

Winter's Discontent

By

Paul Fruchbom

Kemper Donovan  
Circle of Confusion  
8548 Washington Blvd.  
Culver City, CA 90232  
(310) 253-7777

FADE IN:

EXT. SHADY PINES CEMETERY - DAY

Light rain falls on a small group of mourners gathered around a simple metal casket. A MINISTER reads from the Book of Common Prayer. Something about dust.

HERB WINTER, 75, stands at the front of the crowd. His suit is black. His hair is white. And his eyes, colored with melancholy. But not because he's at a funeral.

HERB (V.O.)

My name is Herb Winter. Today is my seventy-fifth birthday. And just so we're clear, this is not what I wished for.

Next to the casket is a picture of the deceased: a woman in her mid-70s. In the photo, the woman is smiling, but it looks awkward, forced, as if she doesn't really know how.

HERB (V.O.)

This is my wife, Ellen.  
(looks back at the casket)  
Well, at least she used to be my wife.

The tombstone reads: "Ellen Lassiter, 1933 - 2008."

HERB (V.O.)

Ellen never took my last name. It was quite uncommon back then, but I didn't really mind. She had always been a liberated woman.  
(beat)  
Except in the bedroom.

The minister continues his prayer.

HERB (V.O.)

I can't remember the last time we had sex. And that's not because my memory's gone to hell. Even when we were younger, Ellen was never that adventurous. I'd be pumping away and she would just lie there, motionless, like she was de--  
(he catches himself)  
Well, you know what I mean. Let's just say that seeing Ellen lying on her back, without a pulse, is not an entirely new experience for me.

The minister finishes speaking. He motions to two grave-diggers, who slowly lower the casket into the ground.

One mourner, CHERYL SOLOMON, a slender woman in her late 40s, begins to weep. Herb's eyes wander to her breasts.

HERB (V.O.)

You probably think I'm not a very nice person. But you know what? I don't give a shit what you think.

As Herb continues his inner monologue, the other mourners disperse. But Herb stays behind, watching his wife's grave fill with dirt...

HERB (V.O.)

I've been a faithful husband for more than fifty years. I've earned the right to be selfish. And now, I'm ready to nail some fresh ass.

...until slowly, almost imperceptibly, he starts to smile.

And just as "Eleanor Rigby" by The Beatles kicks in, we...

...BEGIN MAIN TITLES.

EXT. SHADY PINES CEMETERY - LATER

The rain continues to fall. A small procession of cheap American compact cars winds its way through the cemetery.

INT. HERB'S CAR - DAY

Herb drives an old Ford Escort. He squints to see the road ahead, a combination of poor eyesight and poor visibility.

EXT. STREET - DAY

The procession winds its way through a leafy, suburban street. It looks like Connecticut. Well-appointed, two-story homes. Manicured lawns. Driveways filled with foreign cars and basketball hoops. Actually, it is Connecticut.

EXT. HERB'S HOUSE - DAY

Then the cars arrive at Herb's house: peeling paint, an overgrown lawn, shuttered windows. The one house children avoid on Halloween. Or any other day for that matter.

Cheryl's smiling face peers out from a "For Sale" sign posted in the front yard. A red "Sold" sticker is attached.

INT. HERB'S HOUSE - DAY

The wake is in full swing. Mourners talk quietly amongst themselves, eating potato salad.

A family picture of Herb and Ellen dominates the living room. Herb is stone-faced. Ellen forces a painful smile. It's the exact same image of her seen at the funeral.

Other photos show: Herb as a young man in an army uniform, Herb and Ellen getting married, Herb and Ellen in front of their new home. They wear the same awkward expressions in every shot.

The rest of the living room is as drab as the photos: floral print wallpaper, doilies, a dusty piano in the corner.

And then there's Herb, sitting by himself in a La-Z-Boy, drinking a martini on the rocks.

**SUPER: "WINTER'S DISCONTENT"**

Herb takes a long sip from his drink.

HERB (V.O.)

God, I hate this fucking house.  
Look at that wallpaper. Ellen  
loved that wallpaper. She must  
have been retarded.

A MOURNER approaches. He takes Herb's hand.

MOURNER #1

I'm so sorry for your loss.

Herb follows the routine. He smiles meekly. He nods his head. He looks solemn. The mourner leaves.

HERB (V.O.)

Loss? If you want to talk about  
loss, let's talk about that piano.  
It hasn't been touched in thirty  
years. It has a lot in common with  
my balls.

Another mourner approaches.

MOURNER #2

I'm so sorry for your loss.

Herb feigns gratitude yet again. The mourner leaves.

HERB (V.O.)

Who the fuck are these people?

JULES ROSENBAUM, mid-70s, sits next to Herb. He is basically the nicest guy you could ever meet. A Jewish Mister Rogers.

JULES

She was a special woman, wasn't she? Just extraordinary.

HERB (V.O.)

Jules is my best friend. But he's also an idiot.

JULES

We've had some good times here, haven't we?

Herb looks at Jules. His eyes say it all: 'No, we haven't.'

JULES

You and Ellen. Me and Florence. Remember that time--

HERB

Enough about Ellen, okay?

Herb takes a sip of his drink. It helps to lighten his mood.

HERB

Let's talk about something else: Spruce Gardens. Is it as good as I hear?

JULES

You want to discuss this now?

HERB

Four to one. That's the ratio I've heard. Four-to-one women to men.

JULES

I guess that's right. If you count the Alzheimer's patients.

HERB

I'm counting everyone with two X chromosomes and a functioning spinal column.

Cheryl approaches from Herb's blind side...

HERB  
 (to Jules)  
 So, have you gotten your cock  
 sucked yet?

...and pretends she didn't hear that. When Herb finally notices her, he goes back to fake-mourning mode.

HERB  
 Oh, Cheryl. Thank you so much for  
 coming. It means a lot.

Cheryl leans over to take Herb's hand. It's very difficult for Herb not to stare at her cleavage. Very difficult.

CHERYL  
 Of course. If there's anything I  
 can do, just let me know.

HERB (V.O.)  
 I can think of so many things.

HERB  
 That's so kind of you.

CHERYL  
 (re: the house)  
 It's hard to believe that in a few  
 weeks this will all be gone.

HERB  
 Jules and I were just talking about  
 all the great times we've had here.

CHERYL  
 Well, you timed the market  
 perfectly.

HERB  
 I guess I've just been lucky  
 lately.

Cheryl looks confused. Herb realizes he said that aloud.

HERB  
 I'm sorry. That's something Ellen  
 used to say. She had these little  
 catchphrases...

HERB (V.O.)  
 Like 'Get that dirty thing out of  
 my face.'

HERB

...and I've been using them lately,  
trying to keep her spirit alive.

Cheryl nods, smiling. Herb can be a convincing liar.

CHERYL

Well, good luck at Spruce Gardens.

As Cheryl walks away, Herb's eyes linger on her ass. Tight.  
Bouncy. Hypnotic. Then he turns to Jules.

HERB

So, back to your cock.

JULES

I don't want to talk about it,  
Herb.

HERB

Just tell me. A little lick?

JULES

I don't want to talk about it.  
Especially not here. Not now.  
(beat; calmer)  
Besides, I don't really play the  
field.

HERB

But you know what the field looks  
like, right? You can provide, say,  
a road map?

JULES

I don't know, maybe. What exactly  
do you want?

HERB

What do you think?  
(beat)  
But for now, all I really want is a  
list. The women who give the best  
blow jobs at Spruce Gardens. In  
descending order.

Herb downs the rest of his drink in one gulp.

HERB

And another martini.  
(sensing reluctance)  
Come on, Julie. It's my birthday.

JULES

I know. I'm the only one who ever remembers.

Jules gets up and Herb turns his attention back to the wake. His eyes wander once again to Cheryl's breasts.

A great view.

A fresh martini.

A dead wife.

As "Paradise City" by Guns 'N Roses kicks in, Herb leans back in his chair and tries very hard not to look so happy.

EXT. SPRUCE GARDENS - DAY

A wooden sign reads: "Spruce Gardens. For Active Seniors." It sits on the front lawn of an upscale retirement village.

As the MUSIC continues, we catch glimpses of:

--The tennis courts. Four women, dressed in visors and short skirts, play a game of doubles.

--The swimming pool. A group of residents take part in "water aerobics." The class is all female.

--The lawn-bowling field. A game is in progress. White hair. White clothes. And men are few and far between.

INT. SPRUCE GARDENS - DAY

A woman's shapely ass fills the screen.

KATE (O.S.)

To the left is our music room. There are acappella concerts every Friday and music appreciation seminars twice a month.

PULL BACK TO REVEAL:

Herb, staring at that ass. Its owner is KATE BENTLEY, late 50s, a natural beauty with a nice smile and an even nicer ass.

KATE

Do you play any instruments?

HERB

I used to play the piano. But that was a long time ago.

KATE

Well, the one we have is very nice.  
(moving on)  
Over here on the right is our gym.  
Cardio machines, free weights, et  
cetera. Do you work out?

HERB

No. Not since I served in Korea.

KATE

You were in the war?

Herb nods.

KATE

So was my dad.

Herb stops nodding. That stings.

KATE

If you're anything like him,  
there's probably a lot of things  
you don't do anymore.

That stings even more. And Kate can tell.

KATE

I'm sorry. That came out wrong.

HERB

No, no, it's okay. You're very  
perceptive. I'm actually hoping  
Spruce Gardens will get me back in  
the swing of a lot of things.

Just then, WANDA NEWTON walks by. Skinny, mid-70s,  
mischievous. She eye-fucks Herb for a good two seconds.

KATE

That's Wanda.

HERB

Wanda, huh?

KATE

She's very... friendly. If that's  
your type.

HERB  
I don't really have a type. I'm  
more of an equal opportunity  
employer.

Kate smiles politely. They continue walking.

KATE  
So, Mr. Winter--

HERB  
Please...

Herb looks at Kate's name tag, which rests just on top of her  
breasts. He loses his train of thought for a moment.

HERB  
...Kate. It's Kate, right?  
(off her nod)  
Call me Herb.

KATE  
Okay. Herb. What did you do  
before you came here?

HERB  
I was a salesman.

KATE  
Oh. So you're a people person?

HERB  
I wasn't a very good salesman.

KATE  
(brushing that off)  
And what did you sell?

HERB  
Typewriters.

KATE  
Typewriters?

HERB  
Typewriters.

KATE  
I guess that makes sense.

HERB  
I know. We're both obsolete.

KATE

No, that's not what I meant.  
Playing the piano. Typing. You  
must be very good with your hands.

Herb has a brief coughing fit. Kate continues the tour.

KATE

We're coming up on our cafeteria  
and dining hall. Each night, in  
addition to our regular menu, we  
have a vegetarian option, a low-  
salt option and a no-fat option.

HERB

Sounds like--

KATE

Your wife's cooking?

Herb smiles. That's exactly what he was going to say.

KATE

I get that a lot.

HERB

Actually, my wife didn't cook much.  
We ate a lot of canned soup.

KATE

I'm very sorry to hear about your  
loss.

HERB

Well, you win some, you lose some.

Kate looks confused. Herb realizes he said that aloud.  
Again. He fumbles for a lie.

HERB

I'm sorry. That's, uh... my  
wife... she had these sayings...

KATE

It's okay. I understand.

And Herb can tell that she really does. He looks at her for  
a moment, touched. But it's only a moment. He turns away,  
almost embarrassed to be the object of her compassion.

KATE

Here, let me show you our bocce  
courts.

INT. SPRUCE GARDENS, CAFETERIA - NIGHT

An upscale cafeteria with a salad bar, a grill station and a small team of chefs. Herb and Jules are eyeing their dinner options. The women are all eyeing Herb. Fresh meat.

JULES

(to the counter-person)  
I'll get the fish of the day,  
please. A half-order of brown  
rice. And some steamed vegetables.

HERB

Your wife's been dead for three  
years, Jules. Your balls should  
have grown back by now.

JULES

I'm watching my salt intake.

HERB

Salt's a preservative. Your  
testicles need all the help they  
can get.

(to the counter-person)  
I'll have a steak, rare. Some  
corn. A double order of mashed  
potatoes. And could you just ladle  
some melted butter over everything?

The counter-person nods.

JULES

You're going to kill yourself.

HERB

The more fat in your diet, the  
better your semen tastes.

JULES

You're barbaric.

HERB

What? I read it in Esquire.

JULES

Have you done a taste test?

HERB

Fuck you. Just tell me where I can  
get a drink around here.

(looking around the room)

(MORE)

HERB (cont'd)  
Supposedly alcohol makes your  
erections last longer.

INT. SPRUCE GARDENS, DINING HALL - NIGHT

Herb, sipping on his second martini, is in the middle of a story. He's sitting with Jules, ELMER WILLIAMS and CHARLIE HASSELBACK, two long-time residents, both in their early 80s.

HERB  
So on my way back from Korea, I  
have a few days in Paris. And I'm  
at a bistro on the Left Bank when  
in walks this little Brigitte  
Bardot look-alike.

ELMER  
Were you wearing your uniform?

HERB  
Of course.

CHARLIE  
Fuckin' frogs get so wet for a guy  
in uniform.

ELMER  
I've never been with a French girl.

CHARLIE  
They don't shave their armpits.

ELMER  
I thought that was the Italians.

Herb interrupts so he can resume his story.

HERB  
I don't care if this girl had hair  
on her ass. She was stunning.  
Anyway, I buy her some drinks and  
we start talking. She's speaking  
French, I'm speaking English and  
neither one of us knows what the  
other is saying. But by the end of  
the night, I know this girl wants  
to take me home.

Jules looks concerned.

JULES  
Did you go?

CHARLIE

Of course he did. He's not a queer.

HERB

No, I didn't. That's the crazy part. Ellen and I were supposed to get married when I got back. And, I guess I wanted to be faithful. But I got to tell you, it's one of the great regrets of my life.

(takes a sip of his drink)

I'll never forget the last thing she said to me, either. Just as I'm leaving, she pulls me close, presses her breasts up against my chest and whispers in my ear: '*Je suceraï ta bite pour deux francs.*'

ELMER

(wistfully)

*Je suceraï ta bite pour deux francs.*

JULES

What does that mean?

HERB

I didn't know. Like I said, I don't speak French. But I looked it up a few days later.

Herb pauses and looks around the table.

HERB

I'll suck your cock for two francs.

Charlie and Elmer erupt with laughter. Jules isn't amused.

HERB

It sounds a lot better in French.

CHARLIE

It sounds good in any language.

HERB

(shifting the topic)

So, Charlie, Elmer, there's something else I wanted to talk about. Jules here has given me a preliminary briefing on the female talent in this establishment. But it's a little thin on details.

Herb hands over a list of names. The list Jules gave him.

HERB

I was hoping you might be able to fill in some of the blanks.

Elmer and Charlie scan the list, occasionally nodding their heads approvingly. But they also look a little wary.

CHARLIE

Herb, you seem like a good guy.

ELMER

A great guy.

CHARLIE

Exactly. But it's just...

HERB

I know what you're getting at. But look around you. For the first time in our lives, we're in a place where a penis -- any penis -- is a prized commodity. There's no need to compete with each other. And if we work together, we'll all be able to save a lot of time and energy for more stimulating endeavors.

Elmer and Charlie look at each other, tacitly acknowledging Herb's point. They look back at Herb.

ELMER

All right. What do you want to know?

In the background, Frank Sinatra's "The Lady is a Tramp" begins to play on the dining hall's speakers.

HERB

Everything.

ANGLE ON EVA JANIKOWSKI

A gray-haired woman in her 70s. (This describes 90 percent of the women in the dining hall.) Eastern European features, ruddy cheeks, a full bosom.

ELMER (O.S.)

Eva Janikowski. Tight ass.

CHARLIE (O.S.)  
Even tighter you know what.

ELMER (O.S.)  
She speaks Polish when she cums.

ANGLE ON PATTY DELANO

Dyed blond hair, pearl necklace, a perfect WASP grandmother.

CHARLIE (O.S.)  
Patty Delano. She may look prim  
and proper--

ELMER (O.S.)  
But don't let the pearl necklace  
fool you.

CHARLIE (O.S.)  
She likes to swallow.

ANGLE ON IRIS SHALOV

Another septuagenarian. Jewish, curly white hair, hefty.

ELMER (O.S.)  
Iris Shalov. Recently lost her  
husband, Irv.

CHARLIE (O.S.)  
Irv was a sweet man.

ELMER (O.S.)  
A hell of a nice guy

CHARLIE (O.S.)  
But a bit of a limp dick.

ELMER  
Since he passed, Iris has become a  
nymphomaniac.

CHARLIE (O.S.)  
She prefers to be on top.

ANGLE ON RENEE HARRELSON

Short white hair, steel eyes, pugnacious face.

ELMER (O.S.)  
Renee Harrelson. Untouchable.

CHARLIE (O.S.)  
An ice queen.

ELMER (O.S.)  
We think she's a lesbian.

ANGLE ON WANDA NEWTON

CHARLIE (O.S.)  
Wanda Newton.

ELMER (O.S.)  
Wanda Newton.

CHARLIE (O.S.)  
The slut of Spruce Gardens.

ELMER (O.S.)  
God bless her.

CHARLIE (O.S.)  
Just be sure to use a rubber.  
She's fucked more men than the  
I.R.S.

BACK AT THE TABLE...

...Herb is smiling. And taking notes. When he looks up, he sees Kate on the other side of the room.

HERB  
What about Kate?

JULES  
(confused)  
Kate Winslow? The quadriplegic?

HERB  
I don't even know why I talk to you  
sometimes. It's like we breathe  
the same air, but your brain  
doesn't process the oxygen.  
(explaining)  
Bentley. Kate Bentley.

Jules looks chastened. Elmer and Charlie just look amused.

ELMER

Good luck.

CHARLIE

Maybe if you had a twelve-inch  
cock.

ELMER

She doesn't even qualify for  
Medicare.

Herb stares at Kate from across the room.

HERB

But just look at that ass.

HERB (V.O.)

God, what I wouldn't give to rub  
that for a couple hours.

CHARLIE

And I want to have a three-way with  
Condoleeza Rice and Madeleine  
Albright. But let's face reality.

Herb turns his attention back to the table.

HERB

Fine. So who should I approach?

ELMER

Don't worry, they'll approach you.  
We haven't had a new resident in  
almost a year.

CHARLIE

The natives are restless.

HERB

But who should I choose?

CHARLIE

That depends. When was the last  
time you, you know, punched in?

HERB

(a long pause)  
I don't remember.

Charlie and Elmer let that sink in. They look at each other.  
They look back at Herb.

CHARLIE/ELMER  
(in unison)  
Wanda.

INT. HERB'S ROOM - NIGHT

Herb is watching TV in his spare, undecorated living room. His only furniture is his La-Z-Boy and a bookshelf lined with classical records and 1940s burlesque films.

A KNOCK at the door. It's Eva, holding a pastry box.

EVA  
Hi. I just wanted to introduce myself and say welcome to Spruce Gardens. I'm Eva.

HERB  
That's very kind of you. I'm Herb.

EVA  
I know.

She's shy, nervous, like a teenager. She hands him the box.

EVA  
It's carrot cake.

HERB  
I love carrot cake.

Eva's shyness quickly disappears. Her voice turns husky.

EVA  
I whipped the cream myself.

HERB  
Oh. That's... great. I can't wait to taste it.

EVA  
Anytime. I'm in room thirty-seven.

INT. HERB'S ROOM - LATER

Herb continues to watch TV. Another KNOCK at the door. This time it's Iris Shalov, carrying homemade toasted almonds.

CUT TO:

Herb, opening the door on Patty Delano, bearing a meatloaf.

CUT TO:

Herb opening the door once again. This time it's Wanda. But she's not carrying anything.

WANDA

Hello, Herb.

HERB

Let me guess. Homemade jam?

WANDA

No. Those other girls still think the way to a man's heart is through his stomach. But I'm not really interested in a man's heart if you know what I mean?

(beat)

Mind if I come inside?

Herb ushers her in. Wanda starts to look around.

WANDA

I like what you've done with the place. Minimalist.

She scans Herb's movies and pulls out one of the tapes. It's called "Peeping Tom's Paradise."

WANDA

This is one of my favorites.

HERB

So, Wanda--

WANDA

You know my name?  
(off Herb's nod)  
I'm impressed. So far.

HERB

Would you like a drink? I have gin. And... well, gin.

WANDA

Herbie. Can I call you Herbie?

Herbie nods. Wanda comes closer.

WANDA

Do you want to drink? Or do you  
want to fuck?

Herb is speechless. A bead of sweat trickles down his cheek.

HERB

(nervous)

Is that a rhetorical question?

Wanda smiles. She's now an inch away from his face. A slow,  
sexually-charged beat...

...and then they start kissing like horny teenagers. Hands  
groping. Tongues probing. It's kind of disgusting.

WANDA

(breaking the kiss)

Do you have a condom?

Herb is breathing heavily. His hair is disheveled.

HERB

A what?

WANDA

(smiling)

Don't worry.

She pulls a condom out of her pocket and hands it to Herb.

HERB

Thanks.

Herb walks to the bathroom, but then stops and turns around.

HERB

I'm sorry, but... do you have any  
extras?

WANDA

Damn right I do.

INT. HERB'S BATHROOM - NIGHT

Several unrolled condoms are littered on the counter-top.  
Herb is naked in front of the mirror, visible only from the  
chest up. He grabs another condom and tries to put it on.

HERB

Motherfucker.

WANDA (O.S.)  
Herbie, are you okay?

HERB  
I'm fine.

The condom flies off into the mirror and sticks to the glass.

HERB  
I'll... be right out.

Herb only has one condom left. He opens the package, closes his eyes and takes a deep breath.

After a moment, he opens his eyes. And he smiles.

INT. HERB'S BEDROOM - NIGHT

Wanda is under the bedcovers. Herb enters, somewhat nervous. He turns off the lights and crawls into bed.

WANDA  
You like it dark, huh?

HERB  
I guess so.

WANDA  
Do you like it dirty?

Wanda immediately rolls on top of him. All we see is their silhouettes, but things start to get a little sweaty.

WANDA  
Do you want to get inside me?

Herb nods. He wants nothing else. And it's all so tantalizingly close. Except for one small problem...

HERB (V.O.)  
Oh shit.

Both Wanda and Herb stop moving. An awful pause.

HERB (V.O.)  
This can't be happening.

Wanda rolls off Herb, clearly disappointed.

HERB  
I'm so sorry.

WANDA

It happens. My hit ratio's about sixty-five percent.

Wanda puts on her clothes and turns on the light.

HERB

Please, don't go.

WANDA

Don't get possessive on me, Herbie. I have to be somewhere else in forty-five minutes. But let's try again tomorrow night.

HERB

Really?

WANDA

Stop by room one-fourteen after dinner. Say five-thirty?  
(off Herb's nod)  
There's just one thing I need to tell you. In my room, the lights stay on.

She blows Herb a kiss and leaves.

INT. SPRUCE GARDENS, CARD ROOM - DAY

Charlie, Elmer, Jules and Herb are playing bridge.

CHARLIE

You didn't take Viagra? Who do you think you are, Wilt Chamberlain?

ELMER

And you don't have any condoms?

CHARLIE

What did we tell you?

HERB

(hissing)  
I don't know what I'm doing.

ELMER

If you have a death wish, fine. But Herb, you bare-back these chicks, you're just fucking the rest of us.

JULES  
(deadpan)  
Literally.

HERB  
This is ridiculous. Prophylactics  
to cover your johnson. Pills to  
make it hard. What happened to  
just sticking it in and hoping for  
the best?

CHARLIE  
Science.

JULES  
Women's liberation.

ELMER  
Internet porn.

CHARLIE  
Herb, we need all the help we can  
get. And that little blue pill?  
It's like the Apollo Program and  
the Manhattan Project rolled into  
one. And your penis is the  
beneficiary.

HERB  
Okay, fine, I get it. So what do I  
need to do?

CHARLIE  
Well, everybody's got their  
personal preferences, but I like to  
mix my own Viagra cocktail -- like  
those drug combinations they give  
to fairies with AIDS.

ELMER  
Hey, my son's gay.

CHARLIE  
I knew it was genetic.

HERB  
Come on, please.

CHARLIE  
All right. So, an hour beforehand,  
I usually pop one forty milligram  
Viagra. That's the standard  
bearer, your flagship.

(MORE)

CHARLIE (cont'd)

I also take one-third of a Cialis and one Levitra. That's your backup. Some of these girls want to go two, three times a night and then again in the morning. You need reinforcements. And finally, I recommend a few Advil, just to prevent any aches and pains.

Charlie tosses a few pill bottles onto the table.

CHARLIE

This should get you started.

HERB

And what about rubbers?

Elmer pulls a stash of condoms from his pocket and puts that on the table, too.

ELMER

If you run out, let us know. We've got a connection at the pharmacy.

HERB

(picks up a condom)

Do I need to use one of these if she... goes downtown?

JULES

Yes.

No.

CHARLIE

ELMER

It's complicated.

HERB

How is Wanda in that department?

CHARLIE

That's complicated, too. Don't get me wrong. She's a very talented girl. But... she expects you to return the favor.

Herb grimaces.

CHARLIE

These days it's kind of standard.

HERB

Fuck.

ELMER

I take it you don't have much  
experience down there.

HERB

I don't have much experience with  
anything.

(sotto; embarrassed)

I've never even gotten a blow job.

CHARLIE

Fuck off!

HERB

I'm serious. Jules will tell you.  
My wife wasn't the most giving  
person in the world.

JULES

Don't badmouth her, Herb.

ELMER

Her mouth certainly wasn't doing  
him any favors.

Charlie and Elmer bump fists. Snap!

CHARLIE

Just tell Wanda what you told us:  
you're an oral virgin. She'll be  
so happy to pop your cherry,  
reciprocity won't be an issue.

ELMER

(whispers to Charlie)

Maybe we should use that line, too.

INT. HERB'S BATHROOM - THE NEXT NIGHT

Herb holds about six pills in his hand. He swallows them one  
by one. It takes an uncomfortably long period of time.

Next, he grabs a roll of condoms from a drawer, along with a  
hand-drawn diagram depicting their proper usage.

Finally, he looks at himself in the mirror. He brushes his  
hair with his hand. He checks his breath. He's ready.

HERB (V.O.)

Let's go fuck this broad.

INT. SPRUCE GARDENS, HALLWAY - NIGHT

There's a spring in Herb's step as he heads towards Wanda's room. He can already feel the pills kicking in.

EXT. WANDA'S ROOM - NIGHT

The number on the door says 114. Herb notices that the door is slightly ajar. He pushes it open, excitement building...

INT. WANDA'S ROOM - NIGHT

...only to find Kate and two paramedics inside. On the floor is a white sheet with the shape of a human body underneath.

All eyes turn to Herb. Frozen in the doorway.

KATE  
(approaching)  
Herb, what are you doing here?

HERB  
(in shock)  
I, uh... Wanda asked me to come...  
(beat)  
Is she...?

Kate nods. Her eyes start to water. So do Herb's. Kate hugs him, touched by her perception of his sensitivity.

KATE  
It's okay, Herb. She lived a full life. More than most.

HERB  
Tonight of all nights.

As Kate hugs him tighter, Herb's eyes go wide. The Viagra is really working. Herb quickly breaks off the hug and turns his back to Kate, trying to hide his erection.

HERB  
I'm sorry. I... I just can't look.

KATE  
I understand. I didn't know you two were friends.

HERB  
We weren't.

KATE

Oh...

Herb realizes his misstep. He quickly backtracks.

HERB

It's just, seeing this... and with my wife. It brings back some bad memories.

Kate gently puts her hand on Herb's shoulder and turns him around, pulling him in for another hug. To avoid detection, Herb is forced to do one of those awkward, ass-out hugs.

Meanwhile, one of the paramedics notices Herb's erection. He quietly points it out to his colleague.

HERB

I'm sorry, I think I need to sit down.

Herb moves to a chair and crosses his legs.

KATE

It gets better.

HERB

Excuse me?

KATE

I have some experience with this sort of thing. When my husband--

HERB

You're married?

KATE

No.

Herb tries to hide his relief.

KATE

He died about ten years ago.

Herb tries to hide how much he feels like an asshole.

HERB

I'm sorry.

KATE

Thank you. But that's what I'm trying to say. I know it's hard right now...

The paramedics try to suppress a laugh.

KATE

...but give it time. It gets a little bit easier every day.

Kate puts her hand on Herb's shoulder. It's a tender moment. Herb re-crosses his legs.

KATE

I have to contact her family. Will you be okay if I leave you here?

Herb nods, somewhat distraught. But as Kate walks away, he still manages to get a look at her ass.

Herb turns to the paramedics, who give a silent nod towards his crotch. Herb, embarrassed, adjusts himself.

INT. SPRUCE GARDENS, DINING HALL - DAY

Elmer, Charlie, Jules and Herb are at breakfast.

JULES

Poor Wanda.

HERB

Poor Wanda? I couldn't sleep last night because of those pills. My dick was like a goddamn tire iron.

ELMER

At least you know you're still packing.

CHARLIE

It could have been worse. She could have kicked it while you were inside of her.

ELMER

A trauma like that will fuck with your head.

CHARLIE

And you'd never get laid at Spruce Gardens again. The girls here just won't take that kind of chance.

ELMER

Your cock gets blackballed.

CHARLIE  
Might as well be ejaculating  
arsenic.

ELMER  
A few years ago, this guy James  
Sutcliffe was banging this broad  
Claire Cummings--

CHARLIE  
No, it was Sarah Livingstone.

ELMER  
Are you sure?

CHARLIE  
Claire Cummings was the one who  
died from autoerotic asphyxiation.  
Sarah Livingstone checked out while  
Sutcliffe was going down on her.

JULES  
Do we have to talk about this now?  
Wanda just died.

Jules looks around the table. The other guys just shrug.

JULES  
There are more important things  
than sex.

ELMER  
Not to Wanda there weren't.

CHARLIE  
Look Jules, it's an unfortunate  
situation. But a woman her age,  
with her proclivities, it was bound  
to happen.

ELMER  
Better a heart attack than  
syphilis.

HERB  
So what happened to Sutcliffe?

Elmer and Charlie look at each other.

ELMER  
Women shunned him. Guys didn't  
want to be seen with him.

(MORE)

ELMER (cont'd)

Eventually, he had to move into one of those homes for invalids. He died a few weeks later.

CHARLIE

The paramedics found him naked, soft porn in the VCR and his hand stuck in a jar of petroleum jelly.

The conversation dies for a moment. For these men, death is one thing. It's always present. But to die like that...

CHARLIE

It was sad.

ELMER

From everything I've heard, he was really good at oral.

JULES

(exasperated)

You guys are unbelievable. I'm going to take my fiber supplements.

Jules leaves.

HERB

So who's next in line behind Wanda?

ELMER

That's the spirit. Who says you're not part of the greatest generation?

CHARLIE

I think Eva is your best bet.

HERB

She did make a nice carrot cake.

ELMER

That's not the only thing she does with carrots.

Herb looks confused. Elmer just winks at him.

CHARLIE

You'll have to wait a couple of days, though. This kind of thing, with Wanda dying and all, the girls take it hard. But don't worry. Soon enough, everything will be back to normal.

And just like that, conversation in the dining hall stops.

The guys turn around to investigate. And that's when they see MIKE MILLER enter the room. Mid-60s, tan, chiseled. Elvis has entered the building. Women look on in awe.

HERB

Who's that guy?

CHARLIE

Maybe he's the new tennis pro?

Kate is walking next to Mike. She brings him over.

KATE

Hi, guys. I'd like to introduce you to our new resident. Charlie Hasselback, Elmer Williams, Herb Winter. This is Mike Miller. A transfer from our Hartford branch.

MIKE

It's a pleasure to meet you.

Stunned silence. The table is too shell-shocked to respond.

KATE

(to Mike)

Can I leave you here for a second?  
I just have to check on something.

MIKE

(joking)

1965. I had a girlfriend say the exact same thing to me. Next thing I knew, she had changed her name to Pollen, moved to some commune outside Berkeley and started giving free hand jobs to local draft dodgers.

Kate laughs and places her hand on Mike's shoulder.

KATE

Ahh, the sixties.

Herb, Elmer and Charlie look on blankly.

KATE

Well, I promise I'll be right back.

MIKE

I think I can trust you.

Kate smiles and turns to leave. Mike stares at her ass.

MIKE

God, what I wouldn't give to stick  
my face in that for a couple hours.

(pulls up a chair)

So boys, what's the word? From  
what I hear, this place has more  
free pussy than an animal shelter.

Another stunned silence. Nobody says anything. Until...

CHARLIE

No, not at all.

ELMER

You must have been misinformed.

CHARLIE

The women here are frigid.

ELMER

Like the polar ice caps.

CHARLIE

Before global warming.

MIKE

Really?

HERB

Really. The last thing to get laid  
in this place was the foundation.

MIKE

Hmm.

(points to someone)

What about her?

ANGLE ON PATTY DELANO

ELMER (O.S.)

Bitch.

ANGLE ON IRIS SHALOV

MIKE (O.S.)

And her?

CHARLIE (O.S.)  
 You need pliers to get her legs  
 open.

ANGLE ON RENEE HARRELSON

MIKE (O.S.)  
 What about that one? She looks  
 feisty.

CHARLIE/ELMER (O.S.)  
 (in unison)  
 Total dyke.

BACK AT THE TABLE...

...Mike looks frustrated. But not altogether convinced.

MIKE  
 That's strange. I mean, I've only  
 been here for an hour, but I  
 haven't seen this many horny chicks  
 since abortion was legalized.

Mike sees Kate across the room, waving him over.

MIKE  
 Speaking of which.  
 (gets up)  
 Gentlemen...

Mike is suddenly distracted by Eva walking past the table.  
 They lock eyes. A look of pure sex.

MIKE  
 ...I'll see you around.

He leaves. Charlie, Elmer and Herb look on in disbelief.

INT. HERB'S ROOM - NIGHT

MUSIC fills the air. The record player spins Mozart.

Herb is in his La-Z-Boy, wearing headphones. When he gets up  
 to refresh his martini, he takes his headphones off...

...and the MUSIC stops.

In its place, Herb detects a faint sound. Like a WOMAN'S  
 VOICE. And it's coming from next door.

Herb presses his ear against the wall. And yes, it's definitely there. A WOMAN'S VOICE, muffled.

And then HEAVY BREATHING...

...and GRUNTS.

...and a bed CREAKING.

And as it all gets louder and louder...

...Herb finally realizes what's happening next door.

EVA (O.S.)  
 (Polish, with subtitles)  
 Yes. Yes. Come inside me. Come  
 inside me.

Judging by the MOANS off-screen, he does.

INT. SPRUCE GARDENS, DINING HALL - WEEKS LATER

Herb, Jules, Elmer and Charlie are sitting at their usual table. Each one of them is looking across the room.

What they're looking at: Mike, entertaining a harem of seven starry-eyed women. He's in the middle of a story. And when the punch line comes, the table erupts in laughter.

HERB  
 What an asshole.

The four men turn to face each other. With the exception of Jules, they look haggard, unshaven. Especially Herb.

HERB  
 I'm thinking of soundproofing my  
 walls. The guy goes all night.  
 Every night.

CHARLIE  
 He's a machine.

ELMER  
 Like Sting.

More peals of off-screen LAUGHTER from Mike's entourage.

HERB  
 Jules, what did you find out?

JULES

He used to work in pharmaceutical sales. Apparently, he has access to this experimental drug that's not even F.D.A. approved. It's only been tested on gorillas so far, but supposedly it makes Viagra look like chewable aspirin.

HERB

He uses gorilla Viagra?

ELMER

No wonder I haven't gotten laid in weeks.

CHARLIE

Bobo the chimp is balling the whole fuckin' village.

Another peal of LAUGHTER from across the room.

CHARLIE

Will those two-bit whores shut the fuck up?

HERB

Let's just calm down for a second. Jules, how many clean names are left?

Jules looks at the list. Most of the names are crossed off.

JULES

Patty, Iris and Renee.

ELMER

No. Not Renee. Not anymore.

CHARLIE

Bullshit!

JULES

You guys have been trying to sleep with her for years.

HERB

Shut the fuck up, Jules. That's not helping. So what? So he slept with Renee.

ELMER

And another woman. At the same time.

CHARLIE

He had a threesome?

ELMER

Not only that. I heard he did both of them doggy-style.

CHARLIE

He took them from behind?

JULES

That's got to be hell on his knees.

HERB

Jules, for the love of Christ, shut the fuck up.

ELMER

No. Not from behind. The original doggy style.

HERB

What the hell does that mean?

ELMER

You know... going in a different door.

Blank stares. It takes a moment for that to register.

JULES

Oh my God.

HERB

That's disgusting.

CHARLIE

Is he a fag?

ELMER

I think that's what the young kids are doing these days.

Herb turns around to look at Mike and his entourage. He sees Patty sit down at Mike's table.

HERB

And you wonder why this country's going to hell.

INT. HERB'S BEDROOM - NIGHT

Herb is in bed, eyes open. It's peaceful. Quiet. Yet for some reason, Herb can't sleep. Then he removes an ear plug and the peace is violently interrupted by...

PATTY (O.S.)  
Spank me. Spank me.

A beat. And then, from next door, SPANKING.

PATTY (O.S.)  
Harder. Harder.

More SPANKING. Harder SPANKING.

Herb gets out of bed and puts on his robe.

INT. SPRUCE GARDENS, HALLWAY - NIGHT

Herb, in his robe and slippers, walks through the deserted hallways. As he passes the music room, he notices a piano in the corner, bathed in moonlight.

INT. SPRUCE GARDENS, MUSIC ROOM - NIGHT

A tumbler of gin is on top of the piano. Herb, sitting on the bench, takes a sip.

He begins tapping on a few keys, tentatively at first. The CHORDS sound vaguely familiar, but it's so slow and soft that it's difficult to make out the piece.

Then Herb picks up the pace, slowly finding his way. And it soon becomes clear that he's playing the opening CHORDS to Beethoven's Fifth Symphony.

Herb's face, once weary, now looks focused. Pissed even.

His fingers pound the keys.

Faster.

Harder.

With venom.

It's clear Herb has talent, but this is not a traditional Beethoven interpretation. This is much more violent. This is a man unleashing his sexual frustration on a piano.

And then, all of a sudden, Herb stops playing. He is drenched in sweat. He looks exhausted. Vaguely post-coital.

The lights go on. Kate is at the doorway.

KATE

Jesus, Herb. What are you doing?  
(walks into the room)  
You're not supposed to be in here  
this late.

HERB

I'm sorry. It's just... I, uh... I  
couldn't sleep.

KATE

(softening)  
Oh...

HERB

Was I bothering you?

KATE

No, no. Don't worry. I was  
working late and didn't even  
notice. But then Dorothy Fischer  
in room 210 woke up screaming,  
saying she was being raped by the  
Phantom of the Opera.

Herb hangs his head. But Kate smiles.

KATE

I thought you didn't play the piano  
anymore?

HERB

I don't. It's just... I really  
needed a drink and, you know, the  
two things kind of go together.

Kate picks up the tumbler and smells it.

KATE

Gin?

HERB

Beefeater martini on the rocks.

KATE

Hmm. I prefer Tanqueray. Straight  
up.

HERB  
Twist or olives?

KATE  
Twist. If I wanted a salad in my  
drink, I'd ask for one.

Herb smiles. They have something in common.

HERB  
Actually, if I'm at a bar, I ask  
for a martini straight up, too.  
But I get a glass of ice on the  
side.

(off Kate's confusion)  
A martini straight up contains more  
liquid than one on the rocks, but  
they both cost the same. This way,  
I pour the martini into the glass  
of ice and basically get two drinks  
for the price of one.

KATE  
Impressive.

HERB  
It was my wife's idea. She was  
kind of a penny-pincher.

KATE  
Sounds like a smart lady.

HERB (V.O.)  
She was a miserly bitch.

Kate sits down next to Herb on the bench.

KATE  
Did you guys have a good  
relationship?

HERB  
Umm, well, that's an interesting  
question.

KATE  
I'm sorry. I don't mean to pry.

HERB  
No, no, it's fine. I was just  
thinking of how to answer that.

HERB (V.O.)

You know how the female praying  
mantis eats the male?

HERB

You know those old couples you see  
at restaurants? The ones who eat  
soup and don't say a word to each  
other the entire time? That was  
us. Except we didn't go out to  
restaurants.

KATE

Well, I'm sure you still miss her.

HOLD on Herb. He nods. And he's so sincere that not only  
does Kate believe him, but so do we. It's almost  
heartbreaking, the sight of this man thinking about his dead  
wife. A whole life captured in a single moment.

HERB (V.O.)

Like cancer.

INT. SPRUCE GARDENS, MOVIE ROOM - NIGHT

A black-and-white movie plays to a half-empty room. Herb and  
his friends are in the back talking.

CHARLIE

Are you fuckin' high? You've got  
no chance.

ELMER

Herb, that's her job. To be nice  
to you.

CHARLIE

She's like a stripper.

HERB

Well, I need to fuck somebody. I  
almost raped that piano.

A feeble old man (EMERSON) tries to shush them.

CHARLIE

Shut the fuck up, Emerson. You've  
seen this movie five fuckin' times  
already.

(turning back around)

How about Iris? She's still clean,  
right?

The three of them look towards Jules, the only one really paying attention to the movie. And the only one who actually seems to have his finger on the pulse. He shakes his head.

ELMER

Really?

JULES

(whispering)

They went into her room Saturday morning and didn't come out until dinner time. And she was limping.

CHARLIE

He fucked her on the Sabbath?

ELMER

Is there no such thing as common decency anymore?

Emerson tries to shush them again.

CHARLIE

(to Emerson)

One more word and I'll shove those dentures so far up your ass you'll be shitting Fixodent for a month.

Charlie turns back to the group. A grim silence hangs in the air. Defeated, they turn their attention to the movie.

On the screen, a buxom female gets up on a stage...

...and starts dancing.

...and shaking her hips.

...and wriggling her eyebrows.

It's the type of scene likely considered scandalous in 1932. But Herb and his friends now sit in rapt silence. Engrossed.

INT. HERB'S ROOM - TEN MINUTES LATER

Herb enters and moves through the room quickly, sure of purpose, single-minded in his pursuit. He doesn't even bother to turn on the lights.

He enters the bathroom and closes the door.

EXT. SPRUCE GARDENS - THE NEXT DAY

Herb, Charlie and Elmer sit on a bench next to a pond. Jules is nearby, tossing bread to the ducks. The men on the bench all sit in silence, glumly staring at the water. Finally...

HERB

I've started masturbating again.

Elmer and Charlie nod in silent assent.

HERB

I really thought I was done with that part of my life.

ELMER

You know, last night was the first time I've masturbated since I've been at Spruce Gardens.

HERB

Really?

CHARLIE

There was never a need.

ELMER

There was never a time.

CHARLIE

Besides, Medicare doesn't cover Viagra. It just seemed kind of wasteful...

Herb pulls out a pack of Marlboro Reds.

HERB

I was saving this for a special occasion.

ELMER

You smoke?

HERB

Not since I was a teenager, but if we're masturbating again...

He offers cigarettes to the others. Charlie and Elmer each take one. They start smoking. Occasionally, they cough.

HERB

This can't be how it ends. The  
four of us sitting here, feeding  
the birds, waiting to die.

The men stare at the pond. Two ducks nuzzle each other.

CHARLIE

Those ducks wouldn't even fuck us.

More silence. More smoking. Until...

HERB

You know what? Fuck this. And  
fuck masturbation. And fuck this  
new guy.

ELMER

What are you thinking?

CHARLIE

Hookers?

ELMER

Myspace?

HERB

I'm thinking we can't just resign  
ourselves to defeat.

CHARLIE

What are you gonna do? Mike  
Miller's a human dildo.

ELMER

The guy probably sweats sperm.

Jules approaches.

JULES

Two days ago, I tried talking to  
Helen Williamson. Just talking.  
And she wouldn't even look at me.  
None of them will.

ELMER

They don't want Mike to think  
they're sleeping around.

CHARLIE

Fuck, most of them aren't even  
conscious during the day.

(MORE)

CHARLIE (cont'd)  
They've either been up all night  
with Supercrack or they're resting  
for their next go-round.

ELMER  
You know what Helen Williamson told  
me the other day? That she was  
going to take a siesta. Like a  
goddamn European.

CHARLIE  
Vampire is more like it. A  
nocturnal, bloodsucking whore.

HERB  
Look, it's not going to be easy,  
but... hell, I spent eighteen  
months in Korea, sleeping in rice  
paddies and shooting at Communists.  
And I didn't do it so I could grow  
old getting blue-balled by some  
sexual deviant in tight jeans. We  
can compete with this asshole. We  
just have to work at it.

Everyone falls silent for a moment. Contemplating.

CHARLIE  
I'm sorry, Herb. I'm too old for  
this. I'm out.

ELMER  
Me, too. It's like my dry cleaning  
business. When the Orientals came  
into town, I knew it was time to  
move on.

HERB  
Fine, quit. But you two already  
had your run. This is all I have  
left.

(turns to Jules)

Jules?

(no response)

Come on, Julie. I need you.

Jules sits in silence. A long pause. Finally...

JULES  
What do I have to do?

INT. HERB'S BEDROOM - DAY

Herb is digging through his closet, looking for something.

HERB (V.O.)

Okay. What I'm proposing is a complete reconditioning of our mind and body. Mike Miller may be younger than us. He may be stronger. But that shit-bag doesn't have heart. He doesn't have grit. We can beat him.

Herb pulls out a pair of old Converse sneakers.

HERB (V.O.)

But first, we need to get our asses in shape.

EXT. SPRUCE GARDENS - DAY

Herb and Jules are dressed like tennis players from the 1930s: white shoes, white pants, white polo shirts. Jules also wears a headband.

They are slowly walking along a running trail.

JULES

Do you really think this is going to help?

HERB

Have a little faith, Jules. Today, we walk. Tomorrow, we run. Soon enough, we'll be tap-dancing around that ass-raper.

JULES

We're not going very fast.

HERB

We're exercising, goddamnit.

The two continue their walk. Herb starts to smile.

HERB

That cocksucker is never going to know what hit him.

MIKE (O.S.)

On your left!

Herb and Jules turn around...

...just in time to see Mike blow past them. A human blur in nylon running shorts.

Herb and Jules watch, incredulous, as Mike speeds down the trail, muscles rippling against his form-fitting tank top.

EXT. JACKSON'S HOUSE - DAY

Herb's car stops in front of a dilapidated house.

HERB (V.O.)

All right, maybe we can't compete on stamina, but I'll be damned if that son of a bitch is going to beat us on technique. Now, I've been out of the game a long time. So have you. And apparently the missionary position just doesn't cut it anymore. It's time for us to find something new.

Herb and Jules get out of the car. Both of them look dubious as they make their way up the weed-strewn path.

HERB

How did you find this guy?

JULES

The internet.

HERB

What's his name?

JULES

Jackson Johnson.

HERB

He has two last names?

JULES

That's what he called himself on Craigslist.

Jules KNOCKS on the door. Nothing. He KNOCKS again.

JACKSON (O.S.)

I told you, bitch. I'll pay you tomorrow.

Herb and Jules exchange a worried look.

JULES

Uh, Mr. Johnson, it's Jules  
Rosenbaum. I e-mailed you about  
your sexuality class for seniors.

A beat. Another. And then JACKSON JOHNSON opens the door.  
He wears a dirty terrycloth robe. A cigarette dangles in his  
mouth. He's in his early 30s, but looks ten years older.

JACKSON

You got the money?

Jules pulls out two hundred-dollar bills. Jackson brightens.

JACKSON

Well, come on in boys. Don't  
dawdle. We got a lot of things to  
cover.

(sensing reluctance)

Don't worry, this'll be fun.  
Jackson here's going to teach you  
old dogs some new tricks.

INT. JACKSON'S HOUSE - DAY

Herb and Jules are sitting on a worn couch. Jackson is  
pacing back and forth, smoking on a cigarette.

JACKSON

Normally, I like to take things  
slow, ease into it, if you know  
what I mean? But I can tell you  
boys are motivated.

HERB

We are. Very motivated.

JACKSON

That's exactly what I'm talking  
about. You've got that fire in  
your eye. Like Jon Voight in  
Midnight Cowboy.

Herb looks at Jules quizzically. Jules shrugs.

JACKSON

So we're gonna skip the basics.  
You old-timers know how to tickle a  
nipple. You know where to find the  
clitoris.

JULES

Actually--

HERB

(kicking Jules in the leg)  
Of course we do.

JACKSON

You need something more advanced,  
right? The freaky, Hugh Hefner  
shit that'll make her eyes roll  
back in her head and put her into a  
coma.

JULES

My God.

JACKSON

That's exactly what she'll be  
saying.

INT. JACKSON'S HOUSE - LATER

Jackson is sitting on the couch by himself, smoking another  
cigarette and drinking a beer.

JACKSON

Okay, now this is what I like to  
call Mounting the Jackelope.

In the middle of the living room, Herb and Jules are each  
"mounting" an inflatable sex doll from behind.

The doll is in a complicated yoga position and Jules and Herb  
are holding their doll's arms straight out, as if they were  
antlers. Jules does not appear to be enjoying himself.

CUT TO:

Jackson, on the couch, drinking his second beer.

JACKSON

This one's called the Mary Lou  
Retton.

Herb and Jules are holding their arms out in a V and arching  
their backs, just like the gymnast. Except they're holding  
their sex dolls upside down by the ankles.

CUT TO:

Jackson, on the couch, drinking his third beer.

JACKSON

And this one is my favorite. It's called the Hula Hoop. Only to be used on special occasions.

Herb and Jules are holding their sex dolls horizontally, curling them around their waists like a hula hoop.

JACKSON

Jules, bend your knees. And Herb, start swaying your hips.

The two of them do what they're told.

INT. HERB'S CAR - NIGHT

Herb is driving. Jules is shotgun. It's quiet. Until...

JULES

I think I slipped a disk.

HERB

Don't be negative, Jules. We just have to stretch next time.

(beat; smiling)

You know if I had tried one of those moves on Ellen, she probably would have screamed rape.

JULES

Herb, come on.

HERB

What?

JULES

She was your wife. Have a little respect.

HERB

Respect this.

Herb flicks Jules off.

As the car approaches an intersection, Herb slows down, squinting to see the traffic light. The car behind him HONKS. Herb finally sees that the light is green.

HERB

I can't see anything.

JULES

Are you even allowed to drive at night?

HERB

No. But our lesson went a lot longer than expected.

JULES

Just be careful. I don't want to get pulled over now.

Herb nods in agreement as he looks in the rearview mirror. Staring back at him are two inflatable sex dolls.

INT. SPRUCE GARDENS, ARTS AND CRAFTS ROOM - DAY

The room is packed with gray-haired women painting on individual easels. Kate wanders through the class.

HERB (V.O.)

Next item on the agenda: cultural appreciation. We paint. We mingle. We outclass the son of a bitch. Plus, women love a man who's good with his hands.

Herb and Jules sit in the back, the only men in the class.

HERB

(whispering to Jules)

What did I tell you? This place has more beaver than Hoover Dam.

Jules ignores Herb's comment. He's focused on his painting. Kate walks by and gives Jules an encouraging nod. She looks over at Herb's easel. A very rough sketch of a nude woman.

HERB

(embarrassed)

I'm not much of a painter.

KATE

No. It's very... Rubenesque. And a great way to prepare for today's assignment.

Kate walks to the front of the room.

KATE

Okay, everyone. Get a fresh page out and make sure you've got enough paint. Today, we'll be drawing a live model. And, as most of you already know, one of our very own residents has volunteered.

A side door opens, revealing Mike Miller in a velvet robe.

HERB (V.O.)

Oh, fuck.

Mike walks to the front of the room and winks at Kate. He gets up on a small pedestal, pauses, and then suddenly sheds his robe.

Several women gasp. Herb's mouth drops. And his eyes wander to something halfway down Mike's body.

HERB (V.O.)

I think we're gonna need some more paint.

INT. SPRUCE GARDENS, DINING HALL - NIGHT

Herb, Jules, Charlie and Elmer are eating soup.

HERB

Now I know why the guy pops gorilla Viagra. You could harpoon a whale with that thing.

CHARLIE

He's a genetic mutation.

ELMER

A one-man freak show.

JULES

I'm surprised he doesn't have back problems.

HERB

Jules! Please.

(beat)

You know, he didn't even have any hair on his... package.

JULES

Maybe he has some sort of disease?

CHARLIE  
Yeah. Elephantitis.

HERB  
No. I think he did this  
intentionally.

ELMER  
And you still think you can compete  
with him?

HERB  
I have to try.

CHARLIE  
He scrapes razor blades across his  
nut sac.

JULES  
Herb, he's right.

HERB  
You're giving up, too?

JULES  
I don't know. I came along to get  
some exercise, meet some new  
people. But all I got was a  
sciatica in my back and a sex doll  
in my closet.

CHARLIE  
You got sex dolls?

Herb ignores the comment. He rubs his face, thinking,  
unwilling to give in.

ELMER  
Herb, the guy controls this place  
like Colonel Kurtz. It's  
impossible.

HERB  
Nothing's impossible.

CHARLIE  
He has abs.

HERB  
He's just one man. Nothing more.

JULES  
He drives at night.

The conversation stops. They all turn to Jules.

HERB  
What did you say?

JULES  
He can drive at night. Legally.

CHARLIE  
You're full of shit.

ELMER  
His eyesight can't be that good.

JULES  
He took Helen Williamson to dinner last night. And from what I gathered, their reservation was at eight o'clock.

Everyone absorbs the news. It's significant.

HERB  
(soft)  
What kind of car does he drive?

JULES  
A Mercedes.

CHARLIE  
Great. He's a fuckin' Nazi, too.

JULES  
He boned Helen in the backseat.

INT. HERB'S ROOM - NIGHT

Everything is dark, except for a single wax candle. The candlelight casts a pale glow on a plate of carrots nearby.

PULL BACK TO REVEAL:

Herb, staring intently at the candle. One hand covers his left eye. The other hand holds a half-eaten carrot.

A KNOCK on the door breaks his concentration.

HERB  
(under his breath)  
Who the fuck could this be?

Herb opens the door. It's Kate.

KATE  
I'm sorry, Herb. I didn't mean to  
bother you.

Herb doesn't respond. The carrot dangles from his mouth. Kate looks over Herb's shoulder and sees a burning candle, a plate of carrots and what may or may not be an inflatable sex doll in the corner, partially covered with a blanket.

KATE  
Did I bother you?

Herb steps into the hall and closes the door behind him.

EXT. HERB'S ROOM - CONTINUOUS

Herb removes the carrot from his mouth.

HERB  
No, no. Of course not. I was just  
doing some vision exercises. An  
old Shoeless Joe Jackson trick.

KATE  
Who?

HERB  
Never mind.

KATE  
This is kind of a strange request,  
but... I was thinking about you  
recently.

Herb drops the carrot onto the floor. Kate looks at it.

KATE  
Are you going to pick that up?

Herb bends down and grabs the carrot.

HERB  
I'm sorry, what were you saying?

KATE  
It's funny. I was sitting in my  
apartment and I thought of you...

Herb drops the carrot yet again.

HERB  
(re: the carrot)  
Just ignore it.

KATE  
Anyway, I was sitting there,  
looking at my husband's old piano  
and I thought I could really use  
some lessons. And maybe you could  
give them to me?

HERB  
(deflated)  
Oh...

KATE  
But if you're busy...

HERB  
No, no. It's fine. I've got a  
bunch of Mozart and Beethoven  
records. It's pretty advanced--

KATE  
Actually, I was hoping to learn  
some more modern stuff. Like The  
Beatles.

HERB  
Who?

KATE  
You know, John Lennon, Paul  
McCartney.

HERB  
(no idea)  
Oh, of course. The Beatles.

KATE  
Can you play on Saturday?

HERB  
I can play every day of the week.

Herb realizes he said that aloud. Yet again.

KATE  
Umm...

HERB  
(trying to recover)  
Saturday is perfect.

INT. HERB'S ROOM - THE NEXT DAY

The Beatles' White Album spins on the record player. Herb is sitting in his La-Z-Boy, headphones on, as Jules flips through Herb's records.

HERB

(removing his headphones)  
These guys are pretty good.

JULES

You've never listened to the Beatles?

HERB

There's a lot of things I haven't done in my life, Jules. But this is it. This is my chance.

(beat)

All my life, I've set my expectations low. Settled for mediocrity. Hell for less than mediocrity. And even here -- in this place, in the twilight of my life -- I let Charlie and Elmer tell me that I wasn't good enough. That I should content myself with any old hag with two tits and a functioning libido. It's pathetic.

JULES

What are you talking about?

HERB

(solemn)  
I'm going to do it. I'm going to fuck Kate.

JULES

(beat)  
Whatever.

HERB

What's wrong with you?

JULES

Nothing. Do what you have to do.

HERB

I will. I let Ellen shoot down all my ideas. I'm not going to let you do the same.

JULES  
 (turning defensive)  
 Don't blame anything on her.

HERB  
 Look, Ellen never appreciated my  
 musical ability. And you know why?  
 Because musicians get all the  
 chicks.

Jules dismisses him with a wave of the hand.

JULES  
 You don't know what you're talking  
 about.

HERB  
 I know enough, Jules. I know  
 enough.  
 (beat)  
 I know I don't want to spend the  
 rest of my life sipping clam  
 chowder and popping wood because  
 the pharmacy has a two-for-one  
 special on lube.  
 (beat)  
 And I know that you think this is  
 just about sex. But it's not.  
 This is about my life. What I've  
 spent my entire life waiting for.  
 Fuck women's lib. This is my  
 sexual liberation. My moment. And  
 it's the only thing I have left.

Herb gets up out of his chair. Determined. A man on a  
 mission. And so the MUSIC begins: "Laid" by James.

INT. RECORD STORE - DAY

Herb is browsing through sheet music. He picks up several  
 songs by The Beatles (including "Let it Be").

INT. HERB'S ROOM - NIGHT

Herb is sitting in his La-Z-Boy drinking a martini and  
 reading a book: "Over 70 Positions for People Over 70." The  
 sex doll watches from the corner of the room.

INT. SPRUCE GARDENS, MUSIC ROOM - DAY

Herb is practicing on the piano. Some of the sheet music he purchased is on the piano stand.

INT. HERB'S ROOM - NIGHT

Herb is on the phone. He glances at the TV. On the screen is an ad for penile enlargement pills. And a 1-800 number.

INT. HERB'S BATHROOM - NIGHT

Herb is standing in front of the mirror. Naked. A razor in his right hand. A can of shaving cream on the counter. Herb is getting ready to shave his pubic hair.

INT. SPRUCE GARDENS, MAILROOM - DAY

Herb checks his mail. He has a package. He smiles.

INT. HERB'S BATHROOM - NIGHT

Herb reads the instructions on the packet of penile enlargement pills. He swallows two, then thinks better of it and swallows another one.

INT. SPRUCE GARDENS, HALLWAY - DAY

Herb walks down the hall and passes Kate. He waves to her. She waves back. As he passes by, he glances at her ass.

But as Herb faces forward, he sees Mike Miller walking past him in the opposite direction. Directly towards Kate...

HERB'S POV: In SLO-MO, Mike waves at Kate. She waves back. He stops to chat, touches her on the shoulder and makes some remark. She laughs. And just like that...

...the MUSIC abruptly scratches to a halt.

INT. SPRUCE GARDENS, DINING HALL - DAY

The usual group in the usual spot. Everybody is eating soup. Except Herb. He has a plate of bacon in front of him.

CHARLIE

So do those pills really work?

Herb doesn't answer. He's looking across the room.

ELMER

I hear you get better results with  
a penis pump.

Herb ignores that comment, too. And now we see what he's looking at: Mike and Kate, chatting amiably. Their conversation breaks and Kate goes to her office.

Herb's eyes narrow as he scans the dining hall. It's fairly empty right now, but the ones who are here are all women. And not the ones we've become familiar with. These women are old. They are infirm. They are on the brink of death.

And they are perfect.

Herb's eyes light up. He pulls Jules aside for a private chat. In the background, Elmer and Charlie discuss penile enlargement techniques.

HERB

(whispering)  
I've got it.

JULES

What?

HERB

(whispering)  
How to take Miller out of the  
equation. We engineer a Sutcliffe.

JULES

Who?

HERB

The guy whose cock got blackballed.

JULES

What are you talking about?

HERB

Who's one of the most feeble women  
here? You know, one foot in the  
grave, but still capable of basic  
motor functions?

JULES

Maybe Rose Chandler.

HERB  
Perfect. I don't know why I didn't  
think of this before.

JULES  
Think of what?

Herb leans over and whispers his plan in Jules's ear.

JULES  
No.

HERB  
Why not?

JULES  
You're sick, you know that? You're  
a sick man.

HERB  
Sick of celibacy, maybe.

JULES  
I'm not going to help you, Herb.  
You're on your own.

HERB  
Stop being so melodramatic, Jules.  
We're not on one of those soap  
operas you watch.

JULES  
Melodramatic! What you're talking  
about is murder.

HERB  
No. What I'm talking about is more  
like assisted suicide. And for  
these women, think about it. What  
better way to go?

INT. SPRUCE GARDENS, CAFETERIA - THAT NIGHT

Herb sidles up to Mike Miller. Their initial conversation is inaudible, but we see Herb point out Rose Chandler across the room. Mid-80s, she uses a walker and wears sweat pants.

MIKE  
Really?

HERB

Really. Rumor has it she was a Playboy bunny back in the fifties. Knows all this freaky, Hugh Hefner shit that'll make your eyes roll back in your head and put you into a coma.

MIKE

That's a good thing?

Herb shrugs.

MIKE

Why are you telling me this?

HERB

She's been feeling a little down lately and... I'd do it myself, but Rose was married to a good friend and I'd feel strange balling his wife.

MIKE

I see.

HERB

By the way, she likes it...

Herb motions with his hands to suggest anal sex.

MIKE

Don't they all.

Mike claps Herb on the shoulder and goes over to Rose. Herb watches them chat. Mike lays on the charm. After a couple moments, they leave their trays behind and exit.

HERB

God bless him.

Herb smiles and starts to follow, but he runs into Jules.

JULES

Tell me you didn't.

INT. HERB'S ROOM - NIGHT

Herb has his ear pressed to the wall. He's drinking a martini. Jules is pacing back and forth.

Faint NOISES can be heard from the other room.

JULES  
I should stop this.

HERB  
Be quiet.

JULES  
This is immoral.

HERB  
Shut the fuck up, Jules. I can't  
hear anything.

Herb stops talking as the NOISES from next door increase.  
It's clearly a man and a woman. And they're getting frisky.

In the other room, Rose starts to MOAN...

...and Herb starts to grin.

In the other room, the MOANS grow louder, freakishly loud...

...and Herb looks freakishly orgasmic. Jules looks nauseous.

And then the MOANS rise to an impossible crescendo. Like the  
cries of a stuck pig as the blood drains from its body...

...and then... SILENCE. The air is deathly still.

Herb can hardly contain himself. He raises his glass to  
Jules and takes a sip. Jules looks inconsolable.

INT. SPRUCE GARDENS, DINING HALL - DAY

Herb, Charlie, Elmer and Jules are at their usual table.  
Herb is grinning. Jules looks distraught.

CHARLIE  
He fucked her to death?

HERB  
His cock was a knife to her heart.

ELMER  
You saw the paramedics?

HERB  
No. But you should have heard it.  
No living thing makes a noise like  
that and survives.

JULES

It was terrible. Just terrible.

Charlie and Elmer break into grins.

HERB

Maybe we'll get to use those  
cigarettes after all?

All three of them laugh. The first real laugh they've shared  
since Mike Miller entered their lives...

...but it only lasts for a brief moment.

Because just then Rose Chandler enters the room. And she  
looks hot. Like she lost 20 years overnight.

HERB

Holy shit...

ELMER

He fucked her to life.

JULES

Thank God.

Jules, incredibly relieved, looks at Herb. Herb looks away.  
He's angry, yes, but also slightly ashamed of himself.

Charlie and Elmer, however, continue to stare at Rose in awe.

CHARLIE

Even I want to fuck him now.

INT. SPRUCE GARDENS, MUSIC ROOM - DAY

Herb and Kate are sitting at the piano.

HERB

It's actually a simple arrangement.  
Here, watch my fingers.

Herb plays the opening CHORDS of "Let it Be" by The Beatles.

HERB

And those same chords repeat  
throughout the whole song.

KATE

It still looks complicated.

HERB

Slide over.

Herb moves over and Kate slides to the middle. Herb takes her hands and places them on the keys.

HERB

Okay, we'll just take it slow.

Herb gently guides her, pushing her fingers against the right keys. Together, they play the opening CHORDS of "Let It Be."

KATE

I'm playing the piano.

HERB

See? It's not that hard.

KATE

Let's do it again.

HERB (V.O.)

I've been waiting seventy-five years for a woman to say that to me.

Herb guides Kate's fingers back onto the piano. They start playing. And then, suddenly, Kate closes her eyes and sings.

KATE

*When I find myself in times of trouble  
Mother Mary comes to me  
Speaking words of wisdom  
Let it be*

She has a lovely voice. And as Herb sits there, his hands touching hers, skin on skin, he becomes transfixed.

The chorus rings throughout the room...

...those three little words. Calling to Herb. Beckoning.

...Let it be, Herb. Let it be.

...he moves his face closer to Kate's.

...and closer.

...until he catches himself at the last moment and pulls back. The music stops. Kate opens her eyes, radiant.

KATE  
That was better than sex.

HERB  
(in a blissful daze)  
You were wonderful.

KATE  
So were you.  
(looks at the clock)  
Damn, I actually have to run.

HERB  
That's okay...

KATE  
So what do I owe you?

Herb's face drops. The fantasy is broken.

HERB  
Umm, nothing. It's my pleasure.  
Really.

KATE  
I insist.

HERB  
No, I can't let you. I've never  
given anyone lessons and, well,  
it's...

HERB (V.O.)  
Making me hard.

HERB  
...invigorating.

KATE  
Are you sure?

He nods.

HERB  
But next time, if you're up for it,  
I think we should have the lesson  
at your place.

KATE  
My place?

HERB

This piano isn't tuned all that well. And you should really learn on the instrument you'll be using everyday. That way you can get to know it... intimately.

KATE

Okay. Does tomorrow night work?

HERB

Tomorrow night? Umm, okay.

KATE

We can do it another time.

HERB

No, no, it's fine. It's just...

Herb chuckles to himself, trying to play it cool.

HERB

... would you be able to give me a ride?

INT. RECORD STORE - DAY

Herb is browsing. A MUSIC CLERK approaches.

MUSIC CLERK

Can I help you?

HERB

I'm looking for some piano music.

MUSIC CLERK

Anything in particular?

HERB

Something that'll make a girl want to sleep with me.

MUSIC CLERK

Uh... okay. How old is this girl?

HERB

Old enough.

MUSIC CLERK

I'm just asking because there's a lot of options.

(MORE)

MUSIC CLERK (cont'd)  
Barry White is always popular. So  
is Justin Timberlake. And then  
there's this.

He hands Herb some sheet music. The song's name is obscured.

HERB  
I've never heard of this before.

MUSIC CLERK  
Trust me. By the end of the song,  
her eyes won't be the only thing  
wet.

HERB  
Perfect.

INT. HERB'S BATHROOM - NIGHT

Herb prepares for his piano lesson. Viagra. Condoms. Hair.  
Breath. He's ready. He looks at himself in the mirror.

HERB (V.O.)  
Please, don't fuck this up.

INT. KATE'S APARTMENT - NIGHT

A small, tastefully decorated apartment. A dusty piano sits  
in the corner.

Kate and Herb enter. Kate hangs their coats in a closet.

KATE  
I don't have any gin on hand, but  
would you like a drink?

HERB  
Sure.

Herb wipes his palms on his pants. He's getting nervous.

INT. KATE'S KITCHEN - NIGHT

Kate opens the refrigerator and bends to look inside. Herb  
stares at her ass. His eyes glaze over.

KATE  
All I've got is beer. Is that  
okay?

HERB  
That's great.

Kate closes the refrigerator and turns around. Her hands are empty. She smiles at Herb seductively.

HERB  
Did you run out?

KATE  
No.

She walks up to Herb and strokes her finger across his cheek.

KATE  
Did you really come here to play  
the piano? Because ever since I  
saw you, I've wondered what it  
would be like to have your cock in  
my mouth.

She puts her lips close to Herb's. Achingly close.

CUT TO:

Reality.

Kate is still bending over, looking in the refrigerator.

KATE  
All I've got is beer. Is that  
okay?

HERB  
(waking up)  
Uh, yeah. That should be fine.

Kate turns around, holding two cans of beer.

KATE  
Let's check out that piano.

INT. KATE'S LIVING ROOM - NIGHT

Herb and Kate are sitting on the piano bench. Herb points to a picture of Kate and an unidentified man on the wall.

HERB  
Is that your husband?  
(off Kate's nod)  
He looks nice.

KATE

Yeah? Every time I look at him, I think of Mike Miller.

Herb chokes on his beer.

HERB

You don't say?

KATE

He fucked everything that moved, too.

Kate forces a smile and takes a sip of her beer. Herb tries to lighten the mood...

HERB

My wife was the exact opposite. She wouldn't even fuck me.

...and it works. Kate laughs. Which makes Herb smile. It's been a long time since he made a woman laugh.

HERB

I learned a new song this morning. Would you like to hear it?

She nods, expectantly, and Herb starts playing. The song is "Faithfully" by Journey.

KATE

Oh my God. I love this song.

Herb smiles: the kid at the record store was right. And then, he starts to sing, his rugged voice adding an unexpected poignancy to the lyrics...

...and Kate, swept up in the moment, joins in.

HERB/KATE

(singing in unison)

*And love and a music man  
Ain't always what it's supposed to be  
Oh, girl, you stand by me  
I'm forever yours, faithfully*

Herb and Kate look at each other...

...Kate, enraptured by the music.

...Herb, enraptured by her.

And he just can't help himself.

He moves in and kisses Kate full on the lips just as the actual "Faithfully" kicks in, drums and all...

...until Kate pushes him away. And the MUSIC abruptly stops.

KATE

What are you doing?

HERB

(shell-shocked)

Uh, I'm sorry. I just...

KATE

(gets off the bench)

Is this why you wanted to come over?

HERB

No, no. It was just the beer and the music...

KATE

(beat; measured)

I think you should leave.

HERB

Kate, I'm sorry.

KATE

Just... please. Go.

Herb walks to the door, berating himself for misreading the situation. But then he remembers something. He stops and turns around. This is going to be awkward.

HERB

Could you give me a ride home?

EXT. SPRUCE GARDENS - NIGHT

Herb gets out of Kate's Honda Accord. The car pulls away and Herb walks, shoulders slumped, towards the entrance.

EXT. JULES'S ROOM - NIGHT

Herb KNOCKS on the door.

HERB

Come on, Jules. It's me, open up.

After a few moments, Jules answers, dressed in pajamas.

JULES  
Herb, it's past ten.

HERB  
Can I come in? It's about Kate.

INT. JULES'S ROOM - CONTINUOUS

Herb enters without waiting for a response.

JULES  
Herb, it's late.

HERB  
Can you just get me a drink? My  
nerves are all frazzled.

JULES  
Herb...

HERB  
Come on, Jules. You'll want to  
hear this.

Jules doesn't move. He's not tired. He's just angry.

JULES  
No. I won't.

HERB  
What?

JULES  
I don't care, Herb.

HERB  
What are you talking about?

JULES  
I don't fucking care!

HERB  
Jesus, Jules. Take it easy.  
You're starting to sound like my  
wife.

And with that, Jules explodes.

JULES  
Fuck you!

Herb looks a little scared. He's never seen Jules like this.

JULES

I'm so sick of your bullshit, Herb.  
Have you ever heard of mourning?

HERB

What?

JULES

(mocking him)  
What? What?  
(serious again)  
The moment Ellen died, all you  
could think about was your cock.  
It's all you've ever thought about.

HERB

What's gotten into you?

JULES

(imitating Herb)  
I'm going to do it. I'm going to  
fuck Kate.  
(beat)  
Well congratulations, jackass. But  
I don't give a shit.

HERB

I don't think you understand.

JULES

You didn't love her.

HERB

(confused)  
What are you talking about?

JULES

She was a beautiful, caring woman.

HERB

(a light of recognition)  
Who are you talking about?

JULES

You think she was cold?

HERB

Are you talking about Ellen?

JULES

You think she was frigid?

The light bulb goes off for Herb. And he stops being scared and confused. And he starts getting angry.

HERB

She was.

JULES

No. You made her that way.

HERB

I made her not blow me?

JULES

Would you have returned the favor?

HERB

That's disgusting, Jules.

JULES

You treated her like shit.

HERB

Hold on...

JULES

You went on the road to sell fuckin' typewriters...

HERB

Did you...?

JULES

...and you never really came back.

HERB

Did you sleep with her, Jules?

JULES

I loved her, Herb.

HERB

Did you sleep with Ellen?

JULES

And she loved me.

HERB

Did you FUCK MY WIFE?

A long, tense pause.

JULES

No. But at least I wanted to.

Herb lunges at Jules just as "She Loves You" by The Beatles kicks in. It's a fight, yes, but it's kind of a pathetic, old man fight. Like two drunk hobos pushing each other.

--Herb takes a swing and misses.

--Jules pushes Herb in the chest.

--Herb takes another swing and hits Jules in the shoulder.

--Jules grabs Herb and the two of them crash clumsily into the hall closet. The inflatable sex doll comes tumbling out.

--Herb and Jules grapple with each other like wrestlers. Until finally, Herb gets the upper hand and hits Jules squarely in the jaw.

Jules goes sprawling, his fall broken by the sex doll.

After a moment, Herb falls to the floor, too. Physically and mentally drained. He catches his breath, then looks over...

HERB

Jules...?

...and sees Jules grabbing his chest, his face turning white.

HERB

Jules!

EXT. JULES'S ROOM - NIGHT

Herb watches as paramedics roll Jules out on a stretcher. An oxygen mask covers his face. He's alive, but just barely.

HOLD ON Herb, his face blank. Numb. As THE CAMERA pulls back, we see Herb getting smaller and smaller, standing all by himself in the middle of the empty hallway.

INT. SPRUCE GARDENS, DINING HALL - DAY

Herb, wearing the same expression from the night before, sits by himself in the dining hall, eating soup. Everyone keeps their distance. The rumor mill has just begun...

ANGLE ON Iris

IRIS

I heard he attacked Jules with a tire iron...

ANGLE ON Patty

PATTY  
...gave him thirty stitches.

ANGLE ON Renee

RENEE  
...fifty stitches.

ANGLE ON Eva

EVA  
...only a week to live.

ANGLE ON Iris

IRIS  
I should have known. Herb is such  
a...

ANGLE ON Patty

PATTY  
...sexually repressed...

ANGLE ON Renee

RENEE  
...asshole.

ANGLE ON Eva

EVA  
Thank God I didn't fuck him.

ANGLE ON Charlie and Elmer. Even they keep their distance.  
Fear of guilt by association.

ELMER  
Poor bastard.

CHARLIE  
He's the new Sutcliffe.

ELMER  
Yeah. But it's not just his cock  
that's been blackballed.

As Herb continues to eat his soup in silence, the other  
residents slowly disappear from the screen.

Herb is now alone. The only other living thing in the room is a Christmas tree, twinkling in the corner.

Kate enters and walks over to Herb.

KATE  
Hey.

HERB  
Hey.

KATE  
You gonna be okay?

Herb nods. He's not very convincing.

KATE  
Any plans tonight?

HERB  
(lying)  
Uh, yeah. I'm going over to a friend's house.

KATE  
Okay. Well... Merry Christmas.

HERB  
Merry Christmas.

As Kate walks away, Herb turns to look at her. But he doesn't look at her ass. For the first time, he looks at her. Really looks. And it's clear he really cares.

But she doesn't turn around. Once again, Herb is all alone. Just him and his bowl of clam chowder.

HERB (V.O.)  
This soup tastes like cum.

He pushes the bowl away.

MIKE (O.S.)  
Mind if I join you?

Herb turns to see Mike Miller holding a tray of food. In normal circumstances, Herb would mind, but right now he's too numb to put up a fight. He can barely manage a nod.

MIKE  
(sitting down)  
So, Merry Christmas.

HERB  
(soft)  
Merry Christmas.

An awkward silence descends. Mike eats his food.

MIKE  
This soup tastes like cum.  
(pushes the bowl away)  
You want to get out of here?

HERB  
Not really.

MIKE  
Come on, we'll grab a drink. Swap  
some stories. Maybe pick up a few  
Jewish chicks.

HERB  
Thanks, but...

MIKE  
Besides, I owe you for that tip on  
Rose Chandler. I couldn't feel my  
balls for two days and I think my  
eardrum's been permanently damaged,  
but Jesus it was worth it.

Herb doesn't know what to say. He laughs in spite of himself.

MIKE  
What do you say?

HERB  
I don't think so, Mike.

Mike points around the empty dining hall.

MIKE  
What, you got other plans?

HERB  
No, it's not that. It's just...  
let's just say I'm not really in  
the mood to celebrate anything.

INT. BAR - DAY

Four empty martini glasses are on a bar.

Mike and Herb sit in front of them, glasses in hand, completely drunk. They're singing CHRISTMAS CAROLS.

The bar is deserted, for obvious reasons. The bartender looks on, disinterested. This happens every Christmas.

LATER

Six empty martini glasses. Herb is in the midst of a story.

HERB

And she whispers in my ear: '*Je  
suceraï ta bite pour deux francs.*'

MIKE

(laughing)  
Only two francs? I would have done  
that in a heartbeat.

HERB

You speak French?

MIKE

Enough to know the words for suck  
and dick. It's come in handy a  
couple times.  
(sips his drink)  
In my opinion, nothing compares to  
French women. They eat rabbit and  
they fuck like 'em, too. And the  
best part is they don't give a shit  
if you screw around on the side.

HERB

Let's move to Paris.

MIKE

You're on.

HERB

Hump some French chicks.

LATER

Eight empty martini glasses. The bartender is asleep. Herb and Mike have entered the philosophical stage of drunkenness.

MIKE

Here's my theory.

He starts drawing an imaginary circle in the air.

MIKE  
Life, death. It's a circle.

HERB  
A vicious circle.

MIKE  
Exactly. And it's round.

HERB  
I hope I die in my sleep.

MIKE  
That would be nice.

HERB  
I want a hot meal, a cold martini,  
then I'll jack off, go to bed and  
never wake up.

MIKE  
I want to die during sex. Hot,  
sweaty, nasty sex.

HERB  
Really?

MIKE  
Definitely. A woman's pussy  
delivered me into this world. And  
that's where I want to be when I  
leave it.

HERB  
Life's a circle.

Mike makes a "circle" with his left thumb and forefinger and sticks his right index finger through it.

MIKE  
Exactly.

They both take a sip of their drinks.

MIKE  
So, did you ever bang Kate Bentley?

Herb almost chokes on his martini.

HERB  
What?

MIKE

You were giving her piano lessons,  
right?

(wiggles his fingers)

You didn't try to slip your fingers  
anywhere else?

HERB

Umm... no, no.

(softly, to himself)

It wasn't like that.

Mike isn't really paying attention.

MIKE

I tried myself, but she's a classy  
girl. Which is probably why I  
still want to fuck the shit out of  
her.

Herb is taken aback. But he doesn't say anything.

MIKE

Bend her over a piano and give her  
some real lessons.

HERB

Mike, maybe we shouldn't...

MIKE

Maybe that'll be my New Year's  
resolution.

Herb, increasingly uncomfortable, changes the subject.

HERB

Mike, can I ask you a question?

MIKE

Shoot.

HERB

What are you doing at Spruce  
Gardens?

MIKE

What do you mean?

HERB

You're a young guy. You don't need  
to be in a retirement home.

MIKE

(conspiratorially)

You know, Spruce Gardens is my sixth retirement home in three years.

HERB

What?

MIKE

I usually spend three to nine months at each place, depending on the talent. Then I move on.

HERB

But why?

MIKE

I've never found chicks this easy, Herb. I've chased tail my whole life and I just don't feel like putting in the effort anymore.

HERB

No. Why do you keep moving?

MIKE

Eventually, the girls get too clingy or too catty. I was at this home in New Haven last year and I had these identical twins who used to go down on me at the same time.

(off Herb's reaction)

Yeah, that was a nice place.

(resuming his story)

Anyway, these two broads start to get territorial. One's only allowed to tickle my balls. The other one just gets to lick the tip. Et cetera. So one day, they're down below and one of them accidentally trespasses into the other's area. I don't really know what happened. But all of a sudden, these two broads are clawing at each other. Hitting each other. Pulling each other's hair out.

HERB

That sounds amazing.

MIKE

Maybe. But one of the girls fractured her jaw and the other broke her pelvis. So, it was time to go.

HERB

You know, I've never even gotten a blow job.

MIKE

Bullshit.

HERB

I'm serious. My wife didn't believe in it.

MIKE

She didn't believe in it? It's not a goddamn religion.

Herb shrugs.

MIKE

That should be unconstitutional.

HERB

That's actually why I moved to Spruce Gardens. To experience something new, something that would make me feel young again one last time before I died. Then you showed up.

Herb takes a sip of his drink. Mike just stares at his.

MIKE

Let's get out of here.

HERB

Where do you want to go?

MIKE

Just get up. It'll be my Christmas present to you.

HERB

What are you talking about?

MIKE

What do you think? We're going to get you blown.

HERB

How?

MIKE

You let me worry about the details.  
 (points at Herb's crotch)  
 You just stay focused on the big  
 picture.

EXT. BUILDING - NIGHT

Mike's Mercedes pulls up in front of a squat building in a deserted area of downtown.

INT. MIKE'S CAR - NIGHT

HERB

What is this place?

MIKE

Don't worry about that. Just let  
 me do the talking.

HERB

Is this a whorehouse?

MIKE

Whorehouses disappeared in the  
 fifties, Herb. Christ. This is a  
 club. A nice club. Where you pay  
 girls to have sex with you.

HERB

I'm not going in.

MIKE

Herb--

HERB

I'm not going to pay some girl to  
 blow me.

MIKE

Herb, I'm going to pay her.

HERB

That's not the point.

MIKE

Herb, there's only one point that  
 matters here.

(MORE)

MIKE (cont'd)

And that's the point at the end of your dick. You're seventy-five years old, man. Seventy. Five. Years. And you've never felt a woman's mouth wrapped around your balls? And you're telling me that's living? No, that's dying. You're seventy-five years old and you're fuckin' dying. This is your chance, Herb. For the first time in your life, this is your chance to really live it.

Herb stares out the window.

HERB

(small, quiet)

Okay.

MIKE

All right. Now, there's a broad here, Sophie. She once blew me for two hours without coming up for air.

HERB

Two hours?

MIKE

It's like oxygen for this girl.

HERB

Will she be working tonight?

MIKE

She'll be working, don't worry. This place does more business on Christmas than Wal-Mart.

Mike reaches into his pocket.

MIKE

Have you taken any pills today?

HERB

No.

MIKE

No Viagra? No heart medication?  
No nasal spray?

HERB

No. Nothing.

MIKE  
You're sure.

HERB  
Positive.

MIKE  
Okay. Take one of these. Just  
one.

He hands Herb a small, black pill inscribed with a white X.

MIKE  
This has only been tested on  
gorillas so far. But it's safe...  
well, pretty safe. Do you have a  
history of mental illness in your  
family?

Herb shakes his head.

MIKE  
Ever had rickets?

Herb shakes his head again. He looks a little scared.

MIKE  
Good. Given how much we've had to  
drink tonight, we'll need this  
little baby.

HERB  
It works?

MIKE  
It'll get a corpse hard. You  
ready?

Herb nods. They each swallow a pill. The effect is  
instantaneous.

HERB  
Jesus!

MIKE  
Powerful stuff, huh? Now let's go  
fuck some whores.

INT. WHOREHOUSE - NIGHT

Herb and Mike enter a dimly lit foyer. The MADAM, mid-40s,  
dyed red hair, stands behind a podium.

MADAM

Hey, Mikey. Merry Christmas.

MIKE

Merry Christmas, Cherry. This is my good friend, Herb Winter.

CHERRY (MADAM)

Herb, it's a pleasure.

Herb smiles meekly. It's clear he's uncomfortable.

CHERRY

So what can I do for you boys?

MIKE

Is Sophie available?

CHERRY

(checks the schedule)

She's pretty booked, but for you, we can make some room.

MIKE

Actually, she's for Herb. I'll just get my usual.

CHERRY

Okay, give me a minute. I want to make sure the twins are free.

Cherry exits.

HERB

Twins?

MIKE

You want in? We could do a foursome. Switch up halfway through?

Herb shakes his head, even more uncomfortable than before.

MIKE

Are you okay?

HERB

I'm just a little nervous. Is there like an etiquette to this?

MIKE

What do you mean?

HERB

Should I like... guide it in? Or does she initiate contact?

MIKE

Personal preference really, but since this is your first time, I'd let her take charge.

HERB

And during the actual... session, do I offer encouragement? Maybe pat her on the head?

MIKE

She's not a dog, Herb.

HERB

I don't know how this works.  
(beat)  
How about when I'm, you know...

MIKE

About to finish?

HERB

Right. Should I tell her to get out of the way?

MIKE

Normally, if you're with a nice girl, I'd say give her a heads up. But these women are professionals. They know the risks.

Cherry returns. She ushers Mike and Herb through a curtain.

CHERRY

This way, gentlemen.

INT. WHOREHOUSE LOUNGE - CONTINUOUS

Pretty much what you would expect: dark carpets, red curtains, girls in lingerie talking to lonely men. A Christmas tree is in the corner.

The three of them make their way through the crowd.

HERB

(still uncomfortable)  
I never thought I'd end up in a place like this.

MIKE

What, you worried someone's going to see you?

HERB

No. It's not that...

JACKSON (O.S.)

Herb!

Herb and Mike turn to see Jackson, wearing a Santa's hat. An Asian hooker is sitting on his knee.

HERB

(sotto)

Oh fuck.

JACKSON

Herb Winter. Holy shit!

HERB

Hey, Jackson.

Jackson gets up from his chair.

MIKE

(to Herb)

See, you fit right in.

JACKSON

What are you doing here?

HERB

Oh, you know...

JACKSON

Who are you here to see?

HERB

Uh, Sophie, I guess.

JACKSON

Nice. That girl can suck a fire hydrant dry.

CHERRY

(interrupting)

Gentlemen, we're on the clock here.

MIKE

Herb...

Herb nods. He starts to wave goodbye to Jackson, but Jackson grabs him and gives him a hug.

JACKSON

I'm so proud of you. My protégé.  
 (whispers in Herb's ear)  
 Give her the hula hoop.

INT. WHOREHOUSE, SECOND FLOOR - NIGHT

Cherry leads Mike and Herb down a dimly lit hallway. MOANS can be heard coming from various rooms.

HERB

There goes my reputation.

MIKE

Your reputation? Who is that guy going to tell? Besides, the mere fact that you know him, your reputation just doubled in my book.  
 (beat)

That's your problem. Guys your age, all you worry about is your reputation, your legacy, how people will remember you. I got news for you, Herb: nobody's going to remember you. That's what happens to guys like us. We fade from consciousness.

Those words register with Herb. He turns to look at Mike, who is ogling a hooker walking past. And his eyes harden. Is this really him? Is this really what he wants?

Cherry stops. She points at two doors next to each other.

CHERRY

Here we are, boys. Mike, you're on the left. Herb, you're on the right. Condoms are on the nightstand. K-Y jelly is in the bathroom. You want anything fancy, there's a price sheet posted on the wall. Merry Christmas. Enjoy.

She leaves. Mike turns to Herb.

MIKE

Fuck your legacy, Herb. Fuck how people will remember you.

(MORE)

MIKE (cont'd)

The other side of this door, that's what you should remember. That's your legacy. Now go grab it with both fuckin' hands and don't let go.

(beat)

Just don't cum too soon. I'm paying for a full hour.

Mike enters his room.

But Herb hesitates. Unable to move. Mike's words ringing in his ears. He stares at the door, almost as if it's a mirror. And he sees...

An old man.

Alone.

On Christmas.

In a whorehouse.

The anguish of it all writ large on his face.

But he's here. And so is the door. And so...

INT. SOPHIE'S ROOM - CONTINUOUS

...he walks into the room. Small. Sterile. Designed for one purpose. SOPHIE, late 20s, surprisingly attractive, sits on the edge of the bed. She's wearing a robe.

SOPHIE

Hi.

HERB

Hi.

SOPHIE

Do you want to sit down?

Herb goes to the bed and sits down. In the next room, two women are MOANING. Mike is a fast operator.

SOPHIE

So, what would you like?

Herb shrugs, unsure what to say. Sophie smiles seductively.

SOPHIE

I'm sure we can think of something.

She goes to the nightstand and turns on the radio. "Santa Claus is Coming to Town" begins to play. She takes off her robe, revealing red lace underwear.

SOPHIE  
Merry Christmas.

HERB  
(nervous laugh)  
Happy Hanukkah.

SOPHIE  
Oh, you're Jewish?

Herb shakes his head.

SOPHIE  
Well, let's find out for sure.

Sophie kneels in front of Herb and starts to unbutton his belt. Herb nervously tries to initiate conversation.

HERB  
(re: the belt)  
That's Italian leather.

SOPHIE  
It's really nice. Do you want me  
to spank you with it?

HERB  
Uh, no. No. That won't be  
necessary.

As Sophie undoes Herb's zipper...

...Herb's heart begins to pound.

...and the MOANS next door grow louder.

As Sophie pulls down Herb's pants...

...Herb's heart beats faster.

...and the MOANS next door grow stranger.

Until finally Sophie pulls down Herb's boxers.

SOPHIE  
You shave.

Sophie looks at Herb and smiles. But Herb doesn't respond. He may be physically aroused, but mentally he's anything but.

Sophie is just about to lower her head...

...when Herb puts his hand on her forehead.

HERB

Stop.

SOPHIE

Is everything okay?

HERB

No...

SOPHIE

I can do something else.

HERB

(soft; to himself)  
I want something more.

SOPHIE

Anything you want.

Herb looks at Sophie for a moment. She really is attractive.

HERB (V.O.)

God the possibilities...

HERB

No, no. It's not you. It's  
just... I want to save myself for  
somebody else.

SOPHIE

(confused)  
You're a virgin?

HERB

(beat)  
In a manner of speaking.

Suddenly, from next door, comes a woman's SCREAM.

INT. WHOREHOUSE, SECOND FLOOR - NIGHT

Herb enters the hallway, hastily pulling up his pants, just as another SCREAM comes from next door. Cherry races past him and flings open the door.

CHERRY

Oh my God!  
 (shouting downstairs)  
 Call nine-one-one!

Herb, still holding up his pants, looks in the open door...

...and sees two leggy women crying, sheets draped over their naked bodies. And Mike, half-naked on the bed, motionless.

EXT. SHADY PINES CEMETERY - DAY

Light rain falls on a small group of mourners gathered around a simple metal casket. The same rent-a-minister recites the same prayer. Herb, dressed in the same suit, looks on.

HERB (V.O.)

I guess Mike was right. Life's a circle. And it's round.

Nearby, Eva is crying on Elmer's shoulder and Patty and Iris are crying on Charlie's. The two guys secretly bump fists.

The minister finishes speaking. He's about to give the signal to the grave-diggers when Herb steps forward.

HERB

I'm sorry, I just wanted to say something.  
 (beat)  
 I didn't know Mike very well. In fact, I hardly knew him at all. But I was there when he died. Actually, I was nearby. But I'll always remember the last thing he said to me. It affected me in ways I can't really explain... Mike touched people. A lot of people.

One of the mourners nods. She looks like a prostitute.

HERB

He lived how he wanted to live.  
 And he died how he wanted to die.  
 Say what you will, but you can't say that about many people.

As Herb speaks, Eva, Patty and Iris slowly turn their heads to him, strangely touched by his eulogy.

The funeral breaks. And they swoop in.

PATTY  
That was lovely, Herb.

IRIS  
So eloquent.

PATTY  
If you need a shoulder to cry on,  
you know where to find me.

EVA  
(whispering in his ear)  
I'll give you more than just my  
shoulder.

Herb nods, but shows little interest in their offers. He excuses himself and goes to stand off by himself.

As the crowd disperses, Herb takes one final look at Mike's grave and then he starts walking...

...but not towards his car. And not towards the others. But deeper and deeper into the cemetery.

EXT. SHADY PINES CEMETERY - DAY, FIVE MINUTES LATER

Herb is lying on the grass, staring up at the gray sky. He is still wearing his black suit, his tie undone.

HERB  
You remember the last time I was in  
this position? Acapulco. 1954.  
The honeymoon suite at the Los  
Flamingos.

PULL BACK TO REVEAL:

Herb, lying next to Ellen's grave.

HERB  
It was the first time you drank  
tequila. And you were like a  
cheetah. A Mexican cheetah. And  
we got back to the hotel, you  
remember? I was lying on the bed  
just like this. And you got on  
top. You were never on top. And  
you kept moaning: 'Si, Julio, si.'  
I just thought you were practicing  
your Spanish...  
(beat)  
(MORE)

HERB (cont'd)

I'm sorry, Ellen. God, I'm sorry about so many things. I guess we'll have a lot of time to talk about it, huh? You probably don't want to spend the rest of eternity buried next to me, but we already paid for the plot. And I know how much you hate to waste money.

(tears forming)

So, I'm sorry about that, too. But what I'm really sorry about, what I've been thinking a lot about lately... I wish I had been the one to die. Then maybe you and Jules could have been happy. It's the least I could have done for both of you.

Herb wipes the tears from his face. He stares up at the sky.

HERB

You know this is the longest conversation we've had in decades?

KATE (O.S.)

Herb?

Herb looks over to see Kate standing there, dressed in black.

KATE

What are you doing?

HERB

(getting up, embarrassed)

Uh, I was just talking with my wife. What are you doing here?

KATE

I was just talking with my husband.

Herb nods. It's an awkward moment.

KATE

What were you doing down there?

HERB

Well... this is where I'm going to be buried.

Kate smiles, just barely, but it's enough to notice.

HERB

Are you laughing at me?

KATE  
No. Of course not.

But she kind of is. Herb smiles, too.

HERB  
It's the Eternity Package. You get buried next to your spouse and if you buy it in advance, you get a ten percent discount. Plus I think there are some tax benefits.

KATE  
You were testing your burial plot?

HERB  
That doesn't sound good, does it?

They both start to chuckle.

KATE  
No. It sounds kind of strange.

HERB  
I've been doing a lot of strange things lately.

KATE  
Oh yeah? Like what?

Herb immediately stops chuckling.

HERB  
Nothing special.

Kate stops laughing, too. But she's still smiling.

HERB  
Kate, I'm sorry about what happened. You know... before.

KATE  
Don't be. It was my fault, too. I do that sometimes. I send out signals without realizing it.

HERB  
That's funny. I do the same thing. Except it's usually the opposite signal.

They both smile again. And they both mean it.

KATE  
So did you really spend Christmas  
with a friend?

HERB  
In a really strange kind of way, I  
guess I did. And you?

KATE  
Actually, I spent it playing the  
piano. And I thought of you.  
(beat; recovering)  
I've been trying to learn Tiny  
Dancer. It's not exactly a  
Christmas carol, but--

HERB  
It's my favorite Elton John song.

KATE  
(impressed)  
Yeah.

HERB  
(explaining)  
I've been listening to a lot of new  
music lately, trying to expand my  
repertoire. Have you heard of this  
band Coldplay?

Kate smiles and nods her head.

HERB  
They're pretty good.

And with that, "The Scientist" by Coldplay kicks in.

KATE  
You should come over sometime. I'd  
love to hear you play again. And  
maybe, you know, we could have  
another lesson.

HERB  
I'll do that.

KATE  
That would be nice.

It's a special moment, a strange moment...

...and it's about to get even stranger.

Kate and Herb start to kiss. All their feelings of loneliness and longing channelled into this one moment...

...and then they fall to the ground, out of FRAME. All we see is Ellen's tombstone, watching silently.

A few moments later, Herb pops back up. His hair disheveled, the top two buttons of his shirt undone.

He looks at his wife's tombstone. He looks down at Kate.

HERB

Do you mind if we go somewhere else?

INT. KATE'S LIVING ROOM - NIGHT

Kate and Herb are kissing with abandon as they move through the living room.

Kate starts undoing Herb's belt.

HERB

That's Italian leather.

KATE

What?

HERB

Never mind.

They keep awkwardly making their way to the bedroom. It's all hurried. And strange. Yet somehow touching.

INT. KATE'S BEDROOM - NIGHT

Herb and Kate are in the midst of sex. Herb is on top. But all we can see is their silhouettes.

KATE

Yes. More.

HERB

More?

KATE

Yes.

That's all the encouragement Herb needs. He stops thrusting for a moment, steeling himself for something...

KATE  
What are you doing?

...and then he makes his move. In one seamless motion, Herb tries to (1) flip Kate onto her stomach, (2) fall onto his back and (3) pull her into a reverse mounted position. All without pulling out.

Except, about halfway through...

HERB  
Ahhhh!

Herb grabs his back and bucks his hips. Kate falls off the bed to the left. Herb falls off the bed to the right.

INT. HOSPITAL ROOM - DAY

Herb wakes up in a hospital bed. A doctor is reviewing his chart. Kate is in a chair, a small bandage on her forehead.

HERB  
What the fuck happened?

KATE  
Herb, are you okay?

HERB  
Where the fuck am I?

KATE  
You're in the hospital.

HERB  
(re: bandage)  
What happened to you?

KATE  
(smiling; whispering)  
You don't remember?

DOCTOR  
Mr. Winter. Good to see that you're conscious... and still in command of a full vocabulary.

The doctor checks his chart.

DOCTOR

Nothing to worry about, really.  
You had some mild back spasms and  
what looks like an adverse reaction  
to... actually I'm not really sure.  
Just out of curiosity, have you  
taken any new medication recently?

HERB

(evasive)

No...

DOCTOR

(looks up from his chart)

Nothing out of the ordinary?

Herb shakes his head, trying not to look too guilty.

DOCTOR

Because I'm looking at your blood  
test here. And, well, there's  
traces of a drug I'm not entirely  
familiar with.

He looks inquisitively at Herb. So does Kate. Herb shrugs.

DOCTOR

Fortunately, there's no long-term  
damage to your heart or... any  
other organ. But do me a favor,  
Mr. Winter. From now on, stick to  
prescription drugs, okay?

Herb nods nonchalantly. The doctor leaves.

KATE

Do I even want to know?

INT. HOSPITAL ROOM - DAY

Herb is in bed, eating lunch and watching TV.

An ad for a retirement village comes on the screen. Old  
people play golf and tennis, dance the conga, et cetera. It  
looks like paradise.

HERB (V.O.)

What bullshit.

But as the ad continues, it shows two old men sitting at a  
table, sharing a meal together. Laughing.

Herb looks at the TV screen. At the food on his tray. At his empty hospital room...

...and slowly, his eyes fill with tears.

INT. JULES'S HOSPITAL ROOM - DAY

Jules is in bed, connected to a heart monitor. Herb, still in hospital garb, pops his head in the door.

HERB

Hey. They said I could come up.

Jules doesn't say anything. Herb approaches cautiously.

HERB

I won't stay long. I just wanted to bring you something.

JULES

Is it a jar of Vaseline?

Herb smiles. The tension apparently broken.

HERB

I can get you one.

JULES

(re: heart monitor)

That's okay. If I even think about masturbating, this machine starts beeping.

HERB

Actually, I don't have anything to give you. I just wanted to see you and...

Tears form in Herb's eyes.

HERB

God, Jules. I'm so sorry.

JULES

This isn't your fault, Herb.

HERB

Yes. It is.

JULES

You didn't put me here. My heart did.

HERB

I don't mean this. I mean everything. You were my best friend, Jules. My only friend. And I never treated you like one.

Herb wipes away his tears.

HERB

I'm such an asshole.

Jules hands him a Kleenex.

HERB

I don't know why, but I've been crying a lot lately.

JULES

Maybe it's those penile enlargement pills.

HERB

(smiling)

Maybe. They haven't really been working.

JULES

What are you doing in the hospital?

HERB

I'd tell you, but I'm afraid you might have another heart attack.

Jules arches his eyebrows. He clearly wants to know.

HERB

All right. What do you want to know?

JULES

Everything.

SAME LOCATION - FIVE MINUTES LATER

Jules's heart monitor BEEPS rapidly. Jules rips the sensors from his chest. The BEEPING stops.

HERB

I told you.

JULES

You had sex with Kate?

HERB  
Technically, I'm not really sure.

JULES  
Technically?

HERB  
Well, there was insertion, but...

JULES  
No troop deployment?

HERB  
Right.

JULES  
I think that still counts.

HERB  
It certainly doesn't feel like it.

JULES  
What did it feel like?

Herb pauses for a moment. He has to think about this.

HERB  
I don't really remember.

Jules cracks up. And it's infectious. Herb laughs, too.

HERB  
You know the only thing that's  
really clear to me? Just before I  
blacked out, maybe it was the  
pills, but I had one of those near-  
death experiences. And this one  
image kept popping up in my head.

JULES  
Like a white light?

HERB  
No. It was your face.

Jules blanches.

HERB  
I think what happened is my entire  
life flashed before my eyes. And  
the only constant, the only thing  
worth remembering, has been the  
times I spent with you.

Herb takes Jules's hand.

HERB  
I love you, Jules.

JULES  
I love you too, Herb.

Herb leans in and tries to give Jules a hug, but it's kind of awkward with Jules lying down. Herb almost has to crawl into bed next to him. Jules pats him on the back.

JULES  
Just don't think of me the next  
time you're having sex.

EXT. HOSPITAL - DAY

Kate is pushing Herb's wheelchair out the front of the hospital. The sun is shining. A beautiful winter's day.

KATE  
Gorillas?

Herb hangs his head. He gives her a sheepish nod.

KATE  
That explains a lot.

HERB  
To be fair, I think I'm still  
capable of performing at an  
adequate level.

KATE  
Just adequate?

HERB  
Maybe above adequate.

KATE  
Maybe next time, just give me a  
warning if you want to do something  
like that.

HERB  
Next time?

Kate stops the wheelchair. She smiles and whispers something in Herb's ear...

...and slowly, almost imperceptibly, he starts to smile.

INT. SPRUCE GARDENS, DINING HALL

All the familiar residents of Spruce Gardens are standing around Herb's table. Jules is sitting to his left. The seat to his right is empty.

Kate appears, carrying a birthday cake with seventy-six candles on it. And as everyone breaks into "Happy Birthday" the sound cuts out...

...and all we hear is Herb's voice.

HERB (V.O.)  
My name is Herb Winter.

Kate puts the cake in front of Herb.

HERB (V.O.)  
Today is my seventy-sixth birthday.

Kate sits down next to Herb and secretly squeezes his leg.

HERB (V.O.)  
And just so we're clear, I've been  
promised a pretty damn good  
present.

Herb blows out the candles and grins. There's nothing imperceptible about it. Herb Winter has never been happier in his entire life.

FADE OUT.