

Dad? What's gonna happen to Grandpa?

RICHARD

Honey, as soon as we get to Florida, I'm gonna call a funeral home in Maryland and they'll take care of everything. Your Grandpa was smart and planned ahead. Okay?

Olive nods. That's not really what she was asking about. Sheryl sees this.

SHERYL

Honey, Grandpa's soul is in Heaven now. He's with God. Okay?

Olive nods. She turns and looks out the window.

OUT THE WINDOW

The passing landscape of the road leading back to the Interstate. It seems a long way from God.

CLOSE ON OLIVE

Thinking.

FADE TO BLACK

Begin MUSIC -- the same quiet tune that began the film.

EXT. HIGHWAY - DAY - MONTAGE

The VW cruises past fields, billboards, farms, rest stops.

INT. VW BUS - ON THE ROAD - DAY - MONTAGE

The dialogue below plays over the following shots.

The family drives in silence, each looking out the window.

Richard drives -- stoic, determined.

Sheryl is pensive. She sneaks glances at Richard.

Frank, subdued, watches Sheryl. He rubs Olive on the head. Olive, headphones around her neck, stares out the window. Dwayne lies across the back seat, staring up.

DWAYNE'S POV -- Passing power lines undulate against the sky. From the back, we see the highway passing as each person is lost in a reverie.

Sheryl, in the front, looks at Richard, reaches over and rubs Richard's neck. Richard glances at her, keeps driving.

OLIVE (O.S.)

Uncle Frank? Does everyone get to go to Heaven? *

FRANK (O.S.)

That's an excellent question, Olive. Actually, the Hindus believe that you get as many lives as you want. Buddhists believe that you live many lives but at a certain point you reach Nirvana and cross the finish line. Christians believe you only get one life -- they don't believe in do-overs.

OLIVE (O.S.)

What do you believe?

FRANK (O.S.)

I dunno. I haven't made my mind up. What about you?

OLIVE

I think everyone goes to Heaven.

FRANK

Even me?

OLIVE

Yes!

FRANK

You promise?

OLIVE

Yes!!!

FADE TO BLACK

INT. VW BUS - ON THE ROAD - DAY

They are cruising. Olive has her headphones back on, though she's not bouncing anymore -- just nodding her head. Sheryl points to a passing sign, "Boca Raton -- 61 Miles."

SHERYL

Sixty one miles. What time is it?

Frank checks his watch.

FRANK

Five of two...!

Sheryl looks worriedly at Richard. Richard steps on the gas.

RICHARD

We'll make it! Don't worry!

SHERYL

We're cutting it close...

RICHARD

It's not even close! We'll be...

A car cuts in front of him. He brakes.

RICHARD (cont'd)

Look out! Asshole!

He HONKS the horn loudly at the guy.

FRANK

What happened?

RICHARD

He cut me off!

The horn keeps HONKING intermittently.

SHERYL

Okay. You can stop now.

RICHARD

It's not me! This thing is stuck.

He tries to pull the horn button up. Instead, he gets a long continuous HOOOONK. He lets go. It stops.

SHERYL

Okay, just leave it...!

Silence. Then a HONK. Another silence. HONK, HONK.

SHERYL (cont'd)
 Maybe if you pull it from...

She tries to lift up another part. HOOOOONK. She stops.

RICHARD
 Just leave it, okay? We'll fix it
 when we get to Boca!

SHERYL
 Okay, fine!

Silence. HONK! Silence. HONK! HONK! Silence. Dwayne
 puts his head in his hands. He can't stand it.

FRANK
 How many days 'til you enlist?

Dwayne pulls out his pad and writes. He shows it:

"623"

Frank contemplates this.

FRANK (cont'd)
 Maybe I can adopt you.

Dwayne stares out the window. HONK! Silence. HOOONK!

EXT. HIGHWAY - DAY

The van, its horn BLARING, cruises past a State Trooper
 hiding behind an evergreen. The TROOPER hits the lights.

INT. VW BUS - ON THE ROAD - DAY

Richard sees the lights in the rear-view mirror.

RICHARD
 Oh, Jesus! I'm being pulled over!
 Everybody: act normal, okay?. Like
 everything is normal. Here we go...

He pulls onto the breakdown lane and stops. The HORN
 continues HONKING intermittently. The Trooper, a 50-ish good
 ol' boy, gets out and approaches.

TROOPER
 How're you folks doin' today?

RICHARD
 Fine! Doin' fine!
 (HONK)
 Sorry!

TROOPER
Having trouble with your horn?

RICHARD
Yeah, a little trouble.
(HONK)
Sorry!
(HONK)
Sorry!!!

Frank leans forward gleefully:

FRANK
Don't apologize, Rich! It's a sign
of weakness!

Richard ignores him.

TROOPER
Would you step out of your vehicle?

EXT. HIGHWAY - DAY

Reluctantly, Richard gets out. The Trooper gestures towards
the back of the van.

TROOPER
Would you step this way?

RICHARD
No...!

TROOPER
What?

RICHARD
Don't...!

TROOPER
Don't what?

Richard shuts up. The Trooper sees him glance at the trunk.

TROOPER
You have something in your trunk?

RICHARD
No! Nothing! There's nothing. It's
just... Don't open it.

The Trooper is incredulous.

TROOPER

Sir, you realize you've just given me probable cause to search your trunk? Put your hands on top of your vehicle. Now don't move.

*

He shakes his head and walks back towards the trunk.

RICHARD

Please! It's not illegal, it's...

*

TROOPER

Sir, I'd advise you to keep your mouth shut.

Richard shuts up. The Trooper pulls his gun and hesitantly approaches the trunk.

INT. VW BUS - DAY

Everyone surreptitiously watches the Trooper.

SHERYL

(sotto)

Oh no, what's he doing?!

EXT. HIGHWAY - DAY

Richard watches the Trooper walk around the back of the bus and reach for the trunk. He closes his eyes.

The Trooper opens the trunk.

TROOPER

Whoa! Goddamn!!!

Richard opens his eyes, shakes his head -- this is the end.

TROOPER

Sir, would you come here?

Richard walks back. The Trooper bends down behind the bus.

Rounding the corner, Richard sees the Trooper picking up Grandpa's porn magazines, which have spilled onto the road.

The bundled sheet sits in plain sight. The Trooper, distracted, gathers the magazines and stands. He grins.

TROOPER (cont'd)

Don't worry, I ain't gonna bust you.

He looks in the bus, smiles and waves at Sheryl and Olive.

INT. VW BUS - DAY

Everyone in the bus -- minds blown -- waves back.

EXT. HIGHWAY - DAY

The Trooper tidies the magazines and, grinning, shuffles through them with a connoisseur's eye -- Swank, High Society, Black Tail. The next magazine: Honcho.

A beefy, moustached stud gazes smolderingly from the cover.

The Trooper stops grinning. He looks at Richard. Richard shrugs and laughs nervously.

INT. VW BUS - DAY

As the Trooper's cruiser pulls back onto the highway, Richard walks to the front, climbs in, slams the door.

SHERYL

What happened?!

RICHARD

(steely)

I'll tell you when I regain consciousness.

(starts the car)

Frank. Dwayne. Get out and push.

INT. VW BUS - ON THE ROAD - DAY

They are cruising. The horn HONKS in occasional spurts. Everyone ignores it. Olive plays with an eye chart she got at the hospital. She points at a diminishing set of "E"s.

Dwayne is in the back seat, holding a hand over one eye and pointing his finger up, down, or sideways to correspond to the rotation of the "E". Dwayne makes it through the chart.

OLIVE

20/20 vision! Mom, Dwayne has
20/20 vision!

SHERYL

I bet he does.

OLIVE

Okay, further back!

Dwayne and Olive continue with the charts, with Dwayne sitting further back. Sheryl points to a passing sign.

SHERYL

Boca Raton! Forty six!

Frank checks his watch.

FRANK

It's 2:15PM...!

Sheryl looks at Richard, who steps on the gas.

RICHARD

We'll make it, okay?! Maybe a few minutes late.

SHERYL

No, Richard...! They said three o'clock sharp! They were very explicit. You don't want to fuck with these people. Trust me.

FRANK

You know where it is?

SHERYL

The Holiday Inn. She said it's just off the highway. You can't miss it.

RICHARD

She better be right.

In the back, Olive pulls out a new flyer.

OLIVE

Okay, now I'm gonna test if you're colorblind. What letter is in the circle?

She holds up a chart with a green circle. Inside the circle, in a mosaic pattern, is a bright red letter "A". Dwayne makes a gesture, "There's nothing there."

OLIVE (cont'd)

No, inside the circle! Right there!

Dwayne shakes his head again. Olive glances at Frank.

OLIVE (cont'd)

It's an "A"! Can't you see it?! It's red! See? Right there!

Dwayne takes the chart and stares at it.

FRANK

You can't see the "A"? It's bright red. Can you see the difference between the green and the red?

Dwayne shakes his head helplessly. Frank turns away.

FRANK (cont'd)

Oh, man.

Dwayne looks at him. He pulls out his pad and writes:

"What?"

Frank doesn't say anything. Dwayne points violently at the pad. Frank looks at him. Quietly:

FRANK (cont'd)

Dwayne. I think you're colorblind.

Dwayne doesn't understand. He points at the pad again.

FRANK (cont'd)

You can't fly jets in the Navy if you're colorblind.

Dwayne does nothing. Then he seems to implode in on himself, curling up in a ball. Frank shouts towards the front.

FRANK (cont'd)

Rich, pull over!

RICHARD

What?!

FRANK

We have an emergency back here!

RICHARD

What is it?

FRANK

Just pull over!

RICHARD

What's the emergency?

FRANK

Sheryl, will you make him pull over?!

SHERYL

Richard...!

RICHARD

We're gonna be late if...

SHERYL

Richard!!!

RICHARD

I'm pulling over, okay?! I'm pulling over!

He puts on the clicker.

EXT. SIDE OF THE INTERSTATE - DAY

The bus pulls into the break-down lane beside the highway.

The door slides open and Dwayne gets out onto the grassy slope by the side of the road. He walks off with his head in his hands. This is the first time we've heard his voice.

DWAYNE

Fuck!!!

(beat)

Fuck!!!

The others get out of the car and watch him.

SHERYL

What happened?

FRANK

He's colorblind. He can't fly.

SHERYL

Oh, Jesus. Oh, no.

Thirty yards away Dwayne falls to his knees, buries his hands and face in the grass, and SHRIEKS like a wild animal.

There's an out-of-control quality to his behavior that is scary and disturbing. Finally, Dwayne rolls to a sitting position, his hands covering his face.

He sits there crying. The others don't know what to do.

Richard glances at Sheryl. He points at his watch and shrugs.

SHERYL (cont'd)

Let's give him a second.

In the background, the VW keeps HONKING like some demonic beast -- mocking Dwayne's helplessness.

Finally, Sheryl approaches Dwayne.

SHERYL (cont'd)

Dwayne? Honey? I'm sorry.

He says nothing. She sighs.

SHERYL

Dwayne... Come on, we gotta go.

DWAYNE

I'm not going.

SHERYL

Dwayne...

DWAYNE

I'm not! I don't care! I'm not getting in that bus again!

SHERYL

Dwayne... For better or worse: we're your family...

Dwayne stands up and screams at them.

DWAYNE

You're not my family! I don't want to be your family! I hate you fucking people! I hate you!
 (he points at them)
 Divorce! Bankrupt! Suicide!
 You're losers! You're fucking losers!

Everyone is stunned by this outburst. Dwayne puts his hands over his eyes and sits down again.

DWAYNE (cont'd)

Just leave me, Mom. Please? Just leave me here.

Sheryl gets up and walks back to the others.

SHERYL

I don't know what to do.

RICHARD

We're gonna be late. Can we leave somebody here with him?

FRANK

I'll stay.

SHERYL

No, we're not doing that.

RICHARD

Olive, you want to talk to him?

SHERYL

No, Richard. There's nothing to say. We just have to wait.

A beat. Then Olive walks over and sits down next to Dwayne.

Dwayne's face is red and snot is dribbling from his nose. He has a piece of straw and he's poking some ants in the grass.

She puts her arm on his shoulder and watches him poke. The ants climb busily over the grass. They sit quietly.

Then Dwayne stands up.

DWAYNE

Okay, let's go.

He walks back to the others. His voice is automatic.

DWAYNE (cont'd)

I apologize for the things I said.
I was upset. I didn't really mean
them.

*
*

FRANK

(mock-tender)

Dwayne... We know you did.

SHERYL

Frank...

(to Dwayne)

It's okay. Let's just go.

They all start pushing the bus.

INT. VW BUS - ON THE ROAD - DAY

Richard is weaving through traffic -- the engine's REVVING VERY HIGH. Richard, Sheryl, Olive, and Frank are looking ahead intently. Dwayne is slouched in the back, staring at nothing. The horn has tapered off to an occasional HONK.

Frank checks his watch.

FRANK

2:50...!

RICHARD

We're gonna make it! Olive, don't
worry! We'll be on time!

JUMP TO:

The same. Frank checks his watch.

FRANK

2:55!

RICHARD

Just look for the exit! It's
coming up!

JUMP TO:

The same. Frank checks his watch again.

FRANK

2:58!

No one says anything. Then Richard points.

RICHARD

There! That's it! Can anyone see a Holiday Inn?

A beat. Olive points.

OLIVE

There! Little Miss Sunshine!

As they ride up the exit ramp, the sign in front of the Holiday Inn reads, "Little Miss Sunshine."

Richard comes off the ramp onto a four lane commercial road.

There's a maze of service roads and parking lots between him and the Holiday Inn. Richard is baffled.

RICHARD

How the fuck do you get over there?

SHERYL

Turn here! Turn here!

Richard takes a right into a service road.

SHERYL (cont'd)

Will you slow down?

RICHARD

I can't! I'm in third gear!

FRANK

2:59PM!

RICHARD

Does anyone see a turn-off? How the fuck do you get over there?

They drive past the Holiday Inn -- a few hundred yards away.

OLIVE

Dad! You drove past it!

RICHARD

There's no place to turn in!

SHERYL

Turn around! You gotta turn around!

RICHARD

Okay, hold on, everybody.

The VW screeches around in a wide arc across four lanes of (luckily empty) traffic. Richard guns the under-revving engine. They again drive past the distant Holiday Inn.

RICHARD (cont'd)

Can anyone see a way in?

SHERYL

Go over there, then cut across!

RICHARD

Okay, hold on!

The VW squeals around a left turn onto another service road.

RICHARD (cont'd)

There's no way in! What the fuck?!

OLIVE

Dad! You're driving past it!

SHERYL

There! Into the parking lot!

She points. Richard turns into an enormous empty parking lot. He drives towards the Holiday Inn in the distance.

There's still no clear path on how to get there.

RICHARD

It's a dead end!

SHERYL

No, go over there!

RICHARD

It's the same! There's no way...!

He turns the wheel and they begin tracing a wide loop -- bombing around the parking lot at 35mph in a holding pattern.

FRANK

Three o'clock!

OLIVE

Dad...!

SHERYL

Go back out!

RICHARD

We tried that! There's no way in!

SHERYL

So we just keep going in circles?

Richard says nothing. Finally:

RICHARD

Okay: Hold on, everybody! Olive,
put your seat belt on.

He comes out of a wide arc and heads straight for the median strips separating him from the Holiday Inn.

SHERYL

Oh, my God!

RICHARD

Hold on, everyone!

He guns it. As soon as he hits the first median, the HORN goes off and doesn't stop. They're in a new parking lot.

SHERYL

Look out!

Richard goes SCREECHING past several parked cars. They're one median strip away from the Holiday Inn parking lot.

RICHARD

One more! Here we go! Hold on!

They hit the median hard. A big bump. They've made it into the Holiday Inn parking lot. The whole van sags to the rear.

Frank looks out the rear window.

A tire is wheeling off across the parking lot by itself.

FRANK

We lost a tire, Rich!

RICHARD

We'll get it later! Here we go!

They come gliding into a parking space, HORN BLARING.

Frank yanks open the sliding door. It slides back, slams into the end of the track and derails. The whole door falls off the side of the van and into the parking lot.

Frank doesn't even look back. He sprints across the lot towards a distant banner marked "Little Miss Sunshine."

All the others -- except Dwayne -- sprint after him.

INT. REGISTRATION HALL - DAY

A big carpeted hotel lobby.

The doors open and Frank comes in, breathless. He stops.

The place is crawling with tiny blond girls and their stressed mothers. The girls are dressed, coiffed and made-up to within an inch of their life.

Nearby, a CONTEST OFFICIAL is packing up her things behind a table with a "Registration" banner.

Frank sprints up to her. The others catch up and stand, looking on -- desperate, disshevelled, breathing hard.

FRANK

Hi, we're here to register!

OFFICIAL

I'm sorry, we're closed.

FRANK

But we have an entrant. Right here. We just need to check in.

OFFICIAL

Registration ended at three.

FRANK

It's three now!

OFFICIAL

No...

She points to a clock on the wall. It's 3:04PM.

RICHARD

Oh, have a heart! We're four minutes late! We just drove all the way from Maryland...!

OFFICIAL

Then you should have been here by three.

She tries to leave. Richard stops her.

RICHARD

Wait, wait, wait! How can we make this work?

OFFICIAL

Everyone else was here before three. I'd be giving unfair advantage...

RICHARD

We're not asking for an advantage!
We just want to compete!

OFFICIAL

Don't yell at me, sir. I didn't make you late. We've settled on the schedule of the show and we've turned off our computers. Now the show starts in twenty minutes, I have a hair check to do, I'm sorry you're late, but I can't help you.

She tries to leave but they block her way. Richard gets on his knees.

RICHARD

Please! You don't know what we've been through...!

SOUND GUY (O.S.)

Uh, Ms. Jenkins...?

They all turn. There's a SOUND GUY -- a very portly young man with a high voice -- who's clearly just heard the story.

SOUND GUY (cont'd)

I can put 'em in the system.

OFFICIAL

Oh, Kirby, you don't have to!

KIRBY

No, it's okay. It's five minutes.

OFFICIAL

Well... It's your time. 'Scuse me.

She pushes past them. Frank leaps up.

FRANK

Hello! Everyone?! We've just witnessed a great act of compassion and human kindness! Exhibit A: we've got Eva Braun here -- making the trains run on time, and B: Kirby! My man! Currently the greatest human being on the planet! Applause, please!

He leads the others in applause. Everyone else in the lobby ignores them. Kirby smiles, flips on the computer. They crowd around.

SHERYL
Thank you so much! You don't know
what this means...

KIRBY
Please. It's five minutes.

He glances in the direction of the Official, who has
departed, and shakes his head. Quietly:

KIRBY (cont'd)
I ain't working for these people
again. These people are crazy.
(to Olive)
So, what's your name?

OLIVE
Olive.

KIRBY
Olive. That's a nice name.

She smiles. He starts tapping away at the computer.

Olive glances away and freezes. Across the room is Miss
Florida, sitting behind a table, signing photos for kids.

Olive is in awe.

OLIVE (cont'd)
Mom! It's Miss Florida! Look!
It's really her!

SHERYL
You want to say hello?

Olive shakes her head, intimidated -- it's like meeting a god.

SHERYL (cont'd)
Come on, she looks nice. We'll
just say hi.
(to Richard)
You got this?

Richard nods -- I'll take care of it.

Sheryl drags Olive to the back of the line -- a half a dozen
girls and their mothers. The GIRL in front of them turns and
stares at Olive -- sizing up the competition. Olive smiles.

OLIVE
Hi...!

The Girl quickly turns back around, not saying anything.

Olive takes this in stride. Frank and Dwayne approach, carrying the family's luggage and a Sunday NY Times.

FRANK

Hey. I'm getting a room. We'll set up a base camp.

SHERYL

Okay, we'll come find you.

Frank and Dwayne walk off. Olive watches them go, then turns and looks at the other girls.

Again, they're all miniature Barbies with expensive clothes and hair. All of them are several inches shorter than Olive, who is still dressed in her traveling clothes -- denim cut-offs and black Converse high-tops. She stands out.

Two TWIN GIRLS are chasing each other around, giggling.

Olive watches. Eventually, the Twins see Olive watching them.

They whisper to each other and giggle. Olive gives them a friendly half-smile. Finally, the Twin Girls approach Olive.

TWIN GIRL ONE

Are you on a diet?

OLIVE

What?

TWIN GIRL ONE

Are you on a diet?

OLIVE

No...!

TWIN GIRL TWO

Didn't think so!

They dissolve into giggles and run away. Olive is disturbed.

Sheryl is steamed but doesn't know what to do.

ACROSS THE ROOM

Kirby finishes up with Richard -- having him sign a release.

KIRBY

And sign...

(Richard signs)

...And you're done! Here's your receipt; tickets; sash; tiara. Anything else?

*
*

RICHARD

Yeah. Is there a funeral home
around here?

INT. HOLIDAY INN ROOM - DAY

A quiet, empty room.

Frank and Dwayne enter, dropping the luggage on the floor.

Dwayne immediately walks to a bed in the corner of the room and lies facing the wall. Frank surveys the room with a jaundiced eye. He walks over, peers out the window.

Frank turns, looks at Dwayne lying on the bed. He walks over, settles into a chair, pulls out his NY Times.

FRANK

Hey, you know, facing the wall like
that...? There's no way you gonna
stop me from killing myself. No
way! I could be out the window
before you even turn around.

A beat. He opens up a Sunday New York Times.

FRANK (cont'd)

Sorry.

He looks at Dwayne for a few beats, then shakes his head and opens up the Book Review section.

IN THE BOOK REVIEW

is a full-page ad for Understanding Proust by Larry Sugarman.

A banner reads, "The Surprise Bestseller from America's # 1 Proust Scholar!" There's a photo of Larry Sugarman, in a beard and glasses, looking very serious.

Frank stares at the ad.

EXT. HOLIDAY INN BALCONY - DAY

Frank opens a sliding door and steps on to the tiny balcony.

He walks to the edge and looks over.

It's eight floors down to the parking lot.

Frank considers the drop.

Then he pulls out his wallet and takes out the photograph.

THE PHOTO shows Frank and the Young Man from the convenience store at some chic party, wearing tuxes, smiling, and drinking Champagne.

Frank stares at the photo.

He looks up and surveys his surroundings -- a rather grim landscape of Burger Kings and Jiffy Lubes.

Quietly, he puts the photo away and turns back to the room.

EXT. PARKING LOT - DAY

Richard approaches the VW bus with two funeral home WORKERS in jumpsuits who affect a bored, seen-it-all demeanor.

WORKER ONE, 40s, is an old pro. WORKER TWO, 20s, is a fresh-faced rookie. A FUNERAL HOME VAN is parked in the background.

RICHARD

...We're driving five, six hours -- we thought he was napping. By the time we figured it out it was too late.

WORKER ONE

...Too late. So where's the body?

Richard turns, pops the trunk, averts his eyes, and opens it.

The Workers look in the trunk. Then look at Richard.

INT. LOBBY - DAY

Olive finally makes it to the front of the line.

MISS FLORIDA

Hi! What's your name?

OLIVE

Olive.

MISS FLORIDA

What's your talent, Olive?

OLIVE

I like dancing!

MISS FLORIDA

Dancing? Dancing was too hard for me! I'm a singer. You must be a good dancer!

OLIVE

I am! I'm really good!

MISS FLORIDA
I bet you are! Well, thanks for
stopping by, Olive. Best of luck!

But Olive is not quite ready to move on.

OLIVE (cont'd)
Ummm... Miss Florida?

MISS FLORIDA
You can call me Bonnie!

OLIVE
Bonnie...? Do you eat ice cream?

MISS FLORIDA
(perplexed)
Yes! I love ice cream! My favorite
flavor is Chocolate Cherry Garcia.
Although, technically, I think that's a
frozen yogurt. Okay?

OLIVE
Okay, thank you, Bonnie! Bye!

MISS FLORIDA
Bye!
(to the next girl)
Hi, what's your name?

Sheryl and Olive head off.

OLIVE
She eats ice cream, Mom!

SHERYL
I heard!

EXT. PARKING LOT - DAY

Richard signs an invoice. Worker Two closes the rear doors of the van, climbs in the driver's seat and starts the engine.

Richard hands the clipboard to Worker One. He hands Richard a cardboard box containing a wallet, glasses, a keychain, etc.

WORKER ONE (cont'd)
The personal effects...

RICHARD
Oh. Thank you.

WORKER ONE
You take care.

RICHARD

You too. Thanks.

Worker One gets in the van and slams the door.

The van pulls out, drives to the edge of the parking lot and puts on its turn signal. Richard watches. The van pulls into the street and drives off, disappearing into traffic.

Richard is left alone, holding the box of Grandpa's stuff.

INT. HOLIDAY INN ROOM - DAY

Sheryl and Olive enter. Dwayne is still on the bed facing the wall. Frank is slumped in a chair, staring at nothing.

SHERYL

Frank...? How're you guys doing?

Sheryl silently points at Dwayne. Frank shrugs. Sheryl goes and starts opening luggage. She pulls out a bathing suit.

SHERYL

Okay, Olive. Let's put on your swimsuit. Here. You want to change in the bathroom?

Olive takes the swim-suit and goes into the bathroom.

Sheryl begins gathering up Olive's costumes.

SHERYL (cont'd)

Dwayne, I know you hate all of us and want to kill yourself. But since we're here anyway, why don't you guys go to the beach?

FRANK

Hey, there's an idea! The beach! Come on, we'll walk over, go surfing, maybe meet some chicks... Whaddaya say?

INT. HOLIDAY INN BATHROOM - DAY

Olive finishes putting on her swim-suit. There's a full-length mirror on the back of the bathroom door.

Olive turns around and reaches for the door knob. She stops.

She steps back and looks at herself in the mirror.

She turns sideways. She sucks her stomach in.

This is the first time she's ever done this.

SHERYL (O.S.)
 Frank, here's your tickets. That's
 you and Dwayne. She's going on
 last, now, because we were late...

FRANK (O.S.)
 We'll be there. Don't worry.

Olive turns back frontal. She lets her stomach hang out.
 She's not happy with what she sees -- also the first time.

INT. HOLIDAY INN ROOM - DAY

Sheryl finishes gathering up Olive's costumes.

SHERYL
 Olive, you ready? We gotta go!

OLIVE (O.S.)
 Coming!

INT. HOLIDAY INN BATHROOM - DAY

Olive stares at herself in the mirror. She's making up her
 mind about something. (Winner or Loser?)

Then, very determined, she walks out of the bathroom.

INT. HOLIDAY INN ROOM - DAY

Olive comes out. Sheryl is there.

SHERYL
 You ready? Let's go!
 (to Frank)
 Frank, do your best!

They exit. A beat. Dwayne sits up.

He's depressed, but no longer catatonic. He looks at Frank.

DWAYNE
 Let's get out of here.

INT. LOBBY - DAY

Richard -- holding the box of Grandpa's stuff -- finds a
 bench and sits down. He seems shaken.

Around him, the pre-pageant hubbub is at a fever pitch.

He flips through Grandpa's stuff -- keys, glasses, gum.

He looks up and surveys the frenetic activity -- mothers combing their daughters' hair, little girls practicing ballet moves, girls crying, girls laughing and chasing each other.

Then, across the lobby, the elevator doors open and Sheryl and Olive step off carrying garment bags and travel cases.

Richard gets up and intercepts them. Sheryl sees him coming.

SHERYL

Hey. D'you take care of...?

RICHARD

Yeah, I did. Wait a sec. Olive, come here. Time for a pep talk.

SHERYL

Richard, we're late already...!

RICHARD

This is important! Olive, come here.

She goes to him. He hunches down, takes her hand, searching for words as if the very meaning of his life were at stake.

RICHARD (cont'd)

Olive... I know you and Grandpa worked on this together. I know how much it meant to him. We drove nine hundred miles to get here. Our car broke down. We've been through a lot. But I think it'd all be worth it...if you won tonight.

SHERYL

Richard! Jesus! Olive, come on!

She tries to pull Olive away but Richard holds on to her.

RICHARD

Okay, Olive? Okay?

Olive stares. She really wants to please him. She nods.

RICHARD (cont'd)

Good girl! Go knock 'em dead!

Sheryl shakes her head and pulls Olive off towards the backstage area. Richard watches them go.

INT. BACKSTAGE - DAY

Sheryl and Olive wander past one little girl after another -- each being primped to perfection by her Mom or a Groomer.

INT. DRESSING ROOM - DAY

Sheryl finds a tiny empty dressing room in back and hangs a garment bag of Olive's costumes on the door.

SHERYL

Okay, we have about one minute. You want to do hair or make-up?

Olive thinks. It's like the fate of the free world is at stake. Finally:

OLIVE

Make-up...!

Kirby pokes his head in the door.

KIRBY

Hey. I need your music!

Olive goes to her bag, digs in, hands him a disc.

OLIVE

Here.

KIRBY

This? Did you choose this?

OLIVE

My Grandpa did.

KIRBY

Your Grandpa? What track?

OLIVE

Twelve. Oh, one thing...?

She glances at Sheryl, then goes and whispers in Kirby's ear. Kirby smiles.

KIRBY

Okay, you got it.

OLIVE

Thank you, Kirby!

KIRBY

I'll be looking for you.

He departs.

INT. AUDITORIUM - DAY

Richard finds his reserved seats -- four seats on the aisle. He sits in the fourth seat and lays his jacket across the other three, saving them for Sheryl, Dwayne, and Frank.

The guy next to him is a grizzled BIKER sitting impassively with his arms folded. Richard tries to be friendly.

RICHARD

Hey.

The Biker glances at him and nods. Richard persists.

RICHARD (cont'd)

You got a kid in the show?

The Biker looks at him. He takes an earplug out of his ear.

BIKER

What?

RICHARD

You got a kid in the show?

The Biker stares at him.

BIKER

First time?

Richard nods -- Yeah! The Biker nods -- Figures. He puts the earplug back in his ear and resumes his impassive stare.

Richard is unnerved. The LIGHTS DIM.

Onstage, an MC steps up to a microphone. A DRUMROLL.

MC

Ladies and gentlemen. Welcome to the 14th annual Little Miss Sunshine pageant! Let's welcome the contestants!

MUSIC. Big APPLAUSE.

Twenty-five little girls parade out on stage in swim-suits. Twenty of them are blond -- some bleached. They've been arranged from shortest to tallest.

Olive -- at least two inches taller than everyone else -- is at the end of the line.

The girls parade around in a loop, waving and smiling.

They end up in a line running across the stage.

MC (cont'd)

We have twenty five contestants
from all over the State of Florida.
At the end of the evening, one of
these girls will be crowned Little
Miss Sunshine!

Richard, in the audience, claps enthusiastically. The Biker
claps without enthusiasm.

EXT. BEACH - AFTERNOON

A glorious, sunny day. The ocean stretches out to infinity.

Dwayne and Frank, in swim trunks, are at a surfboard rental
shop on the beach. The ocean's dead calm. Frank is handing
money to a DUDE at the shop. Dwayne looks out at the water.

DWAYNE

There's no waves, Frank.

FRANK

We don't need waves. We'll just
paddle out.

INT. AUDITORIUM - DAY

The MC is up on the stage. Another DRUMROLL.

MC

...Let's hear a big round of
applause for the evening wear!

MUSIC. Big APPLAUSE. The same girls -- in precocious
evening-wear -- come out in the same order and do the same
little loop around the stage. Olive's on the end again.

Richard, in the crowd, applauds -- a little less heartily.

EXT. ON THE WATER - DAY

Frank and Dwayne paddle straight out into the ocean. It's
calm, but the shore is a long way away. Dwayne looks back.

DWAYNE

How far are we?

FRANK

I dunno. Quarter mile?

DWAYNE

You wanna stop?

Frank shrugs. They stop. Frank looks down into the water.

FRANK
Hey. Think you can touch bottom?

DWAYNE
How far is it?

FRANK
Must be ten, twelve feet. Come on!
Y'ready? On your mark, get set...

They dive down into the water.

EXT. UNDERWATER - DAY

It's about fifteen feet to the white sand on the bottom.

Dwayne swims all the way down to the bottom.

Frank swims down more slowly. He finally makes it.

He comically mimes that he's drowning.

Then he and Dwayne come back up.

EXT. ON THE WATER - DAY

They resurface.

FRANK
Victory! Yes!

They rest on their surfboards, breathing hard.

Then, without waiting, Dwayne dives down in the water again.

EXT. UNDERWATER - DAY - MONTAGE

Shots of Frank and Dwayne swimming in the blue water with white sand and shafts of sunlight.

It's beautiful.

They do flips, twists, spins.

Dwayne swims down to the bottom again. He stays, looking up at the surface, Frank's legs, his empty board, the sunlight.

Then he swims back up to the surface.

INT. AUDITORIUM - DAY

The MC is up on stage. Another DRUMROLL.

MC

And now! The moment you've been waiting for! The talent competition! Ladies and gentleman, please welcome Amber Tiffany Harper, who'll be singing a tune from the Broadway show, "Annie." Amber...!

A little girl walks out -- very stagy -- and begins to sing:

AMBER

"The sun'll come out...tomorrow..."

Richard sits in the audience. He's growing uneasy.

EXT. ON THE WATER - DAY

They sit on their boards and look out to sea.

FRANK

Man, it's beautiful out here.

(beat)

I don't know if I believe in God, but the ocean -- it's always here for you: infinitely bigger than you are, and completely indifferent. So... My version of God.

DWAYNE

Frank...?

(Frank looks over)

What'd it feel like when you cut your wrists?

Frank takes a breath.

FRANK

You know, I wish I could tell you I felt bad. But I didn't. I was... Outside the world, y'know? It was very peaceful.

(beat)

But, I'm feeling that way now, too, so...

He shrugs. Dwayne nods. He looks out to sea.

DWAYNE

Sometimes I wish I could just go to sleep until I was eighteen. Just skip all this crap -- high school and everything. Just skip it...

He shakes his head.

FRANK
Y'ever hear of Marcel Proust?

DWAYNE
He's the guy you teach?

FRANK
Yeah. French writer. Total loser. Never had a real job. Unrequited love affairs. Gay. Spent twenty years writing a book almost no one reads. But...he was also probably the greatest writer since Shakespeare. Anyway, he gets down to the end of his life, he looks back and he decides that all the years he suffered -- those were the best years of his life. Because they made him who he was. They forced him to think and grow, and to feel very deeply. And the years he was happy? Total waste. Didn't learn anything.

Dwayne grins.

FRANK (cont'd)
So, if you sleep til you're eighteen...
(scoffs)
...Think of the suffering you'd miss! High school's your prime suffering years. You don't get better suffering than that! Unless you go into academia, but that's a different story.

They share a smile. Dwayne gazes out to sea. A beat.

DWAYNE
You know what...?
(Frank looks over)
Fuck beauty contests. It's like life is one fucking beauty contest after another these days. School, then college, then work. Fuck it. Fuck the Naval Academy. Fuck the MacArthur Foundation. If I want to fly, I'll find a way to fly. You do what you love and fuck the rest.

Frank stares at Dwayne, impressed. Dwayne glances at Frank, who tries to play it cool.

FRANK

I'm glad you're talking again,
Dwayne. You're not nearly as
stupid as you look.

Dwayne smiles. Frank looks around.

FRANK (cont'd)

So now what do we do?

DWAYNE

You got me, Frank. Maybe we can
stay out here forever.

A beat. They look at each other.

DWAYNE (cont'd)

We should go.

They begin paddling back to shore.

INT. AUDITORIUM - DAY

A tiny girl in a COWGIRL outfit -- smiling like crazy -- taps
her way through a tap-dance routine. She's fantastic.

Richard's smile is fading. He's really starting to worry.

EXT. BOARDWALK - DAY

Frank exits a T-shirt shop and throws a shirt to Dwayne.

FRANK

I can't believe we found these. I
hope they fit.

As they stride up the boardwalk, he strips off his shirt and
puts on his new T-shirt. In big block letters, it says:

"LOSER"

Dwayne puts on his. It's the same. Frank looks at him.

FRANK (cont'd)

You're every mother's dream,
Dwayne. Come on.

They head off.

INT. AUDITORIUM - DAY

Another TINY BLONDE GIRL sings while flouncing and prancing
across the stage, blowing kisses and twirling a parasol.

She skips around the MC, flirting and batting her eyes.

The audience -- charmed -- starts clapping along. As she finishes, the audience rises as one in a standing ovation.

Richard is the only one to remain seated. His face sinks as reality finally hits him -- there's no way Olive will win.

He gets up and departs.

INT. LOBBY - DAY

Frank and Dwayne enter and stride towards the doors of the auditorium. A pant-suited GRANDMA is sneaking a smoke.

FRANK

Is it over?

GRANDMA

Not yet.

They open the door and walk into a BLAST of syrupy singing.

The door shuts. The door reopens. Frank and Dwayne stagger out. They look at each other.

DWAYNE

I'm going backstage.

FRANK

Right. See ya.

Dwayne heads off as Frank leans against a wall, recovering.

INT. BACKSTAGE - DAY

Dwayne strides through the backstage, looking for Sheryl and Olive. With his wet Mohawk and LOSER t-shirt, he stands out.

A PAGEANT OFFICER tries to stop him.

PAGEANT OFFICER

Excuse me? You authorized to be backstage?

DWAYNE

No.

He continues walking. Everywhere there are little blond girls crying, whining, or lolling about. All the mothers are over-dressed, over-coiffed, and over-stressed. It's depressing.

He stops, turns to a little PRINCESS slouched on a sofa.

DWAYNE (cont'd)

Hey. Where are the dressing rooms?

PRINCESS
Are you allowed to be here?

DWAYNE
Just tell me where the dressing
rooms are.

PRINCESS
(yelling off-screen)
Security! Security!!! Help!!!

Dwayne rolls his eyes, moves on. *

INT. BACKSTAGE, DRESSING ROOMS - DAY

Richard wanders through the backstage. He spots Sheryl and Olive in a small dressing room in the back. He approaches.

Olive is sitting in a make-up chair, wearing gold hot pants and a red top. It's a slightly bizarre ensemble, given her girlish plumpness. Richard hesitates. Sheryl sees him.

SHERYL
Hey. What're you doing?

RICHARD
I came to wish Olive good luck.
(to Olive)
How're you doin'?

OLIVE
(weak)
Good.

SHERYL
(sotto voce)
Nervous.

RICHARD
You're gonna do great! I know it!
(to Sheryl)
Can I talk to you a sec?

She nods. They wander a few steps out of Olive's hearing range. Richard is agitated, troubled.

SHERYL
What's up?

RICHARD
(hesitates)
I don't want Olive to go on.

SHERYL
(can't believe it)
Are you kidding...?!!!

RICHARD
We're not in Maryland anymore, all right?
She's out of her league here.

SHERYL
So...?

RICHARD
Sheryl...! She's not gonna win.
There's no fucking way.

SHERYL
It doesn't matter...!

RICHARD
It does matter!

SHERYL
It doesn't matter!

RICHARD
It does!!!

Suddenly, all Richard's emotions rush to the surface.

RICHARD.
I don't want her to lose. I know
what that feels like. It's not
good. We can't let that happen.

She stares at him. It's the first time he's admitted to any
kind of vulnerability or weakness. She takes his hand.

SHERYL
Richard...

They look at each other. This is the first honest moment
we've seen between them.

Unfortunately, they are interrupted by Dwayne, who enters --
a determined look on his face. Sheryl sees him coming.

SHERYL
Hey. How're you feeling?!

DWAYNE
Better. Where's Olive?

SHERYL
In the dressing room. What's up?

DWAYNE
(hesitates, then sotto)
I don't want Olive doing this.

SHERYL
Oh, my God...!

RICHARD
See?!

DWAYNE
Mom, look around! This place is
fucked! I don't want these people
judging Olive! Fuck them!

RICHARD
Exactly! Fuck them!

Dwayne glances at Richard, unnerved by his agreement.

SHERYL
No, Dwayne. It's too late...

DWAYNE
It's not too late! You're the Mom!
You're supposed to protect her!

Sheryl stares at him. A clipboard-wielding, head-set wearing
ASSISTANT passes by and calls out.

ASSISTANT
Olive Harvey! Two minutes.

He walks on. They watch him go. Dwayne and Sheryl face off.

DWAYNE
She's not a beauty queen, Mom...

INT. DRESSING ROOM - NIGHT

Olive stands near the doorway, listening. Her face betrays
nothing. Dwayne's VOICE is faint but clear.

DWAYNE (O.S.)
...She's just not.

INT. BACKSTAGE - NIGHT

Sheryl and Dwayne stare at each other.

SHERYL
Listen to me.
(teary-eyed)
Olive is who she is. This is what she's
chosen to do...

INT. DRESSING ROOM - NIGHT

Olive turns, walks mechanically back to her chair and sits.

SHERYL (O.S.)
 ...She's worked hard, she's poured
 herself into it...

INT. BACKSTAGE - NIGHT

Sheryl puts a hand on Dwayne's shoulder.

SHERYL
 ...We can't take it away from her.
 We just can't.

Dwayne closes his eyes, hangs his head. Sheryl hugs him.

SHERYL (cont'd)
 I know you want to protect her,
 but... We gotta let Olive be
 Olive. For better or worse...

The clipboard-wielding ASSISTANT returns.

ASSISTANT
 Olive Harvey? Are you the Harveys?

They nod and return -- en masse -- to the dressing room.
 Olive is seated in her chair, staring dumbly at the floor.

SHERYL
 Olive? Time to go.

Olive doesn't move. Sheryl goes to her.

SHERYL
 Olive...? Honey, are you okay?

Olive won't look at her. Sheryl glances at Richard.

ASSISTANT
 Um... We need to go.

SHERYL
 Hang on.
 (to Olive)
 Honey...? Olive, look at me.
 (Olive looks)
 You don't have to do this if you
 don't want. If you want to sit
 this one out, that's fine. We're
 proud of you anyway, okay?

A beat. The Assistant checks his watch.

ASSISTANT

It's time.

Silence.

Olive stands up. She walks to the Assistant.

ASSISTANT (cont'd)

Okay. Let's go.

He takes her hand. They stride off.

Dwayne, Sheryl, and Richard stand together and watch -- mutually powerless -- as Olive is lead off.

TRACKING BACKWARDS with Olive. She's got her game face on -- a mask of fear and determination. Sheryl calls after her.

SHERYL

Good luck, honey!

Olive keeps walking, not looking back.

INT. AUDITORIUM LOBBY - DAY

Frank re-enters. Dwayne and Sheryl are coming the other way.

FRANK

Is she going on?

DWAYNE

She's going on.

They enter the auditorium together.

INT. AUDITORIUM - NIGHT

Yet another LITTLE BLOND GIRL is onstage, taking her bows to polite APPLAUSE. Richard leads Sheryl, Dwayne, and Frank to their seats. The MC comes on stage.

MC

Very nice. Thank you. Okay, you've been a patient audience tonight...

IN THE WINGS

Olive stands next to the edge of the curtain watching the MC.

MC (cont'd)

...We have one more contestant and then we'll be crowning the winner. So please welcome, from the Fort Myers district, Olive Harvey!

APPLAUSE.

WE FOLLOW Olive out onto the stage.

The LIGHTS are blinding.

The AUDIENCE is hidden in darkness.

There's a crowd MURMUR because of her hot-pants get-up.

Dwayne, Frank, Sheryl, and Richard applaud nervously.

Richard takes Sheryl's hand, squeezes it. They share a look.

Olive waves over the MC. He walks over to her and holds the mic down for her to speak. She takes a breath.

OLIVE

I'd like to dedicate this to my
Grandpa, who helped me do this
routine.

MC

That's sweet! Is he here? Where's
your Grandpa right now?

OLIVE

He's in the trunk of our car.

The MC doesn't know how to react.

MC

Okay! Well! Take it away, Olive!

He retreats. She is alone on stage. Some 12 YEAR OLD BOYS
in the audience decide to be cruel. One of them "moos".

BOY ONE

Moooo!

GIGGLES and SHUSHES. Another boy chimes in.

BOY TWO

Arf! Arf! Arf!

More GIGGLES and SHUSHES. Miss Florida, at the judges table
by the stage, looks around sternly. She feels bad for Olive.

Olive is confused. She doesn't understand these noises.

Dwayne hangs his head. Frank looks around.

FRANK

Where are those fuckers?! I'll
kill 'em!

Then Olive finds what she's looking for:

Kirby, in the sound booth.

He nods at her. She nods at him.

Then Olive turns around, her back to the audience.

Kirby turns a VOLUME knob up to "6". He hits "play".

[The music clearly depends on the rights. For specificity, we'll use "Peach" by Prince.]

A BLAST of hard rock 12 bar blues comes out of the speakers.

Everyone is surprised.

The music is hard-driving and nasty. It is completely different from the other pageant music we've heard so far.

For the first four measures, with Prince saying, "Here she comes," and "She got them gold hot-pants on again," Olive barely moves, rocking her shoulders and hips to the beat.

Dwayne, Frank, Sheryl, and Richard all glance at each other.

This is not what they expected.

No one knows what to make of Olive rocking, her back turned.

However, when the first verse begins, Olive turns and strides up the stage -- hands on hips, shoulders swinging -- with an absolute and spectacular physical self-confidence.

She rocks out, busting crazy moves this stage has never seen: shakes, shimmies, twirls, dips, undulations -- a melange of MTV rump-shakin', Solid Gold Dancers re-runs, and out-of-left-field inventions of her own. Other moves are clearly drawn from Grandpa's sixty-year career of strip-bar patronage.

She dances with a total command -- an exuberant, even witty mastery of her body, the music, the moves, everything.

Most of all, she's doing it for herself -- for her own sense of fun -- and the judges are instantly irrelevant.

The audience is stunned. No one moves. Mouths hang open.

Sheryl, Frank, and Dwayne gape. Richard is baffled.

RICHARD

What's she doing? What the hell is she doing?!

When the first verse ends, Olive punctuates the 12-bar vamp with a series of violent pelvic thrusts.

Everyone is totally shocked. No one knows how to react.

SHERYL

Oh, my God...!

Abruptly, Frank starts laughing in disbelief.

He stands and begins cheering Olive, pumping his fist and grooving to the music.

Richard stares at Frank. Cautiously encouraged, he stands and cheers along with Frank -- tentative at first, then more and more unselfconsciously.

Sheryl and Dwayne join in, relieved and amazed.

Grandpa was right -- she's blowing them out of the water.

As the second verse ends and the guitar solo begins, Olive punctuates the vamp with another series of thrusts.

This is too much for the contest Official from the registration desk, who sits near the stage at the table of contest JUDGES, including Miss Florida. She looks around and spots Sheryl, Richard, Frank, et al, standing and cheering.

The Official gets up, walks up the aisle and yells at Sheryl.

OFFICIAL

What is your daughter doing?!

Sheryl -- taken aback -- shrugs. Richard leans in.

RICHARD

She's kicking ass, is what she's doing!

The others smile and nod. The Official is incensed. She turns and walks back to the sound booth. She yells at Kirby.

OFFICIAL

Turn it off!

KIRBY

What?

OFFICIAL

Turn the music off!!!

KIRBY

(fake deaf)

What...?!

He smiles and cranks the music up to "8". Mothers and children in the audience clap their hands over their ears.

The audience polarizes -- some (the Grizzled Biker; Miss Florida) stand and cheer while others sit dumbfound or frown disapprovingly, shaking their heads. Still others flee for the exit, heads down, hands over their ears.

The Official, furious, leaves Kirby and stalks down the aisle to the stage. Sheryl watches with growing worry.

SHERYL (cont'd)

What's she doing? Look...!

She shakes Richard, points.

The Official goes to the MC -- at the side of the stage -- waves to him. He bends down, listens. He nods.

The MC walks onstage and tries to stop Olive from dancing, grabbing her arms.

Olive doesn't know what he's doing, but she won't let him break her routine. She wiggles away and keeps dancing.

Richard -- outraged -- races to the front of the auditorium, leaps on the stage, jumps on the MC's back and rides him -- piggy-back -- into the wings. They crash to the ground.

Olive stops dancing, turns and looks at Richard.

Richard, grappling with the MC, waves her on.

RICHARD

Keep dancing, Honey! Just dance!

Olive turns and stares at the audience.

Dwayne, Frank and Sheryl are gesturing -- "Keep going!"

Olive -- hearing the music, seeing Sheryl, Frank, and Dwayne cheering her -- starts to dance again, fluid and relaxed.

Richard disentangles himself from the pissed-off MC as STAGEHANDS step in and pull them apart. Richard shrugs off their restraining hands, then turns to watch Olive dance.

The Contest Official steps forward and angrily confronts him.

OFFICIAL

Get your daughter off stage now!

Richard -- taken aback -- hesitates. She presses him.

OFFICIAL (cont'd)
If you don't stop her, she'll be
disqualified!

Richard stares at her. Then he nods.

RICHARD

Okay.

He turns and walks out on stage.

Olive, seeing him, is confused. He steps up behind her.

Then Richard starts dancing.

They dance together: Olive in front, Richard backing her up.

Richard looks at the Official with a defiant, fuck-you smile.

Sheryl, Frank and Dwayne, watching, can't believe it.

DWAYNE

Holy shit...!

FRANK

(to Sheryl)

You married that guy?

Sheryl shakes her head -- she can't believe it either.

Frank runs down the aisle, jumps on stage, and dances next to Richard -- a surprisingly competent set of butt-wagging, party-music moves. Dwayne follows Frank up on stage.

Sheryl pauses a moment and watches her family.

Richard waves to Sheryl to join them.

A beat. Then Sheryl walks, then runs, and jumps up on stage. Richard helps her up, and they dance together.

Kirby cranks it to "10". MUSIC is overpowering everything.

As the songs winds up, Sheryl lines up next to Olive for a unified series of thrusts.

As the final cymbal crashes, Olive pulls up her shirt to reveal "Peach" is written on her tummy with magic marker.

Audience MEMBERS respond with a standing ovation.

Frank and Dwayne strut around with their arms in the air, like victorious professional wrestlers.

Richard picks up Olive, swings her in the air. Sheryl walks over and hugs Richard and Olive.

FADE TO BLACK AND SILENCE

INT. OFFICE - NIGHT

Richard, Sheryl, Olive, Frank, and Dwayne sit -- dazed -- in a drab office. They're all handcuffed together, except Olive.

Nothing's happening. Fluorescent lights HUM.

Frank and Dwayne are still wearing their "LOSER" T-shirts.

Boxes of pageant materials -- trophies, sashes, tiaras -- are stacked around them.

Sheryl quietly eyes Richard, slouched next to her, and smiles to herself. Her eyes drift to a nearby carton of tiaras.

A door OPENS. They all look over.

A COP appears, starts taking off their handcuffs.

COP

Okay. You're out.

RICHARD

We're free?

COP

They're dropping charges. On the condition that you don't enter your child in a beauty contest in the State of Florida ever again.

FRANK

(hesitates)

I think we can live with that.

INT. HOLIDAY INN LOBBY - NIGHT

Richard, Sheryl, Olive, Frank, and Dwayne step into the lobby.

It's deserted. Decorations and banners litter the floor.

They wander out, dazed, rubbing their wrists.

Sheryl approaches Richard, takes a tiara from behind her back, places it on his head. Richard accepts it wryly.

RICHARD

Great. Thank you very much.

She smiles. Richard turns to Olive with the tiara.

RICHARD
Here. I think this is for you.

OLIVE
Dad...!

She struggles to articulate something. Finally, she shrugs.

OLIVE (cont'd)
I just like dancing...!

RICHARD
Well, you were great.

FRANK
You were beyond great.

DWAYNE
You were incredible.

OLIVE
(shy)
Thank you.

They all smile at her. Then Richard looks around.

RICHARD
Let's get the fuck out of here...!

CUT TO BLACK

SOUNDS of cars on a distant highway.

RICHARD (V.O.)
...So it's two in the morning...

EXT. REST STOP - DAY

Everyone is seated at a picnic table at a road-side rest stop. Cars WHIZZ by on a highway in the far background.

They've finished eating -- an empty bucket of KFC and bottles of Diet Sprite litter the table. Richard is telling a story.

Everyone is relaxed -- smiling and listening.

RICHARD
...He's down on his knees in this
dumpster behind the racetrack...
And it starts to rain.
(laughter)
It's wet... It's hot...
(MORE)

*

RICHARD (cont'd)

He's crawling around in this
garbage, cursing like a pirate --
looking for this ticket that I
threw away -- and all of a sudden
he goes, "Richard, don't drop the
light!" And I go, "Don't what?"

(mimes holding light)

And he goes, "Drop the fucking
light!!!" So I go...

(mimes dropping light)

Right in the water! He's like...

(mimes electric shock)

Ahhhaahhhaahhhaahhhhhh!!!

(appalled laughter)

I run back, unplug the light, run
to the dumpster -- he's lying
there, rain is pouring down... And
he's got the ticket! This twelve
hundred dollar trifecta ticket!
And I'm like, "Dad! Dad, are you
okay?" And he looks at me and all
he says is: "Richard... Don't
ever have children."

Everyone bursts out laughing.

RICHARD (cont'd)

To me, he says that! To me!

The mirth tapers off. They glance at each other.

Frank holds up his bottle of Diet Sprite.

FRANK

Here's to Grandpa.

EVERYONE

Here's to Grandpa.

They clink and drink. Richard nods to a snack shack nearby.

RICHARD

So... Who wants some ice-cream?

CUT TO BLACK

THE END