

Barney's Version

by

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Based on the novel by Mordecai Richler

INT. DEN - BARNEY AND MIRIAM'S APARTMENT - NIGHT

A tumbler of Scotch. A half empty bottle of Macallan's. A burning Montecristo cigar in an ashtray.

A hand picks up a telephone and dials.

BARNEY

I'd like to speak with my wife.

BLAIR (V.O.)

(groggy)

Barney...? It's three in the morning.

BARNEY

Put my wife on the phone.

BLAIR (V.O.)

She's not your wife and I'm not waking her.

BARNEY

Then just ask her what she wants me to do with these nude photos I have of her. Come to think of it, you might actually want them if only to see what Miriam looked like in her prime.

Click. Dial tone.

Barney hangs up, puffs on his cigar. Feeling good. Photos of him and Miriam strewn over the table. None of them nudes.

CUT TO:

INT. DEN - BARNEY AND MIRIAM'S APARTMENT - MORNING

The bottle of Macallan's now empty. The cigar burned to the nub.

An ALARM CLOCK DRONES on and on from the bedroom. It finally gets turned off.

BARNEY PANOFSKY (64), hung over and in his robe, lumbers down the hallway and to the front door.

INT. HALLWAY OUTSIDE BARNEY'S APARTMENT - CONTINUOUS

He picks up the morning newspaper. Scans the front page. Something he reads upsets him.

BARNEY

Fuck.

A SOCCER BALL rolls and stops at Barney's feet.

JUSTIN (8) runs up and grabs the ball. He stares up at Barney. Barney stares back.

NEIGHBOR (O.S.)
Justin, come on, we're late.

JUSTIN
Hi Barney.

BARNEY
Good morning.

Justin runs off. Barney turns back inside.

INT. KITCHEN - BARNEY AND MIRIAM'S APARTMENT - LATER

Now dressed, Barney reads the paper as he finishes his bagel and lox. He looks at his watch -- shit, he's late. Drops the paper on the table. Puts the dishes in the sink.

INSERT - NEWSPAPER BLURB - FRONT PAGE

"BOOK REVIEW: Detective Sean O'Hearne writes his own account of the scandal that rocked the city 30 years ago..."

Beside the blurb is an old picture of BARNEY IN HANDCUFFS.

INT. KITCHEN - BARNEY AND MIRIAM'S APARTMENT - CONTINUOUS

He grabs his cell phone and turns it on, then notices the answering machine.

INSERT - BLINKING ANSWERING MACHINE: 10 MESSAGES.

He presses PLAY, but only listens to the first few words of each message before fast forwarding to the next.

ANSWERING MACHINE
(female voice)
Hi dad, I know it's early... hi dad,
me again... where are you... dad,
call meeee...

The next few messages from an angry MALE VOICE.

ANSWERING MACHINE (CONT'D)
Dad, its Michael.... Dad, I know
you're there... Are you screening?...

Barney turns the machine OFF. Now he can't find his keys. Scours the house for them. His cell phone RINGS.

BARNEY
Hello?

EXT. STREET - MORNING

INTERCUT WITH KATE (24), Barney's daughter. Walking to her job as a grade school teacher, carrying a bag and thermos.

KATE

Daddy, where were you? I've been calling all morning.

BARNEY

The ringer was off.

KATE

Blair had a heart attack last night.

BARNEY

Really?

KATE

Really.

BARNEY

How bad?

KATE

Minor. He thought it was indigestion.

BARNEY

Putz.

He finds his keys. Rushes out the door.

KATE

Dad, it's still a heart attack.

INT. HALLWAY - CONTINUOUS

Barney hurries down the hallway to the elevator.

BARNEY

That's true. The long term effects of these things don't often show up until later. Impotence is still on the table.

KATE

Are you not at all concerned that you might have caused this?

BARNEY

Why would I be?

KATE

Mom told me about the phone call last night.

That triggers a distant alcohol fogged memory. *DING.* The elevator arrives. He steps in.

BARNEY
I'll call you back. I'm stepping in
the elevator.

KATE
You better.

Barney grins from ear to ear, filled with glee at this news. On the elevator doors closing we...

CUT TO:

INT. CAR - DRIVING - MORNING

Barney driving his Mercedes, back on the phone with Kate who is approaching the school she teaches at.

BARNEY
I may have accidentally dialed their
number.

KATE
Sure, dad. But you do have an out -
it seems that Blair was already having
chest pains when you called but he
didn't want to bother mom with it.
It was your call that woke her, and
she then insisted on taking him to
the hospital.

BARNEY
So I saved his life.

KATE
My hero.

BARNEY
Did you see the paper today?

KATE
I did. Are you okay?

BARNEY
Yeah, I'm fine.
(beat)
I'll call you later.

KATE
Okay. Love you.

BARNEY
Love you too.

EXT. TOTALLY UNNECESSARY PRODUCTIONS - DAY

Barney drives up to the offices of TOTALLY UNNECESSARY PRODUCTIONS and pulls into his personal parking spot.

CUT TO:

INT. TV SOUNDSTAGE - DAY

We drop right into a scene of Barney's TV show, the long running soap - "O'MALLEY OF THE NORTH".

The CONSTABLE, O'MALLEY, mid-50's and still handsome, is being tended to by a female NURSE played by SOLANGE (52), making a "house call" to the local bar.

SOLANGE
(wrapping a bandage)
How does that feel, O'Malley?

O'MALLEY
Warm and tight.

SOLANGE, originally cast as the "sexpot" of the show, her uniform is inappropriately low cut and tight for a woman her age, but she works it like she's still the cat's meow.

Barney quietly walks onto the sound stage, and sits in his producers chair. The scene is painful for him watch. He pulls over a WARDROBE GIRL.

BARNEY
Can we do something about her outfit?

WARDROBE GIRL
I tried. She has them altered herself.

DIRECTOR
CUT!
(to Barney)
How was that?

BARNEY
Appallingly bad.

DIRECTOR
Great. MOVING ON.

Solange's bright smile instantly sours as she eyes Barney.

SOLANGE
I want to talk to you!

Barney immediately hustles himself away.

SOLANGE (CONT'D)

Don't you run away from me!

She tries to go after him but is stopped by the sound guy who needs to remove her mic.

FOUR EXECUTIVES descend upon him, struggling to keep pace, including MARK (40). Everyone talking over each other.

MARK
Did you see today's
paper?

EXECUTIVE
We need to go over the
opening for next week's
episode.

MARK
The teaser is a minute
long--

EXECUTIVE
And we lost the location
so we have to rewrite it
for the studio--

Barney pushes through a door, leading everyone into --

INT. TOTALLY UNNECESSARY PRODUCTIONS OFFICE - CONTINUOUS

Rows of desks occupied by accountants, story editors, assistants. Barney whisks through the aisles - everyone still hot on his tail.

BARNEY
(announcing to entire
office)
Good morning everyone. Yes I've
seen today's paper, no I don't give
a flying fuck and neither should
you, let that be the end of it.

MARK
Barney, the network wants to make a
really big deal about the 30th season.

BARNEY
That's in a year.

MARK
They're looking ahead, and they're
open to renewing for two more seasons.
(nervous)
But they have a few suggestions.

BARNEY
How long have you worked for me?

MARK
Eighteen years.

BARNEY

So why do you still act like a girl
asking permission for a sleepover?
Tell me what the hell it is.

Barney heads into --

INT. BARNEY'S OFFICE - CONTINUOUS

The exec's all follow inside and stand in silence. Mark
steps forward as Barney flips through mail on his desk.

MARK

They want to bring in a new face.
Someone young. Maybe give Solange a
sexy, young niece who comes to live
with her--

BARNEY

They want to fire Solange?

MARK

They want us to write her down in
favor of a new character.

BARNEY

No. No way.

MARK

We'll do it in a classy way--

BARNEY

I won't humiliate her like that.
She's been on the show since day
one. I'll give her your job before
that happens.

MARK

They're not asking.
If we don't do it, this is our last
season. No one under fifty watches
the show.

BARNEY

So they want to bring in some tits
and ass?

MARK

Isn't that why you first hired her?

Solange suddenly bursts through the crowd of Exec's and slams
a FOLDER down on Barney's desk.

SOLANGE

I want a word with you NOW.

Barney opens the folder and scans the papers inside.

BARNEY

What language is this?

SOLANGE

They're from Bulgaria. Press
clippings about me and they just
keep coming. They love me over there.
This proves what I'm really worth to
the foreign market.

Barney tosses the folder aside.

BARNEY

I'll give it my utmost attention.

SOLANGE

I hired a new lawyer, a real shark,
and he says--

MARK

Whoa, whoa, Solange, why do we need
to bring lawyers into this?

Solange turns around and pushes the Exec's out.

SOLANGE

Out! I want to talk Barney alone.

MARK

Barney, we have to discuss--

SOLANGE

OUT!

She slams the door on them and turns to Barney. Her tone
instantly softens.

SOLANGE (CONT'D)

I feel like everyone is laughing at
me. Tell me honestly, how do I look?

Beat.

BARNEY

You look like the reason we're still
on the air. Sexy as hell.

SOLANGE

(teary)

Thank you.

(beat)

But you're still going to pay me
what I deserve.

She stops just before exiting.

SOLANGE (CONT'D)

I saw the paper. How are you doing?

BARNEY

Fine.

Not wanting to get into it, Barney busies himself with moving around papers. Solange takes the cue, then takes a deep breath, puts her game face on and storms out, slamming the door behind her for effect.

CUT TO:

INT/EXT. BARNEY'S CAR - DRIVING - DAY

Barney drives through downtown Montreal, eventually parking in front of Grumpy's Bar.

INT. GRUMPY'S BAR - DAY

Barney walks into his regular watering hole - GRUMPY'S BAR. The bar spotted with regulars who mumble hello to him.

JILL THE BARTENDER serves him his usual.

JILL

You get home okay last night?

BARNEY

I got home.

With a glance, Jill directs Barney down the bar.

JILL

He's had more than a few already.

DETECTIVE SEAN O'HEARNE, around 60, slides off his barstool. Grossly overweight, blotchy salmon red complexion.

O'HEARNE

You see that review in the paper today? Not bad.

Barney ignores him. O'Hearne places a copy of the infamous book he's written "*WITH FRIENDS LIKE THESE*" on the bar.

O'HEARNE (CONT'D)

That's for you. I even signed it.

Barney opens the book - dumps a handful of peanuts on the page, POUNDS it shut with his fist, then flips it back open and starts eating from the cracked nuts.

O'HEARNE (CONT'D)

Why do you have to be like that? I wrote a nice little note to you.

O'Hearne slides the book back over to himself and clumsily flips to his hand written inscription. He's very drunk.

O'HEARNE (CONT'D)

"To Barney, none of this would have been possible without you. All the best, Detective Sean O'Hearne".

BARNEY

What the hell are you doing here?

O'HEARNE

This is a big day. I thought I'd buy you a drink, share in the moment, be a "mensch", like you might say.

Barney looks at O'Hearne. Marvelling at his idiocy.

BARNEY

For someone who professes to hate me so much, you sure do go out of your way to come around here a lot.

O'HEARNE

I just want to know what you did with the body already.

BARNEY

You really want to know? Fine. I carved him up with a chainsaw, dumped the parts in the St. Lawrence river.

O'HEARNE

Chainsaw, my ass. You'd never have the guts to cut him up. If you won't tell me now, promise you'll at least leave me a note in your will.

BARNEY

C'mon O'Hearne, you're bound to go first. Look at you - prick you with a fork on a hot summer day and you'd explode like a pan fried sausage.

O'HEARNE

This heart will still be pumping strong when your prostate turns to marble, Panofsky.

JILL

Why don't you just leave him alone
already?

O'HEARNE

Because he got away with murder,
sweetie.

(looking at Barney)

You screwed over everyone you ever
knew or cared about, and now the
whole world is going to know what a
cocksucking murderer you really are.

O'Hearne is right up in his face. INTENSE stare.

BARNEY

Your breath stinks.

O'Hearne has to tear himself away before he tries to kill
Barney. He slides the book back over to him.

O'HEARNE

It's a real page turner.

O'Hearne marches out. Barney's eyes reluctantly drift to
the COVER PHOTO of the book.

INSERT - BLACK AND WHITE PHOTO CIRCA 1974, Barney with his
arm around his best friend BOOGIE.

FLASHBACK TO:

EXT. RESTAURANT - TRASTAVERE, ROME - NIGHT - PAST

TITLE: ROME, 1974

Barney is out cavorting with his crew - over educated
contemporaries living the bohemian life in Rome.

Barney's Algonquin Round Table.

Copious amounts of food and drink. Lively conversations
overlap, as we move around a crowded table. Locals, ex-pats
and plenty of girls. A few of Barney's standout friends being:

CEDRIC RICHARDSON, African American, actor, extremely handsome,
three fawning girls with him. LEO FASOLI, Italian bearded
artist, his pants and t-shirt speckled with paint.

CEDRIC

...I know that I can't just sit around
and wait for something to happen.

(MORE)

CEDRIC (CONT'D)

So I call up the director and tell him: "I've been offered Othello for the third straight year and I'm not going to pass it up just to play the fucking Chuck Wagon cook again. Who do I look like, Roscoe Lee Brown? "But that's how it's written" he answers. So I tell him - "Roberto, the time has come for the black man to hold a gun instead of a spatula".

BARNEY

Amen!

CEDRIC

And he had the role rewritten for me. I am now posse member number 4.

LEO

To Cedric, living the lessons of the Bard: "be as great in act, as you have in thought".

Everyone toasts. Barney's eyes light up as he leaps from his chair to greet --

BARNEY

BOOGIE!

EVERYONE

Boogie/Welcome back!!

BOOGIE, Barney's best and most cherished friend. Tall and lean, he possesses a physical and intellectual magnetism that enchants everyone who meets him. He has a stunning girl (THE COUNTESS) on his arm.

Boogie is greeted by all and handed some wine. Cedric makes it a point to introduce himself to The Countess.

CEDRIC

I'm Cedric.

COUNTESS/MARIA

Maria.

(flirtatious)

You look familiar to me.

CEDRIC

I'm an actor.

MARIA

I knew it. You look like a movie star.

The Countess then slides up to Boogie, whispers something in his ear, kisses him deeply, then walks off to the bathroom. Her exquisite beauty silences them all.

CEDRIC

Who is that?

BOOGIE

Ah, the Countess. A descendant of Giuseppe Garibaldi, no less.

LEO

Where did you meet her?

BOOGIE

Somewhere between my blackout in Lake Como and my hangover in Ste-Maxime. If you could find out AND get her name, that would be great. But enough about that, I want to hear about all of you. Leo, how was your showing at Galerie Des Points?

The silence around the table indicates - "not so good".

BARNEY

His work is too bold for that crowd.

LEO

The show was a bust. I only sold one piece - to Barney.

Barney holds up the painting to show Boogie.

CEDRIC

Barney - our very own patron of the arts. Otherwise known as our only friend with a real job.

Everyone toasts.

BOOGIE

(to Barney)

And so, my High Priest, did you get through those books I sent you?

BARNEY

A few of them.

BOOGIE

Only a few? I sent them months ago. What have you been doing with yourself?

BARNEY

Well, actually, I'm getting married.

BOOGIE

What?! To who?

CLARA (O.S.)

To me.

Boogie turns around to find CLARA CHAMBERS (26), tall, skinny, pale and beautiful, gypsy shawl and skirt. Three months pregnant, and slightly showing at her belly. She downs a shot of Grappa and lights a cigarette as she sits.

CLARA (CONT'D)

Prince Charmingbaum here knocked me up by way of a magical thirty seconds of friction.

BARNEY

Where have you been? You didn't come home last night.

CLARA

Who remembers?

(to Boogie)

Has he told you what he's doing now? Exporting olive oil to some guy, Hymie back in Montreal. It's like a bad Jewish sitcom.

BARNEY

Someone needs to make a living.

CLARA

He comes to Europe and sells oil. It's fucking humiliating. You're not one of us. You're a voyeur--

BOOGIE

Okay, A toast to the newlyweds! To your health, your happiness--

CLARA

(at Barney)

And a three inch prick.

EVERYONE

L'CHAIM!

Everyone drinks. Barney scowls at Clara. She instantly switches gears to soft and loving.

CLARA

I'm sorry, baby. You're still my yummy yid.

She gets on his lap, curling herself around him like a cat. He starts to soften, the party around them continues on....

EXT. ROME STREET - LATER THAT NIGHT

Closing down the bar, the whole gang pours out into the street. Barney and Boogie lead the way, sharing a flask. Barney shlepping Leo's painting with him.

BOOGIE

Why did you agree to marry her?

BARNEY

I got her pregnant.

BOOGIE

So? Clara's crazy. She's a conversation piece, not a wife. And how do you even know it's yours?

BARNEY

It's mine.

BOOGIE

If you say so.

Boogie turns to the gang: Leo pulling up the rear with his girl. Cedric walking with one arm around Clara and the other around the Countess, who is quite smitten with him.

BOOGIE (CONT'D)

So what's the plan everyone? What are we doing?

CEDRIC

I have an early call time tomorrow.

LEO

Yeah, I'm exhausted.

BOOGIE

Oh, come on. I don't believe what I'm seeing.

CLARA

(lighting a cigarette)

Count me out. I'm already hung over and I'm not even done being drunk yet. Oh, yeah, and I'm fucking pregnant too. C'mon, Barney.

BOOGIE

He's coming with me.

CLARA
Where are you going?

BOOGIE
Taking him out for a proper bachelor party.

CLARA
Oh no, you're not.

BOOGIE
You don't own him just yet.

Boogie drags Barney down a side street.

BOOGIE (CONT'D)
Got any money?

BARNEY
Some. Why?

BOOGIE
Provisions.

INT. BOOGIE'S ROOM - HOTEL CISTERNA - LATER

Laid out on the table in Boogie's hotel room:

A bottle of Scotch, two packs of Gauloises, a pack of rolling papers, a small ball of TINFOIL.

Barney finds two clean glasses in the messy room and pours them each a drink. Boogie unwraps the tinfoil to reveal a ball of OPIUM inside. Then gathers his drug paraphernalia.

BOOGIE
We have to do it all, Barney. Opium, Horse, Hash - everything under and behind the sun, on and off the table. We only go around once.

They toast and drink. Boogie then hands Barney a thick MANUSCRIPT off the floor.

BARNEY
You finished it?!

BOOGIE
Not quite yet. But you can read it so far.

Barney drops onto the mattress and starts right away.

3/4 OF A BOTTLE OF SCOTCH LATER

Barney has gone through a hundred pages so far.

BARNEY

Boogie, this is brilliant. Absolutely brilliant. When are they publishing it?

BOOGIE

They're not.

BARNEY

Why?

BOOGIE

I didn't submit it.

BARNEY

Why the hell not?

BOOGIE

I told you, it's not finished yet. And anyway, I'm never giving it to that feckless editor.

BARNEY

What about the advance they paid you?

BOOGIE

I wrote him another one.

BARNEY

Which?

Boogie reaches over and tosses Barney a manuscript.

INSERT - MANUSCRIPT: "VANESSA'S PUSSY"

BARNEY (CONT'D)

What's it about?

While Boogie weaves his tale, he heats up and crumbles some of the Opium, preparing to smoke it in a pipe.

BOOGIE

It's a new interpretation of the Book of Job, as told through Vanessa's vaginal lips. Pious and pristine, Vanessa's Pussy is a pillar of religious devotion. Then one day, without warning or reason, Vanessa's Pussy is suddenly fucked over and over and over again by *The Supreme Being*; a deity who erects himself into this temporal world as *The Great Cock*. After an ungodly amount of

(MORE)

BOOGIE (CONT'D)
drilling, and now a shell of the
hole she used to be, Vanessa's Pussy
surrenders her absolute devotion to
The Great Cock. As reward, her
elasticity is restored, but she's
left with a recurring odorous rash.
(beat)
For some reason the editor passed.

Barney looks at him dumfounded.

BARNEY
Let me guess - Vanessa is the editor's
wife.

BOOGIE
Was.

Boogie takes a hit off the pipe. Barney tries to stare him
down like a disapproving parent, but the sheer bravado of
the story makes them both crack up.

BARNEY
Jesus, Boogie, stop dicking around
and finish your book already.

Barney pours himself more Scotch and continues reading.

CUT TO:

EXT. STAIRS - CAMPIDOGGIO - DAY

Wedding day. Boogie, Cedric, Leo accompany Barney and Clara
up the steps to the Mayor's Marriage Office.

Clara is seven months pregnant, wearing a black veil. Cedric
helps her up the stairs.

Barney wears a mix and match tuxedo. He and Boogie walk
ahead of the others.

BOOGIE
Listen, you don't have to go through
with this.

BARNEY
You're saying this to me now?

BOOGIE
I'm just saying, no one will think
anything less of you.

BARNEY

(beat)

C'mon, we're already late.

INT. MAGISTRATE'S OFFICE - CAMPIDOGLIO - DAY

Everyone waits for the JUDGE who looks over their paperwork.

(JUDGE'S DIALOGUE IS IN ITALIAN AND SUBTITLED).

JUDGE

I vistri passaporti, prego.

The Judge takes a cursory glance and hands them to his CLERK.

JUDGE (CONT'D)

*I testimoni, prego - Bernardo
Moscovitz, Leonardo Fasoli.*

Boogie and Leo step forward and sign the marriage license.

JUDGE (CONT'D)

Barney Panofsky, firmi qui.

Barney signs.

JUDGE (CONT'D)

Clara Charnofksy, firmi qui.

BARNEY

(in bad Italian)

Charnofsky? No, is chiama Clara
Chambers.

JUDGE

Non secondo il suo passaporto.

Clara says nothing. Barney grabs her passport to see for himself.

CLARA

I was married to a Russian gangster
for maybe five days. I ran away on
the honeymoon. I just never bothered
to do the paperwork to change the
name back.

BARNEY

Did you not think to mention this?

CLARA

Don't worry, you still got yourself
a true blue Shiksa.

BARNEY

What else haven't you told me? Any kids I don't know about?

CLARA

Only two - Yosel and Chaim. They're locked in our attic. When you're out getting the hockey scores I let them down and force feed them pork roast milkshakes through a funnel.

Dumfounded silence. Then --

Clara SNATCHES the pen from Barney's hand and signs the license in a flash.

CLARA (CONT'D)

There.

CEDRIC

(beat)

Mazel Tov!

INT. BARNEY/CLARA'S APARTMENT - NIGHT

THUNDER and LIGHTENING rage outside.

Barney holds Clara in his arms as she is curled on the bed, clutching her black wedding veil, trembling with white knuckle fear; a child terrified of the thunder.

All around the apartment we see scraps of half written poems, sketches and paintings.

CLARA

I'm sorry.

(beat)

You still love your crazy Clara, don't you?

BARNEY

(beat)

Of course.

(beat)

Can I get you anything? You haven't eaten a thing all day.

CLARA

Maybe a piece of fruit.

Barney reaches over and hands her a BANANA off the table. Clara begins to peel it from the WRONG END.

BARNEY

Why do you peel it like that?

CLARA

I read somewhere this is how monkeys
do it. I figured they should know.

She may be crazy, but she has her odd charms. Barney holds
her tight as she flinches at another rumble of thunder.

CUT TO:

INT. AGOSTINO GEMELLI UNIVERSITY POLYCLINIC(HOSPITAL) - DAY

Barney runs through the halls of the hospital in Rome,
frantically demanding help from the nurse's desk.

BARNEY

(to Nurse, in Italian)
I need to find my wife - Clara
Panofsky. Or Chambers. Or maybe
Charnofsky.

INT. DOCTOR'S OFFICE - HOSPITAL - DAY

THE DOCTOR sits down, lights up a cigarette.

DOCTOR

Signor Panofsky - mi dispiace - I
will speak in English. I am afraid
the infant was a stillborn.

Barney is speechless.

DOCTOR (CONT'D)

But your wife is healthy and will
certainly be able to bear other children.
(beat)
I must ask if you know the biological
father - for our records.

BARNEY

I'm the father.

The doctor looks at Barney incredulously, then to his charts,
than back at Barney.

DOCTOR

Then you must be an Albino.

INT. CLARA'S HOSPITAL ROOM - DAY

Barney enters and sits at Clara's bedside. She's sketching
a picture of Barney on a pad as they talk. Barney won't
look her in the eye.

CLARA

Every four hours they attach clamps
to my nipples and milk me like a
cow.

(beat)

I was sure it was yours--

BARNEY

Can we talk about this later?

Barney is visibly hurt and angry. Clara strokes his arm.

CLARA

Oh Barney, you really do wear your
heart on your sleeve.

(beat)

Now put it away, it's disgusting to
look at.

BARNEY

(up and leaving)

I'll pick you up tomorrow.

CLARA

I'm not going to let you divorce me!

Barney is already out the door.

INT. HALLWAY - HOSPITAL - DAY

Barney walks down the hallway where his friends are gathered
and looking somber. The Countess and Leo are consoling
Cedric. Barney makes a bee-line for Cedric and SUCKER PUNCHES
him. Boogie jumps in and wrestles Barney away from Cedric.

BOOGIE

Easy, man. C'mon. He just lost a
son.

Barney looks at Boogie - "*what the fuck?*". With an
incredulous grunt, he walks off.

EXT. BARNEY/CLARA'S APARTMENT - DAY

Barney helps Clara out of a taxi and into their apartment
building.

INT. BARNEY/CLARA'S APARTMENT - DAY

Barney helps Clara onto the bed, pours her a glass of water.

CLARA

Okay, I'm ready to talk now.

Barney waits.

CLARA (CONT'D)

I've already spoken with a lawyer.
If you divorce me I'm entitled to
half your income for the rest of
your life.

BARNEY

Clara, I never knew you had such a
practical streak in you.

CLARA

Surprise. Not all us Shiksa's are
chumps.

(lights a cigarette)

Look, I'm not a pig despite what you
might think. I'll settle for a year's
rent on this dump and an allowance
of fifty dollars a week.

BARNEY

I'll move out tomorrow.

CLARA

Oh look, the color's come back into
your cheeks. Now you can finally go
back home, tongue your way into proper
society and find yourself a nice
Jewish girl - someone who shops.

BARNEY

(grabbing a few clothes)

As always, your insight is dazzling.

CLARA

Come now, I did you a great favor.
You'll be able to entertain them all
at the United Jewish Appeal galas
with stories about Crazy Clara
Chambers before she got famous. Now
get the hell out while I try and
rustle up a proper fuck.

Barney walks out and never looks back.

INT. STAIRWELL - CONTINUOUS

Clara runs out and screams down the stairwell after Barney.

CLARA

Wait! I'm sorry, Barney! Let's
start over! Please, Barney! Please!

DISSOLVE TO:

INT. BOOGIE'S ROOM - HOTEL CISTERNA - DAY

Barney is aggressively chopping vegetables as he prepares food. Boogie crumples some hash to roll in a joint.

BARNEY

My uncle Irv offered to get me into TV production. He says there's all these tax loopholes in Canada that make it foolproof.

BOOGIE

Pass the lighter off the table.

Barney reaches for the lighter. He sees an ENVELOPE addressed to him. He opens it and pulls out a HANDWRITTEN NOTE:

CLARA'S VOICE (V.O.)

Dear Barney, Please come for dinner tonight at eight. I think it's important we talk. I'm sorry. I really do miss you. I need you. I'll even make latkes. Yours, Clara.

BARNEY

When did this come?

BOOGIE

What? Oh, that. Shit. Sorry, I forgot. I think it came a few days ago.

Barney looks at Boogie with disgust, throwing the lighter at him on his way out the door.

INT. STAIRWELL - VILLA DELLA FONTE - DAY

Barney runs up the stairs.

INT. BARNEY/CLARA'S APARTMENT - DAY

Barney rushes in and finds a table set for a candlelight dinner for two. The candles completely burned away.

BARNEY

Clara?

He slowly moves through the apartment...

INT. KITCHEN - CONTINUOUS

A charred chicken and a tray of latkes out on the stove.

INT. BEDROOM - CONTINUOUS

Where Clara lies dead on the bed. An empty bottle of sleeping pills at her side. Her sketches and poetry scattered all over the room.

Barney drops to her, feels for a pulse. Nothing. His eyes well up with tears...

DISSOLVE TO:

INT. BARNEY/CLARA'S APARTMENT - DAY

PANNING OVER soiled laundry, empty wine bottles, ashtrays, the abstract painting of Leo's... to a hung over Barney, snoozing on the sofa, wakening to a POUNDING on the door.

Rising unsteadily, Barney climbs over packed cartons labelled: "*Clara's poetry, Clara's Sketches, Clara's Paintings*". He opens the door.

CHARNOFSKY (50), stands there. An Orthodox Jew, black hat, black wool coat and a Van Dyke beard. His tie has been neatly rent (cut) with scissors.

BARNEY

Are you here about the apartment?

CHARNOFSKY

I'm Chaim Charnofsky.

BARNEY

The Russian?

CHARNOFSKY

Brighton Beach. I'm Clara's father.
Your machuten. Are you going to
invite me in?

Still in a haze, Barney steps to the side. Hands clasped behind his back, Charnofsky wanders in, studying the apartment. He is immediately drawn to a specific INK SKETCH:

The completed sketch Clara started in the hospital: Barney, drawn to look like Satan, along with a group of demons ravishing a pregnant young woman who looks much like Clara.

CHARNOFSKY (CONT'D)

Who would buy such a disgusting thing?

BARNEY

Actually, Clara made it.

(beat)

She said her parents were dead.

CHARNOFKSY

She's been saying that since she was ten.

(looking Barney over)

So you're the one she married?

(off Barney's nod)

I understand there was a child.

BARNEY

We lost him.

CHARNOFKSY

So you lost a son and I lost a daughter. May there be no more mourning in your house or mine.

(beat)

You have a bisel Schnapps?

CUT TO:

INT. KITCHEN - MOMENTS LATER

Barney pours them each a Scotch.

CHARNOFKSY

I'm the Cantor of the B'Nai Jacob synagogue. It's not a princely living, but they provide us with an apartment.

(looking at boxes)

Clara's things?

BARNEY

Her notebooks. Poems, diaries, ink drawings. People think highly of her work. You should have a publisher look at them.

CHARNOFKSY

Diaries, you said? Filth about me and her mother, I'm sure. Ship them to my nephew. He's a professor of literature at NYU. He used to encourage her.

Charnofsky finishes his drink. Pours himself another.

CHARNOFKSY (CONT'D)

I can imagine the guilt you're carrying right now, but you should know this wasn't the first time my Clara tried to kill herself. It all started when she was twelve.

(MORE)

CHARNOFKSY (CONT'D)

Tearing her hair out in clumps, "I'm not Jewish", "you're not my parents" she'd scream. She would refuse to eat, we'd have to force feed her chicken soup through a funnel, then she would vomit all over me on purpose. She'd run away for days and sneak black boys into the house so the whole neighborhood could see. My wife wanted to die. That's when I started locking her in the attic. She was a danger to everyone. My wife would bring her food, leave it outside the door. Once she goes to collect the dishes and lets out a shriek - you know why? Clara left a number two on the plate.

BARNEY

She was obviously sick.

CHARNOFSKY

You're telling me? We went to Dr. Kupner. The Head Rabbi's son-in-law, went to Harvard, the best in town. You think Clara was grateful? "He felt up my tits" she would scream in front of everyone at the hospital. It was a horror.

BARNEY

I think you should leave.

CHARNOFSKY

What? I've upset you?

BARNEY

Get out of here.

CHARNOFSKY

You dare speak to me that way? After all my wife and I endured for that child. We did everything we could, but only God determines the outcome.

BARNEY

God didn't lock a sick child in the attic. God didn't place his daughter in the hands of a molester then apologize for any embarrassment she may have caused him.

CHARNOFSKY

You act all high and mighty with me?!

Barney takes hold of his arm and frog-marches him to the door and out into the hallway.

INT. STAIRWELL OUTSIDE BARNEY/CLARA'S APARTMENT - CONTINUOUS

CHARNOFSKY

You couldn't have made her so happy either or she wouldn't have done that to herself.

BARNEY

Get out.

CHARNOFSKY

The man at the embassy told me she was dead two days before you found her. Two days! Where were you her loving husband?!

An irate Barney takes a menacing step toward him.

BARNEY

Get out NOW.

Charnofsky scrambles down the stairs, yelling back at Barney--

CHARNOFSKY

Murderer, oysvorf, mamzer. I wish makkes on you and your unborn children!

INT. BARNEY AND MIRIAM'S APARTMENT - KITCHEN - DAY - PRESENT DAY

BACK TO PRESENT DAY.

Barney stirring a pot of boiling pasta. It's ready. Turns the burner off. Pulls out a STRAINER from a cupboard.

He pauses for a moment, looking at the strainer quizzically.

He grabs the phone and dials.

BARNEY

Michael.

INT. MICHAEL'S LOFT - BROOKLYN - SAME TIME

MICHAEL (26), Barney's son, in his Brooklyn loft. Sparsely decorated and immaculate except for his cluttered work area filled with papers and stacks upon stacks of books.

MICHAEL

Hi dad.

INTERCUT

BARNEY

What do you call that thing you use
for pasta...?

MICHAEL

What?

BARNEY

I'm holding it in my goddamn hand -
the thing to strain pasta...

MICHAEL

A strainer?

BARNEY

The other word.

MICHAEL

Colander.

BARNEY

COLANDER. See, this is what you
have to look forward to.

Barney prepares his pasta as he talks.

MICHAEL

This is why you called?

BARNEY

And to say hello.

MICHAEL

Hello.

Beat.

MICHAEL (CONT'D)

I read online that O'Hearne's book
finally came out.

BARNEY

Yeah, I heard about that.

MICHAEL

How is it?

BARNEY

How would I know? I wouldn't read
that garbage.

Barney shuts O'Hearne's book, which we now see was open and dog-eared on the counter.

Just then, Michael's fiancée CAROLINE (28) comes home. A young lawyer in a power suit. She flips off her heels, gives him a kiss.

CAROLINE

(whisper)

Who's that?

MICHAEL

My dad.

Caroline sneers.

MICHAEL (CONT'D)

Dad, I have to go, Caroline just got home. She says hi.

BARNEY

No she doesn't. How's the thesis coming along?

MICHAEL

It's not, but I did find a title:
"The colonialist racial ideologies of
Western modernism in Bellow's work".

BARNEY

Catchy.

MICHAEL

Thanks. I gotta go.

BARNEY

Sure.

Michael hangs up.

MOVE WITH BARNEY as he carries his bowl of pasta out to the BAR where he fixes himself a Scotch.

After pouring his drink he pauses for a moment to stare at one of the many personal photos hanging behind the bar. When he walks away WE REMAIN ON THE PHOTO he was looking at:

In Black & White - Barney and his uncle IRV NUSSBAUM posing at a Fundraiser for Israel.

FLASHBACK TO:

INT. OFFICE OF IRV NUSSBAUM - DAY - PAST

TITLE: MONTREAL 1975

Barney is in the office of his uncle, IRV NUSSBAUM (60). While Irv is on the phone, Barney peruses a wall of PLAQUES dedicated to Irv for his efforts in supporting Israel.

IRV

(into phone)

--Abe, you know what happened last night?

Some nazi punks took a shit right on the steps of the Beth Zion... that's right. That's why you can't get complacent with your support - we need Israel. I don't have to tell you where things like this lead to - it starts with a turd, next thing we're wearing arm bands again... (nodding)... wonderful, oh and you're coming for dinner this Friday, right? Great.

Irv hangs up, pleased as punch.

IRV (CONT'D)

Donations go through the roof when shit like this happens. Let's eat.

Irv gets up and exits. Barney follows.

INT. FACTORY - CONTINUOUS

Irv leads Barney through the factory.

IRV

I'm going to trust you with a few pledge cards to begin with. You do good for Israel, good will come your way. Now, the rules of the game: Never visit your target in the office where he's king shit and you're just another shmuck looking for a handout. You lure the lion out with meat --

CUT TO:

INT. MOISHE'S STEAK HOUSE - DAY

Lunch time. Black tie waiters carry big juicy steaks, cole slaw, and pickles to businessmen in booths.

IRV

--And no one does meat like Moishe's.

Irv shakes hands with practically every big wig having lunch.

CUT TO:

MOVING WITH TWO NEW YORK STEAKS

Which are brought to Irv and Barney, now seated.

IRV

This is my table. You sit here,
nowhere else. I'll give you the
target's annual income. Not the
numbers on his tax returns - the
real numbers.

INT. MOISHE'S STEAK HOUSE - DAY - FLASH FORWARD

Barney having steak with ROBERT LANTOS. Barney looks a little green around the collar.

IRV (V.O.)

--You slam dunk him on the Holocaust.
It could happen here, you tell him.
Israel is our insurance policy.

BARNEY

(to Target 1)
It could happen here. Israel is our
insurance policy.

CUT TO:

INT. MOISHE'S STEAK HOUSE - DAY - FLASH FORWARD

Barney with TARGET 2. He's getting a little more comfortable.

BARNEY

It could happen here. Israel is our
insurance policy.

CUT TO:

INT. MOISHE'S STEAK HOUSE - DAY - FLASH FORWARD

Barney with TARGET 3. Barney's sporting a good haircut and a nice suit. He's getting the hang of this.

BARNEY

Who's to say it couldn't happen here?
Israel is our insurance policy.

CUT TO:

INT. IRV'S CONDO - COCKTAIL FUNDRAISER - NIGHT (1976)

Barney's holding court a group of big wigs which include all the TARGETS and ROBERT LANTOS. He's certainly found his stride in 'proper' society.

BARNEY

--And I hate to say it, but it could happen here.

TARGET 3

Absolutely, we get that, but tell Marv about the TV deal.

TARGET 2

Is it a good show?

ROBERT LANTOS

It's a mound of shit but it's the best goddamn tax shelter I've ever had.

IRV

Gentlemen, I need to borrow my nephew for a moment.

Irv escorts Barney away.

IRV (CONT'D)

What did I tell you, boychick? Fundraising, producing, it's all the same dance. Now listen, I got a girl I want you to meet.

BARNEY

Irv, I don't need to be set up.

IRV

Listen, this girl's got it all - comes from a VERY good family, she has a master's from McGill, and she's a real looker. Sit.

Irv taps the shoulder of THE SECOND MRS. P (30). The ultimate 'JAP'. Cute, voluptuous, stylishly dressed.

SECOND MRS. P

You must be Barney. Irv's told me all about you.

LATER

Barney and The Second Mrs. P sit in a corner away from the rest of the guests. They're hitting it off.

SECOND MRS. P (CONT'D)

--throughout the entire second year of my master's degree I kept having the same recurring dream where I'm 16 again, standing in Reuben's Butchershop on St. Viateur wearing my hair in a pigtail tied with this velvet ribbon

(MORE)

SECOND MRS. P (CONT'D)

my Aunt Sarah got me from Saks -- Did you know Reuben? He was such a card. When I was ten he'd come around from behind the counter and ask "how come a beauty like you isn't married yet?" - So it's true your father is really a cop? That's why you're not a square like most of the Jewish boys I meet -- what are you smiling about? You're a little devil aren't you...

Her grating qualities aside, she is sexy and the picture perfect Jewish wife. Maybe Irv's right.

EXT. THE SECOND MRS. P'S PARENTS MANSION - NIGHT

Barney and IZZY (60), his father, walk up the steep steps. Izzy's carrying a bottle of Scotch for a gift.

BARNEY

So, dad, remember, watch the language and mind the manners.

IZZY

I got it, kid. Don't worry.

They reach the door. Barney rings the bell. The door opens--

ON BARNEY AND IZZY

IZZY (CONT'D)

MAZEL TOV!

BARNEY

Dad, that's the housekeeper.

A short, Polish housekeeper, stares at them coldly.

IZZY

Swanky.

INT. FORMAL DINING ROOM - LATER

Classical music. The gentle tinkling of silver cutlery on fine china.

Dinner with the soon to be IN-LAWS - the WASPiest Jews you've ever seen. It's clear they are far from happy about this union. Everyone eats in horribly awkward silence.

SECOND MRS. P

Mr. Panofsky, I bet you have a lot of interesting stories, having been a detective and all.

IZZY

Please, gorgeous, call me Izzy. And I was just a beat cop. Jews don't get promoted to detective in this town.

MOTHER-IN-LAW

Have you encountered anti-semitism in your profession?

IZZY

What do you think? Let me give you an example: One of my first shifts on the job, I corner four guys doing a dope deal in an alley. Big score for a rookie. I call for backup 'cuz the rules say you can only put three in a patrol car, and I'm trying to play it by the book. You think they send anyone to help? The dispatcher says to me: "*your people are good with numbers - you figure it out*". So I toss three in the back, throw the fourth across the hood, handcuff him to the side-view mirror, then haul 'em all in.

MOTHER-IN-LAW

Oh my God, that's so dangerous.

IZZY

Only when he blocked my view.

MOTHER-IN-LAW

I meant for him.

IZZY

You can't be soft with these degenerates.

FATHER-IN-LAW

Are you saying you were gratuitously violent with suspected felons?

IZZY

Gratuitously? I always got paid, I ain't gonna work for free.

BARNEY

He means unnecessarily.

IZZY

Look, when a feller is young and you give him authority, he likes to push
(MORE)

IZZY (CONT'D)

people around. But I had to be extra careful because I knew my name was Panofsky. And most of the time I was.

FATHER-IN-LAW

Most? Did you ever consider that maybe your career advancement was stunted by your professional conduct and not by imagined prejudices?

IZZY

I call it like I see it. I wore my name on my badge for everyone to see and all I ever did was walk the beat. But you're the one with the mansion on the hill, so what do I know?

(to Second Mrs. P)

You got brains from him and beauty from her - what a sweet little casserole you are. Let's make a toast.

Izzy, Barney and The Second Mrs. P raises their glasses. The In-Laws don't even reach for theirs.

IZZY (CONT'D)

To the blessed match of our lovebirds. You never know what tomorrow brings. So get to shtupping and multiply already.

Under the table Mrs. P squeezes Barney high up his leg. Barney flinches, then drinks along with Izzy and Mrs. P. The In-Laws set their glasses back down without sipping.

Everyone continues eating.

IZZY (CONT'D)

This chicken is great.

Cutlery tinkling...

MOTHER-IN-LAW

It's fish.

CUT TO:

INT/EXT. CAR - DRIVING - MONTREAL AIRPORT - DAY (1977)

Barney driving Boogie from the airport. Boogie looks like he hasn't slept for days.

BARNEY

I was starting to think you weren't going to show up. It's been two months since I last heard from you.

BOOGIE

Has it really? Shit, have I got stories for you.

BARNEY

That, I have no doubt of.

BOOGIE

Listen, man, are you sure you want to go through with this? We can turn around and be on a flight to Rome in a few hours - no questions asked. Lunch at Dal Bolognese on me.

BARNEY

C'mon, you haven't even met her yet. Anyway, I have two tickets in the reds to the Stanley Cup game tonight. Do you think after the dinner I can slip out to catch the third period?

BOOGIE

I don't know. Brides tend to be a little touchy about things like that.

BARNEY

Fuck me.

INT. RECEPTION HALL - RITZ CARLTON HOTEL - NIGHT

300 guests. A huge affair. The band is ripping it up through a raucous HORA that carries over the following moments:

Barney and his mates do the Hora the way it should be done.

THE SECOND MRS. P SQUEALING and BARNEY feeling queasy as they are HOISTED up and down on chairs.

INT. RECEPTION HALL - RITZ CARLTON HOTEL - NIGHT

AN ARMY OF SERVERS burst forth from the kitchen carrying entrees. PLATES LAND at various tables.

MOVING DOWN THE HEAD TABLE:

The bride's side of the family all prim and proper --

The Second Mrs. P talking with her mother --

MOTHER-IN-LAW

Darling, I just have to tell you again how gorgeous you look. And did you see how Marsha was looking at you?

SECOND MRS. P

Did I ever? Poison from her eyes she was so jealous. Do you remember her dress? She looked like a futon.

IZZY making eyes at a curvaceous woman with a plunging neckline -- Father-In-Law watching Izzy with disdain but maintaining a polite smile for appearances. His gaze is then drawn further down the table by --

BOOGIE, LEO AND CEDRIC toasting him.

BOOGIE/LEO/CEDRIC

Mazel Tov!!

INT. RECEPTION HALL - RITZ CARLTON HOTEL - NIGHT

The BAND playing an upbeat number for a jam-packed dancefloor.

Barney slips out from the crowd and races to the bar --

CU - A BLACK & WHITE TV hidden behind the bar showing the hockey game.

BARNEY

What's the score?

BARTENDER

One - zip. Bruins just scored.

BARNEY

Shit.

Barney downs another shot, then looks back to the dancefloor where he sees IZZY slow dancing with The Second Mrs. P.

DANCEFLOOR

IZZY

--I was denied the first time I tried to get on the force because I was too goddamn short, then I learned you had to clip a hundred dollar bill to your application. Suddenly, I was tall, dark and handsome enough.

SECOND MRS. P

Well, dark and handsome you most certainly are.

IZZY

Oh boy, did my Barney ever luck out with you.

SECOND MRS. P

Oh, Izzy. It's me who's the lucky one.

IZZY

Sunshine, from where I'm standing, trust me, he's the lucky one.

Izzy grins and lays his head and her ample bosom.

INT. RECEPTION HALL - RITZ CARLTON HOTEL - NIGHT

Boogie emerges from behind the band, wiping his nose from having just done a hit of coke. He joins Barney, Izzy and friends at the bar watching the game.

AT THE BAR

Everyone ROARS at a near miss.

BARNEY/BARTENDER

Go Habs! Come on!

They all do a round of shots. Then more shots. And more shots. His FATHER IN LAW watching in disgust.

The Second Mrs. P lunges onto him from out of nowhere--

SECOND MRS. P

Barney! Your father is sitting with the Rabbi! Go to do something quick!

She SHOVES him toward the table.

RABBI'S TABLE

The Rabbi and the other guests are visibly horrified by Izzy's anecdotes. Irv, knowing Izzy, loves every minute of it.

IZZY

--so we're shaking down a rub and tug - I never bust the girls, they provide a valuable service - but we do it for appearances. Anyway, we're doing our thing and one of the clients - some crazy Hungarian Nazi loaded on Slivovitz starts going ape shit - he comes at me with a chair, butt naked with a hard-on like a can of hairspray--

IRV

Iz, maybe you should tone it down a little.

IZZY

What, like they've never heard about such things?

RABBI

Mr. Panosfky, there are ladies present.

IZZY

C'mon Rabbi, everyone knows The Almighty tests the Jewish man with two great temptations: shiksas and bacon.

BARNEY

Dad, can I steal you away for a minute?

IZZY

Don't anybody move. I'll be right back.

As Barney escorts Izzy away, the ENTIRE TABLE, except for Irv, disperses.

INT. RECEPTION HALL - RITZ CARLTON HOTEL - NIGHT

IZZY

Nice bunch of folks here tonight. I thought they'd all be snobby but I'm actually having a hell of a time. What are you laughing at?

BARNEY

Come here.

Barney gives his father a big hug. At this moment he couldn't love him more. But then...

BARNEY (CONT'D)

Dad, what's in your pocket?

IZZY

I almost forgot.

Izzy takes Barney to a quiet corner.

IZZY (CONT'D)

Your wedding present.

From inside his jacket, Izzy pulls out a GUN In Hanukkah wrapping paper.

IZZY (CONT'D)

My first gun. I want you to have it.

BARNEY

I don't know what to say.

IZZY

Say thank you and get us a drink.

BARNEY

Thank you.

They walk to the bar. Slide out their glasses for refills.

BARTENDER

Your father-in-law said that neither
of you was to have any more to drink.

Barney grabs a bottle himself and refills their glasses.

BARNEY

Where is that asshole?

IZZY

Barney, don't embarrass me.

Barney stomps off, pushing through the crowd. Gets his father
in law in his sights. Just as he is about to reach him,
something catches his eye that stops him in his tracks.

BARNEY POV

ACROSS THE ROOM - MIRIAM GRANT (28), Gorgeous, classy,
striking eyes. Barney is mesmerized.

FATHER IN LAW (O.S.)

Barney? Can I help you?

BARNEY

Uh, no, forget it...

Barney turns away, but then cuts right back --

BARNEY (CONT'D)

Don't ever tell my father what he
can or cannot do again.

FATHER IN LAW

He traumatized the Rabbi's wife--

BARNEY

I don't care if he fingered her under
the table. He's my father and he'll
have your respect.

Father-In-Law is speechless.

And Barney sets out again for Miriam.

INT. RECEPTION HALL - RITZ CARLTON HOTEL - NIGHT

He emerges from a cluster of guests and spots Miriam. She's chatting with a HANDSOME YOUNG MAN (JEFF) who excuses himself and goes to the bar. Barney walks right up to her.

BARNEY

We haven't met yet. I'm Barney.

MIRIAM

I'm Miriam. Thank you for having me.

Barney is like a nervous and awkward teenager, not to mention really drunk.

MIRIAM (CONT'D)

Are you alright?

BARNEY

Fine. Perfect.

MIRIAM

I understand you're in television.

BARNEY

Totally Unnecessary Productions.

MIRIAM

That's a little harsh.

BARNEY

That's the name of my company.

She laughs. *That's something he can never tire of.* Miriam notices the UNLIT cigar he's holding.

MIRIAM

Your cigar is out.

BARNEY

Oh, that's okay, I wouldn't want it to bother you.

MIRIAM

Please, It's a Montecristo.

She grabs a box of matches from the table. As she lights his cigar and talks it's as if the whole world around him has disappeared. The entire moment incredibly intimate.

MIRIAM (CONT'D)

Do you know why they're called Montecristo's?

BARNEY

Not a clue.

MIRIAM

Fine cigars are all still rolled by hand. The workers who perform this task are called "torcedores", and they all chip in from their own wages to employ 'lectors' - people who read them stories as they work. Entertainment to make the day pass better. At the factory which produces this Montecristo, the workers favorite story was, you guessed it, the Count of said name.

BARNEY

Lectors.

MIRIAM

Nice touch, don't you think?

He's utterly smitten. Over her shoulder he spots the Bartender waving to get his attention the score now 1-1.

BARNEY

YES.

MIRIAM

What is it?

BARNEY

Nothing. The hockey game.

MIRIAM

Who's winning?

BARNEY

Habs just tied it up. You follow hockey?

MIRIAM

No, but I do read newspapers.

BARNEY

Are you doing anything later? We can still catch the flight to Rome. Lunch at Dal Bolognese on the Piazza del Popolo.

MIRIAM

The bride may take issue with that.
Anyway, I have to catch my train
back to New York later.

She nods, and with perfect manners, rises and extends her hand.

MIRIAM (CONT'D)

Congratulations again.

He stands, takes her hand and would never let go if she didn't
take it back. He stares at her walking away until--

SECOND MRS. P (O.S.)

Barney?

The Second Mrs. P directly behind him.

BARNEY

Yes!

SECOND MRS. P

I see you met Miriam. She's such a
snob that one, don't you find?

BARNEY

Yeah - sure - no - why?

SECOND MRS. P

She went to McGill with me, works in
radio now. The kind who subscribes to
The Economist then buys Vogue off the
stand. Now come explain to Judy and
Leon that you don't make pornography.

INT. RECEPTION HALL - RITZ CARLTON HOTEL - NIGHT

LATER

Barney downs yet another Scotch. His tie loose around his
neck, he's drunk and looks miserable. Boogie sits beside
him, wiping his sniffling, coked-up nose.

BARNEY

Thanks for being here, Boogie.

BOOGIE

I'll never miss any of your weddings.

They knock glasses.

BOOGIE (CONT'D)

Oh, I almost forgot.

Boogie rifles through his pockets then hands Barney a NOTE.

BOOGIE (CONT'D)

Classy dame. Smart as a whip too.

BARNEY

Who?

Boogie points Barney across the room to MIRIAM. She has her coat on and is walking out with the Handsome Young Man.

INSERT - HANDWRITTEN NOTE

"CANADIENS 2 BRUINS 1 IN OVERTIME. CONGRATULATIONS. MIRIAM."

BARNEY (CONT'D)

Boogie, for the first time in my life I am truly, seriously, irretrievably in love.

The Second Mrs. P appears behind him, draping her arms around his neck.

SECOND MRS. P

Oh Barney, so am I. So am I.

EXT. RITZ CARLTON HOTEL - NIGHT

Barney darts out of the Ritz Hotel and jumps into a taxi. It's raining. Cars are honking, people pouring out into the streets to celebrate their Hockey team's victory. Traffic is at a standstill so Barney hops back out and decides to go by foot.

INT. CENTRAL TRAIN STATION - NIGHT

Barney, soaking wet, sprints down the stairs into the station. He sees the FLASHING LIGHT indicating the entrance to the NEW YORK CITY PLATFORM, where a porter is checking passengers tickets. Thinking fast on his feet, Barney hurtles down the UPWARD rolling escalator to sneak onto the platform.

INT. TRAIN - NIGHT

Barney makes his way through the train, passing from car to car, looking for Miriam... whom he finally spots.

She's wearing her reading glasses, engrossed in a novel. Barney takes a moment just to watch her. Just being able to look at her makes him feel good.

He drops into the seat next to her. She's stunned.

BARNEY

I like you with glasses.

She takes them off. Shuts her book - Herzog by Saul Bellow.

MIRIAM

What are you doing here?!

BARNEY

Run away with me.

MIRIAM

What?

BARNEY

Run away with me, or stay with me,
or I'll go with you--

MIRIAM

Are you out of your mind?!

BARNEY

I'm heels over head, bent over
backwards in love with you--

CONDUCTOR (O.S.)

Leaving Montreal in two minutes!

MIRIAM

How can you say you're in love with
me? We just met - on your WEDDING NIGHT.

Barney grins from ear to ear, overtaken by an unfamiliar sense of euphoria.

MIRIAM (CONT'D)

This isn't funny! Get off this train
right now.

Every word he says - every breath between every word -
completely sincere and sober:

BARNEY

I can't believe this really happens.
It really does, just like that. And
I don't care if it happened on my
wedding night, at a funeral, on my
death bed. It's happened.

Beat.

CONDUCTOR (O.S.)

I.D., tickets.

Miriam hands over her documents to the conductor.

BARNEY

I don't have I.D. or a ticket.

CONDUCTOR

Then you'll have to get off the train.

MIRIAM

Go home, Barney. Among other things,
sobriety and regret are anxiously
waiting up for you.

Barney finally concedes. He stands - the train LURCHES forward as it begins to pull out.

BARNEY

You look fantastic in that dress.

Barney gets off the train.

INT. TRAIN PLATFORM - NIGHT

Barney runs along with the train as it picks up speed. Miriam sits at the window, but won't look at him.

But then her eyes turn to Barney, watching him still chasing after her, unconcerned with how utterly foolish he appears -- and she smiles at him.

That smile is enough to melt his heart. He runs faster - into a flat-out sprint trying to get back on and then--

TRIPS and falls HARD onto the concrete platform.

INT. THE SECOND MRS. P'S PARENTS MANSION - NIGHT

The door opens revealing Barney - he's a mess. Ripped pants, bloody knee and palms.

FATHER IN LAW

We thought you were dead.

Whether that was concern or hope is unclear.

Barney steps inside. The Second Mrs. P runs out and wraps herself around him.

SECOND MRS. P

Oh my God, are you okay? We thought
you were dead!! We called the police,
the hospitals, I was so *ferklempt*
Dr. Stein gave me a half a Valium--

THUD. Everyone falls silent. THE GUN has fallen out of Barney's jacket onto the floor. Oops.

CUT TO:

EXT. PIAZZA DI SPAGNA - ROME - DAY

On their honeymoon, Barney and The Second Mrs. P are walking through the shopping district adjacent to the Spanish Steps. The Second Mrs. P trying to manage a huge fold-out map of Rome. Barney is morose and ill-tempered.

BARNEY

Could you put that away please? It's our honeymoon not a travel junket.

SECOND MRS. P

I'm embarrassing you?

BARNEY

Yes.

SECOND MRS. P

Like with the bidet?

BARNEY

You didn't have to ask the concierge. I could have told you what it was for.

SECOND MRS. P

Do you have a Masters degree?

BARNEY

No.

SECOND MRS. P

Am I embarrassed?

She stares him down for a moment.

SECOND MRS. P (CONT'D)

Snap out of it. We came to Rome to have fun not mourn the death of your first wife.

She yanks him into a LINGERIE STORE. That perks him up slightly.

CUT TO:

INT. HONEYMOON SUITE - HOTEL - ROME - DAY

The Second Mrs. P models her acquisitions for a bored Barney as she talks long distance to her mother.

SECOND MRS. P

(into phone)

--Ma, you should see the bathrobes we've got here, and the soaps are to

(MORE)

SECOND MRS. P (CONT'D)
die for... Of course I will, I've
already stuffed three bars in my
suitcase for you...

DISSOLVE TO:

INT. HONEYMOON SUITE - HOTEL - ROME - DAY

The Second Mrs. P cuts the labels off her designer clothes while on the phone to her mother. Barney lays on the bed reading the sports section of the International Herald Tribune.

SECOND MRS. P
(into phone)
--It's from Dior. I wore it today
and boy did I turn a lot of heads.
I'm going to wear it to temple on
the high holidays. Arlene will die
on the spot... Barney only likes
going shopping when I'm buying
lingerie... What's wrong with that?
Would you prefer he be like cousin
Cyril?... Ma, they banned Cyril
from the men's locker room at the
Y.M.H.A... I'm just saying... Okay,
sure, I'll talk to you tomorrow.
Okay, tell Daddy I love him, I'll
talk to you tomorrow.

She hangs up and starts putting away the day's purchases.

BARNEY
I was just thinking about the wedding.

SECOND MRS. P
It was beautiful wasn't it?

BARNEY
Lots of relatives.

SECOND MRS. P
Well, we do have a big family.

BARNEY
You certainly do.
(beat)
Who was that guy from Chicago?

SECOND MRS. P
My cousin Isaac?

BARNEY
Right.
(MORE)

BARNEY (CONT'D)

And what about that girl, I think she was from New York, the one in the blue dress...

SECOND MRS. P

Miriam Grant.

BARNEY

Right. Who was she again?

SECOND MRS. P

She was a few years behind me at McGill. I didn't even invite her. My cousin Jeff brought her.

She gets onto the bed beside him.

BARNEY

Jeff seems gay.

SECOND MRS. P

Jeff *is* gay. He just pretends for the family.

BARNEY

Oh good.

Beat.

SECOND MRS. P

Good?

BARNEY

(covering)

Better he should live a lie than inconvenience your family.

(gets under bedspread)

I'm going to take a quick nap before dinner.

SECOND MRS. P

Nap? I don't think so.

The Second Mrs. P slides underneath the covers and starts going down -- but then POPS back up.

SECOND MRS. P (CONT'D)

Did you wash it like I asked?

BARNEY

Yeah.

SECOND MRS. P

With soap?

BARNEY

Yes.

SECOND MRS. P

Okay.

She dives back under and starts in again. It's like enduring a highly invasive procedure.

CUT TO:

EXT. MONTREAL STREET - BOOKSTORE - DAY - PRESENT DAY

BACK TO PRESENT DAY.

Hurrying down the street, Barney passes a BOOKSTORE where a new biography of CLARA CHAMBERS is prominently featured in the window display. The familiar ink drawing she made of Barney drawn as Satan, gracing its cover.

INT. COFFEE SHOP - DAY - CONTINUOUS

KATE is already waiting in line. Barney squeezes through the crowd, accidentally bumping the young woman standing behind them without apologizing. We'll call her ORGANI-GIRL.

BARNEY

Sorry, I'm late. I took a cab.

KATE

That's okay, I just got here.

BARNEY

And how are you, my favorite offspring?

KATE

To tell you the truth - perplexed.

BARNEY

By what?

KATE

By you.

(to cashier)

Two double espressos.

(to Barney)

You do something awful, but instead of trying to make up for it, you opt for something infinitely worse.

BARNEY

What are you talking about?

KATE

Are you kidding?

BARNEY

I'm really not.

ORGANI-GIRL

(leaning in)

My father does the same thing.

KATE

Doesn't it make you crazy?

ORGANI-GIRL

They just don't listen to anything--

BARNEY

(to Organi-Girl)

Hey, flaxseed - *this* - is not going to happen. No crazies today.

(to Kate)

Continue.

KATE

Dad, before the recent phone incident you got Blair a subscription to "Boy Toy" monthly using his work address. Before that, you signed him up to an Al-Queda website. The man still can't fly out of the country.

BARNEY

I've upset *Claire*, haven't I?

KATE

You've upset Mom. *Blair* is too much of a chicken shit to say anything.

BARNEY

(kissing her cheek)

You are truly my proudest achievement.

They get their coffees and walk to the door.

KATE

My point is, it's time to lay off Blair.

BARNEY

He stole her from me.

KATE

No he didn't. You got divorced. She got remarried.

EXT. STREET - CONTINUOUS

KATE

There was no one rooting for a comeback more than I was, but it's time to let it go. They're happily married. I'm sorry.

BARNEY

They're married. Stick to the facts.

KATE

An apology wouldn't hurt either.

BARNEY

Apologize to who?

Kate gives up.

BARNEY (CONT'D)

Why don't you come up to the cottage this weekend?

KATE

Actually, I have a date.

BARNEY

Nice boy?

KATE

No, he's a nasty piece of work.

BARNEY

Funny.

KATE

He's very nice. We'll see. It's our third date and I'm not bored silly or madly in love. I like him. I think that's a sign of maturity.

Barney stops walking. Looks around. Confused.

KATE (CONT'D)

What?

BARNEY

Where did I park my car?

KATE

You took a cab.

BARNEY

Right.

(MORE)

BARNEY (CONT'D)
 (laughing it off)
 Well, I definitely need a weekend in
 the country.

INT/EXT. BARNEY'S CAR - DRIVING - MONTREAL BRIDGE - DAY

Barney drives out of the city. The gorgeous Montreal skyline behind him.

INT/EXT. BARNEY'S CAR - DRIVING - COUNTRY ROAD - DAY

Barney drives along a country road toward his cottage.

EXT. DECK - COTTAGE - NIGHT

Barney is relaxing on the deck of his lakeside cottage. A Montecristo, Macallan's, reading "*THE LIFE OF HEINRICH HEINE*".

A RUSTLING comes from the woods. Barney looks up but it's pitch black out there. Probably a squirrel.

Something RUSTLES again, this time a little closer. Barney stands, leans on the wood railing, trying to see through the darkness. Waiting for something to appear. Hoping.

From a distance, he hears the faint sound of a TWIN ENGINE AIRPLANE approaching. The sound carries over to --

FLASHBACK TO:

INT. TV SOUNDSTAGE - DAY - PAST (1978)

A young Solange is acting in a scene staged in an obviously fake mock-up of an AIRPLANE COCKPIT SET. We now see why she was originally hired; she's a total knockout.

Wearing a tight, low cut outfit, she's tending to O'MALLEY who has a small cut on his forehead.

O'MALLEY
 Thank you, nurse.

SOLANGE
 Thank you for landing us safely,
 Constable.

O'MALLEY
 Hopefully the weather will be more
 forgiving next time I pass through.

SOLANGE
 Well you can be sure my landing strip
 will be cleared for you.

DIRECTOR (O.S.)
CUT! Great, turning around!

Solange immediately bursts into tears. The crew go about their business.

DIRECTOR (CONT'D)
(to Barney)
What's wrong with Solange?

BARNEY
Her fiancée died in a plane crash.

DIRECTOR
That was over a year ago. Look at her, you'd think it just--

BARNEY
To let you finish that thought would be an insult to stupidity.

PRODUCTION ASSISTANT
Barney, there's a call for you. A Miriam Grant--

Barney BOLTS from his chair.

INT. OFFICE - SOUNDSTAGE - DAY

BARNEY
(into phone)
Miriam?!

INT. NEW YORK RADIO STATION - OFFICE - SAME TIME

Miriam closes the door to a tiny office for privacy.

MIRIAM
Barney, this has to stop.

INTERCUT

BARNEY
You got my flowers?

MIRIAM
I got the flowers, and the gifts - every week it's something else. I don't know where to start with how inappropriate all this is.

BARNEY
Just skip ahead to where I've already gone from annoying and inappropriate to charming and endearing.

MIRIAM

You're a married man and I won't be involved with you in any way.

BARNEY

I know, I'm sorry. Why don't we talk about it over lunch. I could be there tomorrow--

MIRIAM

Are you listening to me?

BARNEY

Every word.

MIRIAM

Really? Well, words matter. Actions matter. They have consequences. If you want people to take you seriously, then act accordingly. Do you understand me, Barney?

BARNEY

Yes.

MIRIAM

What am I saying?

BARNEY

(beat)

"Be great in act, as you have in thought".

MIRIAM

(surprised)

Well, yes, exactly.

(curt)

I have to go. Stop this nonsense and focus on your marriage.

BARNEY

I'm so happy you called. Thank you.

Barney smiles, feeling like progress is being made.

EXT. BARNEY AND THE SECOND MRS. P'S HOUSE - MORNING

A nouveau riche house in a nouveau riche neighborhood.

INT. BARNEY AND THE SECOND MRS. P'S HOUSE - MORNING

The furnishings of their home are excessive and overbearing. There's no doubting it's The Second Mrs. P who decorated it.

SHOPPING BAGS from high end department stores stretch along the entire length of the ground floor hallway.

With the phone tucked to her ear, The Second Mrs. P flutters about, rearranging knick-knacks.

SECOND MRS. P

(into phone)

--I had a bowl of cottage cheese and fruit, I'm watching my figure... Ma, so don't eat bagels if they make you bloated... No, you have a wonderful figure for a woman your age... what did I say wrong?... Well it's the only voice I have so if you don't like it we can start sending each other telegrams instead...

She's flipping through a stack of framed wall hangings leaning against a wall, deciding on something to hang. She pulls out the familiar sketch CLARA made of Barney drawn to look like Satan. It makes her gag. She carries it into the kitchen--

INT. KITCHEN - CONTINUOUS

Where Barney is reading the sport section with breakfast.

SECOND MRS. P

(re: Clara's Drawing)

Get rid of this filth... No, ma, I wasn't talking to you... To the king of Macedonia, who do you think?... Listen, I have to go, I still have to vacuum the Broadloom downstairs... I had to fire the maid... Why? Because when Barney and I would go out his father would sneak over and have sex with her... I know it's disgusting... Ma, you asked!... Okay, I'll pick you up at noon. Goodbye.

She hangs up. Looks at Clara's drawing again.

SECOND MRS. P (CONT'D)

If you don't throw this out, I will.

BARNEY

I'll bring it up to the country house.

SECOND MRS. P

And make sure your buddy doesn't throw up all over the place. We just changed all the carpets.

Barney continues reading - tuning her out completely.

SECOND MRS. P (CONT'D)

Barney!

BARNEY

Absolutely.

SECOND MRS. P

Tell me something - you were at the game last night, do you think the score somehow changed overnight?

BARNEY

(standing)

I have to get going.

SECOND MRS. P

BARNEY, THIS IS IMPORTANT!!

BARNEY

What's important?

SECOND MRS. P

THIS. Talking. Communicating. This is what marriage is.

BARNEY

(annoyed)

You don't want Boogie puking all over the carpets and your mother's bloated. Does that pretty much cover it?

SECOND MRS. P

Do I talk down to you like that?

BARNEY

I really have to go. See you in a couple days.

A quick peck on the forehead and he's gone.

EXT. FLEABAG HOTEL - DAY

Barney waits in his car outside a fleabag hotel. Boogie emerges from the building, high, stumbles toward Barney's car. He looks like the full-fledged junkie he has become. His appearance is shocking to Barney.

BOOGIE

Guess I don't qualify for the "you look great" greeting.

BARNEY

Just get in.

Boogie gets in the car. In bad shape.

BARNEY (CONT'D)

I thought you came here to kick.

BOOGIE

C'mon, I was on a fifteen hour flight,
I had to fix one more time.

(beat)

I'm really going to kick this time.
A week locked up in the country and
I'll be good as new.

EXT. COTTAGE - DAY

Barney pulls up to the cottage with Boogie passed out in the front seat. THE SECOND MRS. P is on the porch, drinking wine, looking very attractive in a tight fitting summer dress. Barney helps Boogie up the steps.

SECOND MRS. P

I thought I'd surprise you.

BARNEY

Surprise.

INT. GUEST BEDROOM - COTTAGE - DUSK

Barney drops Boogie onto the bed. He's out cold.

INT. DINING ROOM/KITCHEN - COUNTRY HOUSE - NIGHT

Dinner is already laid out. A roast, potatoes, greens.

SECOND MRS. P

Why didn't you tell me this was why
you were coming up here?

BARNEY

He asked me not to tell anyone, and
he needed somewhere safe to kick.

SECOND MRS. P

Yeah, it's called rehab.

Barney goes to the bar and fixes himself a drink.

BARNEY

Do you want one?

SECOND MRS. P

Just bring the bottle to the table
so you don't have to jump up every
two minutes.

BARNEY

Wow, are we ever in for a good time
this weekend.

SECOND MRS. P

You don't know the half of it. Look
what I found while going through
your pockets.

She produces a BILL from 'GRAND FLORISTS'.

BARNEY

What about it?

SECOND MRS. P

Well played, no hesitation.

BARNEY

You're going to be very embarrassed
when those show up.

SECOND MRS. P

Stop. I called the florist. While
usually discreet about their clients,
the ray of sunshine that is you left
the manager eager to tell me you
have a standing order of roses to
someone in New York every week.

BARNEY

Jesus Christ. This is ridiculous.
You want to pick through every receipt
I have? I'm not going to stay here
and take this.

Barney storms out to the DECK.

EXT. DECK - COUNTRY HOUSE - CONTINUOUS

She follows him out.

SECOND MRS. P

Be a man, Barney.

Barney stares out at the lake. He won't look her in the eye.

BARNEY

I've never been unfaithful to you.

SECOND MRS. P

So who are the flowers for?

BARNEY

An actress we're trying to get for a
new pilot.

SECOND MRS. P

What's her name?

BARNEY

Can we talk about this in the morning?

SECOND MRS. P

No. I don't understand what you want anymore. Before we got married you couldn't keep your hands off me. Now it's been months since we made love. You say you've never been unfaithful, so what is it then?

(softer)

On our wedding night I came up behind you and you were saying how hopelessly in love you were. It was the happiest moment of my life. I keep going back to that just to have something to hold onto.

(beat)

What happened? Why did you even marry me?

He can't bring himself to answer her. It hurts her like hell, but she's not going to cry in front of him.

SECOND MRS. P (CONT'D)

I'm so ashamed. And you are such a liar. Fuck you.

She goes back inside.

EXT. COTTAGE - DAWN

The sound of cicada. The calm of the lake. Barney's cottage is a true country paradise.

INT. KITCHEN - COTTAGE - MORNING

Wiping the sleep from her eyes, The Second Mrs. P shuffles into the kitchen and finds a note on the fridge:

"Had to go into town for the day. Call you later - Barney".

SECOND MRS. P

Shmuck.

EXT. GRUMPY'S - DAY

Barney parks in front of Grumpy's and heads inside.

INT. GRUMPY'S BAR - DAY

Two Scotches on the table. Izzy reads the paper as he waits for Barney in a booth. Barney drops down across from him.

BARNEY

I have to get a divorce.

IZZY

Jesus Christ.

(beat)

Did you cheat?

BARNEY

No.

IZZY

Did she?

BARNEY

No.

IZZY

So what happened?

BARNEY

I'm in love with someone else.

IZZY

Who?

BARNEY

You don't know her.

IZZY

Where'd you meet her?

BARNEY

You don't want to know.

IZZY

You ask me here to talk and now you don't want to talk. What do you want from me?

BARNEY

Some paternal wisdom.

Beat.

IZZY

Boychick, listen. I know how hard marriage can be. In the beginning it's all briskets and blowjobs and la-di-da, ain't life grand, and then real life starts. You come home from work and all they want to do is talk and all you want to do is screw and soon enough every
(MORE)

IZZY (CONT'D)

day is like pushing an avocado through a cheese grater - it all just feels like you're holding shit in your hands.

Beat.

BARNEY

What are you talking about?

IZZY

Maybe you just need to take a step back before you do anything rash. Let's take a good, hard look at the situation. You're married to a well-bred woman who's loaded, makes a nice, flaky kugel and has a great rack. Many successful marriages were built on far less.

BARNEY

Can we drop this? Just forget I ever said anything.

IZZY

She's a tough cookie. If you divorce her, she's gonna take you to the cleaners.

BARNEY

You know how rich her father is. She's going to inherit a shitload of money.

IZZY

And you think that'll stop her from taking all of yours?

BARNEY

I don't care.

IZZY

Is that so?

BARNEY

Yeah.

Izzy registers the depth of Barney's true feelings.

IZZY

So tell me her name.

BARNEY

Miriam.

IZZY

And is this the one? Is she the mother of your children?

BARNEY

Absolutely.

IZZY

Alright then, let's do this.

INT. BARNEY'S HOUSE - NIGHT

Barney lays on the sofa watching TV. Scotch. Cigar.

BARNEY

(into phone)

I'll be back tomorrow. I'm too drunk to drive tonight.

SECOND MRS. P (O.S.)

You're leaving me with the junkie?! Are you with your whore?

BARNEY

No.

SECOND MRS. P (O.S.)

So you do have a whore! You sonofabitch, my father was right about you--

Barney holds the phone away from his ear as she drones on. He considers responding, but then just hangs up.

INT/EXT. BARNEY'S CAR - DRIVING - COUNTRY ROAD - MORNING

Still hungover, chugging coffee, Barney drives up to the cottage. The RADIO NEWS tells us it's 8:25 AM.

INT. COTTAGE - MORNING

Barney enters the house. Walks down the hall. Hears noises coming from the guest bedroom. He opens the door to find...

INT. GUEST BEDROOM - COTTAGE - CONTINUOUS

The Second Mrs. P, naked, moaning, and riding Boogie in the midst of hot, hard sex until she sees Barney:

SECOND MRS. P

AAAAAAA!!!

The Second Mrs. P rolls off Boogie and falls onto the floor with a cringe worthy THUD.

Kicking and screaming, she scrambles to cover herself with the bedding, spilling an open bottle of Whisky in the process. Barney is frozen with shock.

SECOND MRS. P (CONT'D)

GET OUT!

Barney backs out of the room...

INT. HALL - COTTAGE - CONTINUOUS

It takes a moment for the situation to sink in. Once it does, he smiles. Things are looking up for him.

INT. HALL - COTTAGE - MOMENTS LATER

In only her nightie, The Second Mrs. P storms out of the guest room past Barney.

SECOND MRS. P

This is all your fault, you bastard,
sonofabitch--

BARNEY

My fault?!

Barney follows her into --

INT. BEDROOM - COTTAGE - CONTINUOUS

In tears, she throws on whatever clothes she can find.

BARNEY

My wife and my best friend...

SECOND MRS. P

I brought him something to eat, he
was trembling, his sheets were soaked,
I only laid down beside him to try
to keep him warm... I still don't
know how he got my nightie off.

BARNEY

It must have been magic, then.

SECOND MRS. P

We shouldn't talk about this now
while I'm so upset.

BARNEY

You're so upset?!

She hustles out and down the hall. He follows.

INT. HALL - COTTAGE - CONTINUOUS

SECOND MRS. P
I'm going to my mother's.

BARNEY
Tell her we're getting divorced!

She exits.

EXT. COTTAGE - CONTINUOUS

She goes toward her car. Barney right behind her.

SECOND MRS. P
You tell her yourself! No, don't -
she has a root canal today.

She gets in her car, starts the engine, rolls down the window.

BARNEY
I was coming back to try to work
things out.

SECOND MRS. P
Bullshit. I bet the two of you
perverts arranged this together

BARNEY
Ha! I'm going to kill him for this,
then I'll come for you, and just for
kicks, your mother after that!

SECOND MRS. P
Go to hell! Animal!

She drives away, kicking up a cloud of dust in her wake.

INT. DEN - COTTAGE - MORNING

Barney walks in to find Boogie chugging right from a bottle
of Scotch. He's already very drunk.

BARNEY
I should kill you for this.

BOOGIE
What you should have done was call first.

Boogie pours Barney a glass, who reticently takes it.

BARNEY
How could you do that to me?

BOOGIE

She did it to me. It was innocent enough to start with - she brought me something to eat, started talking - you know how that goes - tells me how you've been shirking your husbandly duties, que sera sera...

BARNEY

So you fucked her?

BOOGIE

It was the only thing that would shut her up.

Boogie shakes the empty Scotch bottle at Barney.

BARNEY

Check the dining room. I'm going to need you to do something for me. Testify that I came home to you in bed with my wife.

BOOGIE

You sly bastard - you planned this all along.

BARNEY

Who could plan this?

BOOGIE (O.S.)

I don't see any Scotch, but look here...

Boogie comes back up with an open WOOD BOX containing the GUN from Izzy. He takes it out, waves it around.

BOOGIE (CONT'D)

What do you say? Duel at high noon? But I don't think we have enough booze to get us there.

Barney grabs the gun away from Boogie.

BARNEY

That's loaded, shmuck. There's more Scotch in the kitchen.

INT. DEN - COTTAGE - LATER

Ice is dropped into two tumblers. More Scotch poured. They've gone through half the bottle and are visibly drunk.

Boogie peruses Barney's book collection. He picks up Clara's sketch that's leaning against the wall.

BOOGIE

Did you hear they named a new auditorium at Barnard after her? Crazy Clara Chambers - she wasn't too bad a poet, actually. I bet this is worth a pretty penny now. Hey, who gets the residuals from her books?

BARNEY

I signed the rights over to charity right after she died. Listen, will you testify or not?

BOOGIE

I'll think about it.

BARNEY

You know what? It's time you came through for me for once.

BOOGIE

Really?

BARNEY

How many times have I bailed you out over the years?

BOOGIE

I wasn't counting.

BARNEY

Neither was I.

BOOGIE

You sure about that?

BARNEY

When I had nothing, I borrowed for you. You owe me.

BOOGIE

Well isn't this getting interesting. But I'd like to go for a swim and think it over. You must have a snorkel and flippers here.

Boogie grabs the bottle of Scotch and heads to the sunroom. Barney follows him out, the gun still in his sweater pocket.

EXT. SUNROOM - COTTAGE - CONTINUOUS

Boogie rifles through a trunk and finally comes up with a SNORKEL, MASK AND FLIPPERS.

BARNEY

How's your novel coming along?

BOOGIE

Are you asking as a friend or an investor?

BARNEY

Both.

BOOGIE

I'm still working on it.

BARNEY

You're a fraud.

BOOGIE

Oh, have I let poor Barney down?

BARNEY

Yeah, you have.

BOOGIE

Too fucking bad. You know what, man? I brought you in. I educated you. I put the right books in your hands, and look what you've become. A TV hustler, married to a rich man's vulgar daughter.

BARNEY

Not so vulgar that you wouldn't bang her.

BOOGIE

And she wasn't the only wife of yours I had. Next time I'm in New York I'll call on your tart and make it a trifecta.

Boogie pushes through the screen door.

EXT. COTTAGE - CONTINUOUS

Boogie staggers toward the dock, drunk and barely able to walk a straight line.

BARNEY

FUCK YOU.

Barney CHARGES Boogie. They start to wrestle but are too drunk to really take it anywhere serious. They break apart, winded and woozy.

BARNEY (CONT'D)

What happened to you?

BOOGIE

Nothing. Absolutely nothing happened to me; and that's what you take as a personal offense. I am not your pet project. Not your vicarious life. Not your hope.

BARNEY

Not my friend?

Boogie doesn't even think to answer. He just swigs from the bottle again.

BARNEY (CONT'D)

Do you realize you haven't come close to giving me an apology?

BOOGIE

Let me recommend another book to stock your shelf with; "The Life of Heinrich Heine", who upon his death bed was begged by his loved ones to ask for God's forgiveness before he passed. But good old Heinrich had only this to say: "God will surely forgive me - after all, that's his fucking job".

BARNEY

Don't count on it.

BOOGIE

I'm going for a swim.

Boogie slips on the flippers, waddles onto the dock.

BARNEY

Boogie, stop! You're too drunk and you can barely swim anyway. I'll shoot, you prick, I will!

Barney fires a WARNING SHOT straight up into the air.

BOOGIE

There you go!
But this time shoot it at me you fucking coward! See for yourself what's really inside this mossy, dampened cavity you think is a heart. C'mon, do it!

Barney stares him down. A silent rage boiling inside. Boogie grins, snaps on the goggles and the snorkel, spreads his arms wide, tilts his head back...

BARNEY

Don't you fucking move.

Barney drunkenly staggers forward, pointing the gun at Boogie --

AND THIS ALL HAPPENS IN HAZY FLASH: Barney TRIPS -- the gun FIRES -- Boogie lets himself FALL backward into the lake.

It appears the gun fired into the air, but he could have easily fired in Boogie's direction. We can't be sure.

Barney turns and heads back up into the house. We DO NOT see Boogie resurface.

INT. DEN - COTTAGE - MOMENTS LATER

Barney stumbles in.

Barney hits the bottle hard - one shot after another.

INT. DEN - COTTAGE - DAY

LATER

The bottle now empty. Barney's passed out on the sofa.

INT. DEN - COTTAGE - DUSK

EVEN LATER

Barney on the floor, woken by the the RUMBLING of a TWIN ENGINE AIRPLANE, starting from a distance and approaching fast.

EXT. DECK - COTTAGE - DUSK

He stumbles out to the porch, still half drunk. The PLANE flying over a distant hillside.

BARNEY

(calling out)

BOOGIE?

DISSOLVE TO:

EXT. DOCK - COTTAGE - MORNING

UNIFORMED POLICEMEN and SEARCH DOGS scour the property around Barney's house. DIVERS break the surface of the lake's water. A POLICE BOAT out there too.

Barney watches all this from the dock.

O'HEARNE (O.S.)

Busy day. There's a big fire a few miles east.

DETECTIVE SEAN O'HEARNE, younger, slimmer, healthier than we know him to be, steps up along side Barney.

O'HEARNE (CONT'D)

Twenty cottages burned so far.

BARNEY

They're wasting their time out there. I told them I looked all over the lake in my boat. He's broken into a cottage, emptied it of all the booze and pills he could find and moved on.

O'HEARNE

But he leaves his clothes and wallet here?

BARNEY

He took someone else's clothes.

O'HEARNE

No break-ins have been reported. Got something to drink?

INT. KITCHEN - COTTAGE - MORNING

Barney opens the refrigerator and passes O'Hearne a cold beer. O'Hearne saunters through the house, sipping the beer.

He stops at the FRAMED SKETCH BY CLARA leaning against the wall.

O'HEARNE

That's kind of sick.

BARNEY

My first wife made that.

O'HEARNE

(taking out notepad)

Oh yeah? What's her name?

BARNEY

She's dead.

O'HEARNE

Did you catch her fucking someone too?

BARNEY

She killed herself.

O'HEARNE

Beat you to it, I guess.

BARNEY

What the fuck does that mean? I called you guys.

O'HEARNE

Yeah, you did. So why didn't you mention this gun?

O'Hearne pulls out Barney's GUN, in a plastic evidence bag.

BARNEY

My dad is a retired cop. He gave it to me for protection.

O'HEARNE

(dawning)

Are you fuckin' Izzy Panofsky's kid?

BARNEY

Yes.

O'HEARNE

No shit. So why are there two rounds missing?

BARNEY

Boogie and I were horsing around.

O'HEARNE

By shooting off rounds?

BARNEY

We were drunk.

O'HEARNE

This was after you caught him fucking your wife?

BARNEY

It wasn't like that.

O'HEARNE

You shot off the rounds before you walked in on them screwing?

BARNEY

No.

O'HEARNE

After.

BARNEY

Yes.

O'HEARNE
So you did shoot him.

BARNEY
Yeah, right through his fucking heart,
Jesus Christ--

O'HEARNE
(take notes)
Now we're getting somewhere.

BARNEY
Are you a complete idiot? Why are
you wasting your time here? Go find
him! Have you thought that he might
be hurt somewhere?

O'HEARNE
And what about this piece of ass you're
keeping in New York - the florist
gave us her name - Miriam Grant...

Barney grabs O'Hearne --

BARNEY
You keep her out of this--

O'Hearne drives a knee into his groin, then lays one into
Barney's face, sending him to the floor.

O'HEARNE
Two bullets shot from your gun just
after you caught your best friend
banging your wife. You threatened
to kill them both, and now he's
missing. Unless you ate him, we'll
find the body before sundown. So
tell me where the body is and I'll
say you were cooperative and
remorseful, you'll get yourself a
smart Jew lawyer and be out in no
time. No one cares about a useless
junkie anyway.

Barney lifts himself to one knee.

BARNEY
Go to hell.

O'Hearne kicks him in the gut once, then again, when...

IZZY grabs O'Hearne from behind and throws him off Barney.

O'HEARNE
What are you doin' here, Panofsky?

IZZY

I got a call from my son.

O'HEARNE

Very sweet, but he attacked an officer
of the law.

IZZY

From where I'm standing this looks
like police brutality.

O'HEARNE

Like you're one to talk.

IZZY

You leave your hands off him.

O'HEARNE

He's goin' down for murder.

IZZY

Really? It seems those razor-sharp
detective skills of yours missed one
tiny detail; you don't have a body.
Now you got anything else to say,
talk to his lawyer.

O'Hearne exits. Izzy kneels to look at Barney's face.

IZZY (CONT'D)

So, did you do it?

BARNEY

Dad! Of course not.

IZZY

Alright, alright. Let me get you
some ice.

CUT TO:

INT. TV SOUNDSTAGE - DAY

TV SCREEN IN THE GREEN ROOM

O'Hearne is on TV responding to a crowd of reporters out in
the Townships.

O'HEARNE

--For the moment no charges are being
laid. We've searched the area for
three weeks.

(MORE)

O'HEARNE (CONT'D)

No body has been found yet, so this will remain a missing persons case even with the overwhelming circumstantial evidence implicating Mr. Panofsky. Our hands are tied.

PULL OUT from the TV and follow the RECEPTIONIST, carrying a YELLOW ENVELOPE onto the soundstage. Barney is half-asleep as the crew sets up for the next shot.

RECEPTIONIST

Barney, the papers you were waiting for just arrived--

Barney bolts upright, grabs the envelope, tears it open and pulls out his divorce papers. He rushes to the nearest phone, dials, and signs the marked pages.

BARNEY

Miriam Grant please.

CUT TO:

INT. OFFICE - RADIO STATION - NEW YORK - DAY

Miriam sitting at her desk. The phone rings.

MIRIAM

Hello?

INTERCUT

BARNEY

Miriam, I'm divorced.

MIRIAM

Barney--

BARNEY

I'm going to be in New York tomorrow. How about dinner?

MIRIAM

No.

BARNEY

Lunch?

MIRIAM

No.

BARNEY

Please, Miriam.

Beat.

MIRIAM
Is the ink even dry yet?

BARNEY
Let me check.

Miriam chuckles.

BARNEY (CONT'D)
It's only lunch. Just once. If you
decide you don't ever want to see me
again, well, that's it.

MIRIAM
Honestly?

BARNEY
I swear.

Long beat. Waiting... Waiting...

HARD CUT TO:

EXT. NEW YORK CITY - MORNING

Flying over Manhattan. A sunny morning in the big apple.

EXT. HOTEL - NEW YORK CITY - MORNING

Barney pulls up to the hotel in a cab and enters.

INT. BARNEY'S HOTEL SUITE - NEW YORK - MORNING

Two pair of shoes, three suits, four ties laid on the bed.

The clock reads: 10:03 AM. Barney is sitting at the desk in
his hotel suite, scribbling on hotel stationary:

*"Conversations Topics: All The President's Men, Herzog,
Alphonse Daudet..."* Barney drops his pen. This is idiotic.
He starts pacing. Then dials the concierge.

BARNEY
(into phone)
I'd like a bottle of Dom Perignon,
well chilled, and a dozen long stem
roses brought to my room at exactly
two o'clock.... make that two bottles
and two dozen roses.... great.

CU - He UNLOCKS the MINI BAR. Grabs TWO Mini Scotches.
Pours them over ice.

He does the same again - and again - and again.

INT. HOTEL RESTAURANT - DAY

The swanky hotel restaurant is filled with the lunch crowd.

Barney's seated at a table. He's dressed to the nine's but sweaty, clammy, drunk. He rattles the ice in his empty tumbler at a passing waiter.

INT. BATHROOM - HOTEL RESTAURANT - DAY

Barney splashes his face with water, pats himself dry. Looks at himself in the mirror. Takes a deep breath.

INT. HOTEL RESTAURANT - DAY

From the bathroom, he walks a short corridor back into the restaurant. Just as he turns the corner he CUTS BACK and hides, pressing himself against the wall and spying on--

MIRIAM

Being led to their table. She's a heart stopping vision. Even more gorgeous than the first time he laid eyes on her.

INT. HOTEL RESTAURANT - TABLE - DAY

AT THEIR TABLE

Barney drops into his seat across from Miriam, startling her.

BARNEY

HI.

MIRIAM

Hi.

Barney doesn't look so good. Sweaty, pale, nervous as hell.

BARNEY

I'm so happy you made it.

MIRIAM

Yes, well--

BARNEY

Have you eaten? Is it hot in here?

MIRIAM

No, and no.

BARNEY

Great. Champagne?

(MORE)

BARNEY (CONT'D)

This is an occasion, we should have champagne, don't you think?

(grabbing waiter)

A bottle of Dom Perignon.

(to Miriam)

Did you want to order now?

MIRIAM

I haven't looked at the menu yet.

BARNEY

Of course, take your time.

(to waiter)

Just the Champagne. And some Beluga.

The Iranian stuff, the Russian is too salty...

(to Miriam)

It is hot in here...

Barney opens his collar. Perspiration forming on his brow.

MIRIAM

Are you okay?

BARNEY

I'm great. There's so much I want to talk about... Oh, I know - have you read, uh, what's it called... give me a second--

MIRIAM

Barney, hold on. I want to be clear on something. I hope you didn't get divorced on my account.

BARNEY

Of course I did.

MIRIAM

You hardly know me.

The waiter arrives with the Champagne.

BARNEY

Wonderful, now we can celebrate.

MIRIAM

Celebrate what?

The room begins to tilt and sway. Barney's panicking, desperately trying to hold it together.

BARNEY
(slurring words)
Now that I'm no longer a married man
we can... we're finally here
together... you, me...

MIRIAM
Barney, are you alright?

BARNEY
Excuse me.

He BOLTS toward the MEN'S ROOM.

INT. BARNEY'S HOTEL SUITE - DAY

Barney is throwing up into the toilet of his suite. Miriam
pulls the bathroom door shut.

Then, there's a KNOCKING at the front door.

VOICE (O.S.)
Room service.

CUT TO:

INT. BARNEY'S HOTEL SUITE - DAY

LATER

Miriam is sitting in an easy chair, her legs crossed, reading
the New York Times. Barney stirs awake. She moves to sit
at the edge of the bed.

MIRIAM
How are you feeling?

BARNEY
You're never going to speak to me
again I'm going to kill myself.

Beat.

MIRIAM
Are you done?

BARNEY
Please don't leave.

She reaches for his page of HANDWRITTEN CRIB NOTES titled
"conversation topics".

MIRIAM

What would you like to talk about -
All The President's Men, *Herzog* or
Alphonse Daudet - nice reference, by
the way.

BARNEY

I'm an idiot.

MIRIAM

Don't be so modest. You obviously
expected me to come up to your room.

BARNEY

Never.

MIRIAM

So the champagne and roses are for
another woman?

Barney lifts his throbbing head to see for himself. Sure
enough there's two bottles of champagne and two dozen roses.

BARNEY

Oh God...

He covers his face and begins to MOAN. Miriam finds it all
utterly amusing. She pries his hands from his face.

MIRIAM

Why don't you get cleaned up, we'll
get some fresh air, and maybe a slice
of pizza. I'm absolutely starving.

Off Barney's delight --

EXT. STREET - CENTRAL PARK - DUSK

They stroll along the park. Barney rambles on, desperately
trying to keep Miriam engaged. He hardly even breathes
between words.

BARNEY

--"The Big Apple" is actually an old
racetrack term, credited to John
Fitzgerald - a sports writer for the
herald in the 30's. He'd heard old
stable hands from Mississippi use it
when referring to the New York
racetracks. Getting to race in New
York was considered hitting the big
time - getting a bite of that "Big
Apple" and I'm just going to keep
talking because I'm afraid if I stop

(MORE)

BARNEY (CONT'D)

there's going to be pause, or a break,
where you'll say "*it's getting late*"
or, "*I should probably get going*"
and I'm not ready for that to happen,
I don't want it to happen. Ever.

And then he finally just runs out of steam. They stop walking
and face each other for what seems like an eternity to him.

MIRIAM

There it was. The pause.

BARNEY

Yeah.

Beat.

MIRIAM

I'm still here.

EXT. EAST RIVER - NIGHT

They walk along the East River. Their body language now
more intimate.

MIRIAM

--I adored my father. He was my
hero. Until I found out he was
sleeping with every factory girl he
could get on the side.

(beat)

It killed my mother. That's what
gave her cancer.

BARNEY

That's a bit unfair.

MIRIAM

No, it's not. It devastated every
part of her. Mind and body. Heart
and soul. And that will never happen
to me.

BARNEY

I would never do that to you.

MIRIAM

I want one thing from you.

BARNEY

Anything.

MIRIAM

See, that's what scares me about you. Don't answer '*anything*'. That's not real, and life is real. It's made up of little things - minutes and hours and errands and naps and routine, and that has to be enough. After all you've done to pursue me, how can I ever trust you?

BARNEY

That's a reasonable question.

Barney thinks hard. He knows he needs to come up with something good. Then he rifles through his pocket and pulls out a CIGAR CLIPPER. He SNAPS it shut for effect.

BARNEY (CONT'D)

I'll cut it off. Right away.

MIRIAM

Now you're offering to be my eunuch?

BARNEY

Like I said, I'll do anything for you, Miriam.

MIRIAM

Well, you're not going to do that. We're going to be needing it.

She kisses him. Together they fall into an embrace neither will ever forget.

DISSOLVE TO:

EXT. COTTAGE - DAY (1979)

Barney and Miriam have an outdoor wedding ceremony at his cottage. Only closest friends and family are in attendance, including Solange and Jeff (from the wedding) and his boyfriend.

NOTARY

--And do you take this man to be your lawfully wedded husband?

MIRIAM

I do.

NOTARY

And do you--

BARNEY

I sure as hell do.

Barney can't wait another second. He kisses her.

IZZY
MAZEL TOV!!!

Izzy, tears already streaming down his face, grabs Miriam and gives her a hard kiss on the lips. Everyone CHEERS!

EXT. DOCK - COTTAGE - NIGHT

The party is winding down. Guests are still up at the house, on the porch, drinking, slow dancing. It's a beautiful night.

Barney is out on the dock alone, staring at the lake when Miriam joins him. She wraps her arms around him from behind.

BARNEY
He promised he'd never miss any of
my weddings.

Miriam kisses him tenderly then takes him by the hand and leads him back up to the house.

CUT TO:

EXT. BARNEY AND MIRIAM'S APARTMENT - DAY (1982)

Barney and Miriam's apartment. (Where Barney still lives).

INT. BARNEY AND MIRIAM'S APARTMENT - KITCHEN - DAY

Barney is chopping an ONION as he prepares lunch. His eyes filled with tears. Miriam walks in carrying MICHAEL, who is only a few months old.

MIRIAM
Oh, Barney, put it in the freezer.

BARNEY
What?

MIRIAM
Put the onion in the freezer for a
few minutes before you chop it.
Then it won't make you cry.

BARNEY
How did I not know that?

MIRIAM
I think he's ready for his nap.

BARNEY
Really?

INT. BABY'S ROOM - DAY

They watch Michael fast asleep in his crib. Then look at each other with mischievous grins --

INT. BEDROOM - DAY

Barney appears in the doorway in his boxers. Miriam is already naked and waiting with her best "come hither" look.

He runs and leaps onto the bed. They laugh hysterically as they roll around and start to make love.

TIME DISSOLVE TO:

A SERIES OF STILL IMAGES MOVE US FORWARD IN TIME:

CUT TO:

EXT. COTTAGE - DUSK (1994)

A perfect day. Barney and Izzy sit on the deck, their feet up, drinking Scotch, smoking cigars.

Michael (12) and Kate (9) play frisbee by the lake with Miriam.

The sun is setting. The sky a perfect orange hue.

Barney looks out at the stunning landscape, his children, and his gorgeous wife.

He closes his eyes, takes a deep breath, holding onto this moment of perfection.

He opens his eyes. Izzy's watching him. Barney expects a typical Izzy-ism.

BARNEY

What?

IZZY

You did good, kid.

Izzy puffs away on his cigar, leaving it at that.

DISSOLVE TO:

EXT. COTTAGE - LAKE - DAY (1995)

Barney and Michael (13) are fishing in a small outboard motor boat in the middle of the lake. Michael is bored silly as any young boy would be.

BARNEY

Anything?

MICHAEL

No.

Beat.

BARNEY

A nibble?

MICHAEL

No, dad.

BARNEY

Burgers?

MICHAEL

YES.

BARNEY

Tell your mother we threw them all
back.

Barney lays down their rods and pulls on the RIPCORD. The engine won't turn. He tries again, and again, working up a big sweat. He takes a breather.

Michael stares blankly at him.

BARNEY (CONT'D)

Don't worry. I'll get it.

Again - harder, angrier.

BLAIR (O.S.)

Need any help?

PADDLING toward them in a canoe - BLAIR (52). Tree hugger. Birkenstocks. Soft. Harmless.

BARNEY

(yanking on rope)

No - thanks - it - just needs a little--

He TEARS the rope right out of the motor.

BLAIR

Just toss me your anchor rope and
I'll tow you in.

INT. COTTAGE - KITCHEN - MOMENTS LATER

Miriam hands Blair a glass of Iced Tea.

BLAIR

I'm renting a cottage here. I just
moved from New York.

BARNEY

What do you do, Blair?

BLAIR

I work in radio.

MIRIAM

I used to work in radio in New York.

BLAIR

Really? Where?

MIRIAM

At WZAJ. It's a little jazz station.

BLAIR

Sure I know it. Ronald Lewis is an old friend of mine.

MIRIAM

You're kidding? He gave me my first job.

BLAIR

Isn't that coincidence. The universe works in strange and mysterious ways.

BARNEY

I was going to throw some burgers on the bar-b-que. Want to join us?

BLAIR

I'm a vegan, but thank you.

BARNEY

A what? Is that treatable?

MIRIAM

I could make a salad.

BLAIR

I don't want to impose, and I should paddle back before it gets dark. It was lovely to meet the both of you.

They all say goodbye and Blair exits.

BARNEY

(calling out)

Michael, want to do the bar-b-que?

MICHAEL (O.S.)

Yeah.

BARNEY

Fire it up.

EXT. COTTAGE - DECK - MOMENTS LATER

The bar-b-que is lit. Miriam carries hamburger patties out to the boys when they all hear --

RRRRR - the sound of an outboard motor. They all look down to the lake where they see Blair standing on the dock.

BLAIR

(yelling)

It was just a loose distributor wire.
And I re-attached the rip cord.

Blair waves, then hops in his canoe.

MIRIAM

That was nice of him.

Barney grunts and waves half heartedly.

CUT TO:

INT. BARNEY AND MIRIAM'S APARTMENT - KITCHEN - NIGHT - PRESENT DAY

BACK TO PRESENT DAY.

Miriam's RADIO SHOW plays on the radio.

MIRIAM (V.O.)

--and we're going to end our program with a request from our regular listener, Alphonse from Montreal: Leonard Cohen's "Dance Me To The End Of Love". I'm Miriam Grant. As always, thank you for listening.

CU - BARNEY CRYING

As he chops an ONION while cooking dinner. The phone RINGS. He answers, pressing his sleeve to his eyes to halt the sting.

BARNEY

Hello?... Michael, hi... I land at five... I'll just grab a cab to your place... okay, love you.

He hangs up. The song continues over --

INT. TAXI - NEW YORK CITY - DAY

Barney riding in a yellow cab with a bag from SCHWARTZ'S on the seat beside him. He sees a young couple kissing in the same spot where he and Miriam first kissed.

CUT TO:

INT. MICHAEL'S LOFT - BROOKLYN - NIGHT

Barney and Michael watch a hockey game together. Barney is yelling at the TV, halfway through a bottle of Scotch and smoking a cigar. The table littered with remnants of a meal from Schwartz's Smoked Meat.

BARNEY
(yelling at TV)
Useless goddamn pansy ref, get your
head out of your ass!!

Caroline enters - business suit, briefcase. A belligerent Barney coupled the disorderly mess of the apartment is the last thing she wanted to end her day with. Michael greets her at the door.

CAROLINE
I thought you were going out for
dinner.

MICHAEL
(apologetic)
Dad brought in smoked meat from
Montreal.

CAROLINE
(to Michael)
Didn't we agree to no cigars in the
house?

Barney looks to Michael for backup, but is met with silence. He grudgingly taps out the cigar.

BARNEY
Am I still allowed to use the bathroom
or would you prefer I leave my
business in paper bags by the door?
Recyclable ones, of course.

CAROLINE
Turn that down please, I have to get
up early.

She heads off to the bedroom. Michael scowls at Barney.

BARNEY

What? The woman hates me.

MICHAEL

Maybe she wouldn't hate you if you didn't behave like a child.

BARNEY

Chicken and the egg.

MICHAEL

No, dad, it's not. You can't keep acting this way. Not with us, or Mom and Blair.

BARNEY

So you're speaking for your mother now?

MICHAEL

Just leave them alone already. She's not coming back to you.

BARNEY

If that's what you're so angry about, then fine. Tell your mother from this moment on she is forgotten. Erased. Nothing but a wisp of gray on the otherwise full, dark mane of my life.

MICHAEL

I'm sure she'll appreciate the sentiment, if not the poetry. Good-night.

Michael starts to walk out--

BARNEY

Michael...

MICHAEL

What?

BARNEY

What have you told her about me?

MICHAEL

I tell her everything. That's what couples do.

BARNEY

Spare me the sermon. I see the way she looks at me.

MICHAEL

What are you talking about?

BARNEY

I saw O'Hearne's book on her night table. She can't even be bothered to hide it from me. How could you let her read that? She even has all these pages dog-eared in it...

(beat)

When she asks about Boogie, what do you tell her?

Michael doesn't answer.

Barney readies himself for one of the hardest things he's ever had to ask.

BARNEY (CONT'D)

Do you think I could have possibly done that?

Beat.

MICHAEL

Only you really know.

Michael exits. That devastates Barney. He simply *deflates*.

From outside, a CAR ALARM has begun to whine. Its incessant squeal turns into --

FLASHBACK TO:

**INT. BARNEY AND MIRIAM'S APARTMENT - KITCHEN - NIGHT - PAST
(2000)**

A KETTLE WHISTLING.

Barney pours two cups of tea. Then smells a jar of HONEY, not sure if it's still good.

INT. DEN - CONTINUOUS

Barney carries the tea and honey on a tray. Miriam is on the sofa watching a NEWS MAGAZINE PROGRAM.

MIRIAM

(re: on TV)

That's Taylor Gates.

BARNEY

(re: honey)

Tell me if this is still good.

MIRIAM

She was my intern before we got married. She could barely string two words together.

Miriam drips the honey into her tea without smelling it. She passes it to Barney who is still not convinced it's edible.

MIRIAM (CONT'D)

Honey doesn't go bad.

BARNEY

Ever?

MIRIAM

Archeologists found honey in Egyptian tombs thousands of years old and it was still edible.

Barney shrugs, uses the honey. Miriam curls herself into the corner of the sofa, feeling depressed.

MIRIAM (CONT'D)

Everyone seems to be doing pretty interesting things nowadays.

BARNEY

Giving birth and raising two amazing children is pretty interesting.

MIRIAM

But it doesn't command much respect, now does it?

BARNEY

Miriam--

MIRIAM

It doesn't matter.

Miriam grabs a magazine from the coffee table, shutting down the conversation.

EXT. BARNEY AND MIRIAM'S APARTMENT BUILDING - MORNING

Autumn. Michael (now 18) and a few buddies have loaded the last of his things into a small U-Haul. It's off to college.

MIRIAM

(crying)
My baby.

MICHAEL

Mom, I'm not going to war. I'll be back for thanksgiving.

She kisses Michael one last time.

MIRIAM
Okay, I'm going inside.

MICHAEL
(to Barney)
Any last words of wisdom?

BARNEY
You need money, ask me. Don't start
selling dope.

MICHAEL
No selling dope. Got it. Anything
else?

Barney takes him in his arms.

BARNEY
I love you.

MICHAEL
I love you too, dad.

A quick goodbye to Kate (16).

KATE
Take care of yourself.

Michael jumps into the truck, starts to pull out.

BARNEY
Pull over if you get tired!

EXT. RITZ CARLTON HOTEL GARDEN - DAY

Barney and Miriam having lunch out in the lush, beautiful
garden of the Ritz.

Miriam stares absently at her plate. Her mind elsewhere.
She sets down her cutlery. Her food only half eaten.

BARNEY
He had to move out eventually.

MIRIAM
I know. That's not it.
(beat)
I want to go back to work. I've been
thinking about this for a while.
Blair said he can get me freelance
work. It's just research and writing
for now but it could lead to other
things. Maybe even on air.

BARNEY

And I'm sure *Blair* will do everything
he can for you.

MIRIAM

Stop that.

BARNEY

(beat)
Are you unhappy?

MIRIAM

No. Not in the way you're trying to
get at.

BARNEY

Then in which way?

JEAN THE MAITRE'D comes over.

JEAN

How is everything?

MIRIAM

Excellent, as always.

JEAN

May I get you anything else?

BARNEY

We're fine. Thank you, Jean.

Jean leaves. Barney sulks, polishing off his wine.

MIRIAM

I knew how you would take this.

BARNEY

It's just that I've worked this hard
so you wouldn't ever have to. So you
could be here with the kids and me.
We both agreed that was important.

MIRIAM

It was important. But Michael's
gone, soon Kate will be too, and
you're as grown up as you'll ever
be. Where does that leave me? I
need more stimulation in my life. I
have to believe I can be something
other than just a wife and mother.

BARNEY

I'll quit working.
(MORE)

BARNEY (CONT'D)

We'll retire early, travel, go to Italy, get a Villa on Lake Como.

MIRIAM

You can't just fix this like you do everything else. I don't want you to.

(beat)

I need to do this. Can you try and understand?

BARNEY

Of course. Whatever you want to do, I'm behind it. A hundred percent.

He fakes through the deep panic he's feeling inside.

INT. CBC RADIO STATION - BOOTH - NIGHT

Miriam interviews a distinguished looking man on the air.

MIRIAM

...Well, Mr. Dalhousie, that's all the time we have. Thank you so much for coming in.

GUEST

It is was a pleasure. Thank you.

The ON AIR light turns OFF. Miriam lets out a big sigh of relief. The staff on the other side of the glass APPLAUD.

INT. CBC RADIO STATION - HALLWAY - MOMENTS LATER

Miriam walks down the Hall with BLAIR.

MIRIAM

I hope that wasn't too painful.

BLAIR

Are you kidding? It was fantastic.

MIRIAM

Stop it, Blair.

BLAIR

Really, Miriam, you're a natural.

MIRIAM

Thank you. Would you excuse me, I'm going to call Barney.

BLAIR

Of course.

INT. BARNEY AND MIRIAM'S APARTMENT - NIGHT

The phone RINGS through an empty house.

INT. GRUMPY'S BAR - NIGHT

Barney is sitting at the bar, watching the hockey game. The bar ERUPTS at a bad penalty call.

BARNEY

What the hell kind of call is that??!!

INSERT - BARNEY'S CELL PHONE - on the bar, ringing. He doesn't hear it.

INT. HALLWAY - CBC RADIO STATION - NIGHT

Miriam hangs up. Upset that Barney didn't answer.

INT. BARNEY AND MIRIAM'S APARTMENT - LATER THAT NIGHT

Barney tiptoes into the dark, quiet apartment. He's drunk and trying very hard to be quiet.

INT. BARNEY AND MIRIAM'S APARTMENT - BEDROOM - CONTINUOUS

Miriam is already asleep. Barney is about to crawl into bed--

MIRIAM

Where have you been?

Miriam turns on the bedside lamp.

BARNEY

I was at Grumpy's watching the game.

MIRIAM

Did you hear my interview?

BARNEY

I'm sorry, I just lost track of--

MIRIAM

This was important to me. You knew that right?

BARNEY

(beat)

Yes.

MIRIAM

But you missed my first on air interview because you were drunk and watching a hockey game, like you've done a thousand times before.

BARNEY

(beat)

Yes.

MIRIAM

Okay. I wanted to be sure we're
clear on what happened here tonight.

Miriam flips back over and turns the lamp OFF.

BARNEY

Should I sleep on the sofa?

She turns the lamp back ON.

MIRIAM

Stop feeling sorry for yourself.
You're not sleeping on the sofa, we
don't sleep apart. Good night.

She turns the light OFF.

EXT. CEMETERY - DAY

Barney has accompanied IZZY to his Mother's grave.

IZZY

You got yourself a plot yet?

BARNEY

No.

IZZY

You should get one. The good ones go
fast.

Izzy places a rock on the double headstone:

ESTHER PANOFSKY - 1925 - 1972, Wife to Izzy, Mother to Barney.
Engraved beside hers is Izzy's name: *ISRAEL PANOFSKY*

BARNEY

You okay?

IZZY

Sure.

But he's not very convincing.

BARNEY

I was thinking, why don't you move
in with us? Now that the kids are
gone we have more than enough space.

IZZY

Thanks, but no thanks.

BARNEY

I don't like the thought of you being alone.

IZZY

I'm not alone. See that? That's alone.

Izzy points to a single grave beside theirs.

IZZY (CONT'D)

Buried alone. No wife. No kids. That's alone. I'm going to be right here with your mother. When you get to my age you'll see what a comfort that is.

BARNEY

I know it must be hard without her.

IZZY

I'm used to being without her. I need to get laid.

BARNEY

(walking away)
Jesus Christ...

IZZY

What? How long have you ever had to hold out, Mr. THREE wives!

INT. BARNEY AND MIRIAM'S APARTMENT - DINING ROOM - NIGHT

A group of Miriam's friends including BLAIR, are over for dinner. Blair holds court while Barney broods over his Scotch, bored and annoyed with Blair's politically correct discourse.

BLAIR

--I think it's fair to say that in 50 years we'll look back on this time and our inhumane treatment of animals for the sake of mass consumption, as a shameful and barbaric chapter in our history, much like how we perceive segregation or McCarthyism--

Barney can't stand another second of this. He gets up and brings a cigar back to the table.

MIRIAM

Barney, please don't smoke that. You know it irritates Blair's asthma.

Without a moment's pause, Barney heads out to the den.

EXT. BARNEY AND MIRIAM'S APARTMENT - DEN - CONTINUOUS

Barney lights his cigar with great pleasure. The dinner guests continue with their conversation.

INT. BARNEY AND MIRIAM'S APARTMENT - BEDROOM - NIGHT

Barney crawls into bed with a moan. Miriam's reading. Barney stares at the ceiling, exhausted. Long silence. Miriam sets down her book.

MIRIAM

If you can't at least be civil with my friends then don't bother joining us.

BARNEY

I thought I was perfectly civil.

MIRIAM

You fell asleep at the table.

Beat.

MIRIAM (CONT'D)

I forgot to ask, how was the cemetery?

BARNEY

Good times.

The phone RINGS. Barney groans. Reaches for the phone.

EXT. MESSAGE PARLOR - NIGHT

A non-descript building with a red neon sign: MESSAGE. Barney parks right in front, then enters.

INT. MESSAGE PARLOR - RECEPTION - NIGHT

PUSH IN through a beaded curtain and into the waiting room of an old school "rub and tug" massage parlor.

The Madame, GOLDIE (45) is consoling a working girl, who is sobbing. Goldie looks up at CAMERA --

GOLDIE

Barney...?

Barney nods. She takes his hand. Barney's eyes searching. He's at a loss. She takes him by the arm and leads him down the hall.

GOLDIE (CONT'D)

After they finished, the girl left the room to get a hot towel. When she went back in... At least he went happy.

She stops in front of room #4.

GOLDIE (CONT'D)

He talked about you all the time. You made him so proud.

She opens a door and lets Barney go in --

INT. MASSAGE ROOM - CONTINUOUS

Barney enters, takes in the room. Goldie shuts the door, leaving him alone. The lighting dim. The walls bare. A shelf with a bottle of baby oil, a box of kleenex.

Izzy's body lays on the table, covered in a white sheet. A peaceful, half-grin on his face.

Barney sits on a small chair beside the body. He lifts the edge of the sheet and takes his father's hand in his. He starts to laugh at the situation, patting his father's hand. Then he squeezes it tighter, holding it with both his hands, pressing it to his forehead, and starts to cry.

INT. MASSAGE PARLOR - RECEPTION - LATER

Barney exits the room. He sits beside Goldie in the reception. They share a quiet moment.

GOLDIE

He didn't get a chance to settle up.

Beat. Barney reaches into his pocket, hands her a couple hundred from his wallet.

CUT TO:

INT. BARNEY AND MIRIAM'S APARTMENT - DEN - NIGHT - PRESENT

Barney grabs an ice cube from the freezer for his Scotch. Before shutting the door he pulls out an ONION - stares at it quizzically - then puts it back.

BARNEY

You sure you don't want anything?

KATE (O.S.)

No, thanks.

Barney goes into the DEN and refills his Scotch before sitting down to continue his Scrabble game with Kate.

KATE (CONT'D)
It's your turn.

BARNEY
What did you do?

KATE
Right there.

Barney stares at the board. Confused.

KATE (CONT'D)
Dad....?

BARNEY
Sorry.

He sets down his pieces.

KATE
What word is that?

INSERT - SCRABBLE BOARD. His pieces spell: "ATTNY"

BARNEY
Attorney.

KATE
You're missing half the letters.

BARNEY
It's the abbreviation.

KATE
When you get that lazy with cheating,
I know you're tired.

She gets up and starts to clean up.

BARNEY
Leave that, I'll do it.

KATE
No, dad. Let me.

Barney can tell that she needs to keep herself busy. He takes her arm to stop her and pull her down to sit.

BARNEY
Do you want to talk about it?

KATE

I'll be fine. I'm just happy it only took eight months to realize he was a jerk.

He pulls her into a comforting embrace. That's all it takes for her to start crying in his arms.

BARNEY

It'll be okay. I promise.

She cries as long as she needs to.

They break apart, she wipes her eyes on her sleeve.

BARNEY (CONT'D)

Let me get you a tissue.

KATE

No, I'll get it.

She gets up to go to the washroom. Barney watches her go. His eyes drift over and stop on LEO'S PAINTING prominently displayed on the wall. It's an abstract multi-colored whirlpool that winds down to a black center. Barney's mind follows it down to the black nothingness...

FLASHBACK TO:

INT. CBC RADIO STATION - BOOTH - DAY - PAST (2003)

Miriam is interviewing Barney's old friend, LEO FASOLI (61). He's now a famous painter with an air of success and gravitas about him.

Barney and Blair watch from the booth, along with Leo's flavor of the month, a stunning 28 year old BIMBO.

MIRIAM

--and we're back talking with renowned painter and artist, Leo Fasoli. Leo, you recently signed a seven figure deal with Simon and Schuster to publish your autobiography. But then you returned the money, saying you no longer wanted to do it. What happened?

LEO

It proved to be more difficult than I originally thought it would be.

MIRIAM

In what way?

Leo pauses.

LEO

Andre Gide, the French author, once said "nothing is as destructive to happiness as the remembrance of happiness lost".

EXT. CBC RADIO STATION - DAY

Barney escorts Leo and his Bimbo out. A LIMO waits right outside the door. Leo lights a cigarette. For all his success, there's a sense of melancholy to him.

LEO

(to Bimbo)

A spetta un minuto, cara mia.

BIMBO

I love it when you speak Italian.

She gives Leo a kiss, then slips into the limo.

BARNEY

(re: Bimbo)

You like this one?

Leo just shrugs.

BARNEY (CONT'D)

Thanks again for doing the interview. It's a real coup for Miriam.

LEO

It was my pleasure. She's an amazing woman.

BARNEY

Are you sure you can't stay the night? We'd love to have you over.

LEO

There's nothing I would enjoy more but I have to get back to New York.

They hug.

LEO (CONT'D)

You've made a wonderful life for yourself. It makes me happy.

Leo gets in the limo and is driven away.

INT. BARNEY AND MIRIAM'S APARTMENT - DINING ROOM - NIGHT

Blair has joined Barney and Miriam for dinner. Miriam and Blair enjoy lively conversation, while Barney broods in silence and polishes off another Scotch.

BLAIR

Allow me a toast to you Barney. You really came through getting Leo to do the interview.

MIRIAM

Yes you did. And a toast to Blair and his new job in New York.

BLAIR

I don't have it yet.

BARNEY

Here's hoping.

They drink. Miriam begins to clear the table.

BLAIR

Let me help you.

MIRIAM

Guests don't clean.

Miriam heads to the kitchen. Long silence.

BARNEY

So when are you going to find out?

BLAIR

Probably not for another month.

BARNEY

A month? Jeez, don't be so soft. Push them. Let them know they'll lose you if they sit on their asses.

BLAIR

I'm not one to be aggressive like that.

BARNEY

Just because you're gay, doesn't mean you can't be assertive.

BLAIR

I'm not gay.

BARNEY

I didn't think so, but Miriam--

BLAIR
Miriam thinks I'm gay?

BARNEY
I told her you weren't, but--

Miriam enters.

MIRIAM
So what you are boys talking about?

INT. BARNEY AND MIRIAM'S APARTMENT - DOORWAY - MOMENTS LATER

Miriam kisses Blair good-night.

MIRIAM
Thank you for coming.

BLAIR
Thanks for another incredible meal,
and again, congratulations, it was a
fantastic interview.

MIRIAM
Thanks.

Blair exits. The moment the door closes she puts on her game face and marches into the...

INT. DEN - CONTINUOUS

...to confront Barney, who is just lighting up a cigar.

MIRIAM
What's with you? And don't say
"what?". Let's just skip that whole
part, okay?

BARNEY
I was giving him a few life lessons.

MIRIAM
By telling him I think he's gay?
And who even jokes about that anymore?

BARNEY
I don't want to fight about *Cher*.

MIRIAM
We're not fighting about Blair.
We're fighting about you.

BARNEY
Why?

MIRIAM

Getting Leo to come in doesn't negate all the other interviews you've missed to get drunk and watch the game, or all the dinners you've ruined because you're incorrigible with my friends.

BARNEY

It doesn't?

Miriam is NOT amused.

MIRIAM

I'm going to visit Michael for a week.

BARNEY

What? When?

MIRIAM

Next weekend.

BARNEY

Okay, I'll take the week off.

MIRIAM

No. I think a little time apart will do us both good.

BARNEY

What? Where is this coming from?

MIRIAM

We've hardly been away from each other since we've been married. It'll be good for us to circulate the air in here a little. It's only a week - okay?

Barney nods but he's not happy about this. Actually, he's scared to death. She gives him a kiss and exits.

CUT TO:

INT/EXT. TAXI CAB - MORNING - PRESENT DAY

BACK TO PRESENT DAY. Spring has arrived.

Barney rides in a taxi. Coffee in hand. The cab stops at a red light in front of the MONTREAL MUSEUM OF FINE ARTS.

Barney looks out the window to see workers unraveling a DRAPERY announcing the next exposition:

"LEO FASOLI - IN MEMORIAM. A RETROSPECTIVE."

ON THE DRAPERY is a PHOTO OF LEO from back in his Rome days. The thought of his departed friend hits him hard. The taxi pulls away.

INT. OFFICE - TOTALLY UNNECESSARY PRODUCTIONS - MORNING

Barney enters the office in a foul mood. The RECEPTIONIST greets him with a smile.

RECEPTIONIST
Good morning, Barney.

BARNEY
My car was stolen. Find out what I have to do to report it.

RECEPTIONIST
It's parked in the lot. I have the keys right here.

Barney grabs the keys, walks away.

INT. TV SOUNDSTAGE - MORNING

Barney slips into the soundstage just as they start rolling. He's fidgety. Anxious.

ON THE SET

A scene is playing out between O'Malley and the new, young, ditzy, SEXPOT (21), cast as the new Nurse.

O'MALLEY
I have a feeling you're going to work out just fine around here.

SEXPOT
Oh, I won't work out here. I go to the gym for that.

SOLANGE (O.S.)
And CUT! Check the gate!

Solange gets up from the DIRECTOR'S CHAIR. She's now directing the show, yet still dressed in the same type of revealing, tight outfit her character would have worn.

SOLANGE (CONT'D)
And that everyone, completes the first episode of our 30th season!!

The whole crew bursts into applause.

Even though it's Barney's show, the merriment around him seems to only make him more lonely and bitter. He ducks out.

INT. BARNEY'S OFFICE - LATER

Barney's rifling through drawers and shelves looking for something. He's frustrated, angry. SOLANGE enters.

SOLANGE

Why did you leave the set? I thought you might want to give a speech.

BARNEY

Nope.

Solange stands there grinning from ear to ear, eager to tell him something. Barney continues his searching.

BARNEY (CONT'D)

I'm not interested.

SOLANGE

You don't even know what I'm going to say.

BARNEY

I'm not interested in what you're going to say. That's the point.

SOLANGE

What if it were something really interesting?

This is annoying the hell out of him.

BARNEY

Right now, I'm in a state of complete disinterest to all things. Is that clear or should I have someone translate?

Solange drops an AIRPLANE TICKET in front of Barney.

SOLANGE

I'm going to Bulgaria. First Class.

Barney looks at the ticket.

BARNEY

You haven't flown in thirty years.

Barney hands her back the ticket and walks out of his office, Solange follows...

INT. OFFICE - CONTINUOUS

Barney goes to the coffee machine. One of those automatic ones where you press a button and it makes you a latte.

He makes his choice. The machine REVS and GRINDS, forcing them to raise their voices.

SOLANGE

I've been in systematic desensitization therapy to get over my fear of flying.

BARNEY

Are you out of your mind? Some idiots keep printing thirty year old pictures of you in bikinis so old Bolsheviks can have something to jerk off to and you're going to fly half way around the world because of it? What do you imagine it will be like - that you'll step off the plane right onto the tarmac, Chanel glasses, Hermes scarf wrapped around your new 'do', a gaggle of paparazzi awaiting your arrival? You're a hundred and eighty years old Solange, get over it.

The coffee machine stops. Dead silence. The entire office watching them. Solange fights back tears.

MARK

What the hell is wrong with you?

BARNEY

With me? My friend Leo just died!

Silence.

BARNEY (CONT'D)

Did you hear me?!

SOLANGE

(beat)

Leo died a year ago.

FLASHBACK TO:

INT. HALLWAY OUTSIDE BARNEY'S APARTMENT - FLASHBACK

(This is a replay of the OPENING OF THE MOVIE)

Barney picks up the morning newspaper. Scans the front page. Something he reads upsets him.

BARNEY

Fuck.

INSERT - FRONT PAGE HEADLINE - **ABOVE THE FOLD:**

"LEO FASOLI, FAMED ITALIAN PAINTER, DIES AT 66."

We now understand what Barney was reacting to originally.

A SOCCER BALL rolls and stops at Barney's feet.

JUSTIN (8) runs up and grabs the ball. He stares up at Barney. Barney stares back.

NEIGHBOR (O.S.)

Justin, come on, we're late.

JUSTIN

Hi Barney.

BARNEY

Good morning.

Justin runs off. Barney turns back inside.

INT. BARNEY AND MIRIAM'S APARTMENT - KITCHEN - FLASHBACK

Barney's reading the paper as he finishes his bagel and lox. Barney looks at his watch -- shit, he's late. Hops up to get ready. Drops the paper on the table.

INSERT - FRONT PAGE BLURB - **BELOW THE FOLD:**

The article about O'HEARNE'S BOOK we previously saw.

BACK TO:

INT. BARNEY'S OFFICE - DAY - PRESENT DAY

Barney looks as though he's had the wind knocked out of him. Solange approaches him carefully.

SOLANGE

You were a pallbearer at his funeral.

(beat)

Barney...?

Off Barney's confusion --

CUT TO:

INT. DR. MANDEBAUM'S OFFICE - DAY

Barney and Solange are in DR. MANDEBAUM'S office. Barney's long time physician.

BARNEY

Can I smoke in here?

SOLANGE

What do you think? Now be quiet and let Morty do his job.

DR. MANDEBAUM

I'm going to start by asking you a series of questions. Just answer them, there's no right or wrong.

(beat)

What month is it?

BARNEY

You're joking.

DR. MANDEBAUM

There's a point to all this.

BARNEY

April.

DR. MANDEBAUM

What season is it?

BARNEY

Summer.

DR. MANDEBAUM

What city are we in?

BARNEY

Do you actually have a degree in medicine?

(beat)

Montreal.

DR. MANDEBAUM

What kind of car do you drive?

BARNEY

Morty, that's fucking embarrassing.

DR. MANDEBAUM

Just answer it.

BARNEY

A... you know, goddamn it... it's German... I can't even find the fucking thing. Why should I care what it's called?

(to Solange)

And why are you crying?

PRE-LAP: A phone dialing, then ringing.

FLASHBACK TO:

INT. BARNEY AND MIRIAM'S APARTMENT - DEN - DAY - PAST (2003)

Scotch in hand, Barney paces while on the phone. Desperate and frantic without Miriam around.

MICHAEL (V.O.)

Hello?

BARNEY

Michael, hi, put your mother on the phone, please.

INT. MICHAEL'S LOFT - BROOKLYN - DAY

Miriam is cleaning up clutter around Michael's apartment.

MICHAEL

Nice to talk to you too, dad.
(holding out phone)
Mom...

MIRIAM

(into phone)
Hello.

INTERCUT

BARNEY

Miriam, please come home already. I can't sleep without you beside me.

MIRIAM

I know. I keep reaching over for you in bed and--

BARNEY

I bought our cemetery plots today.

MIRIAM

(beat)
What?

BARNEY

I can't handle being without you for even a few days, and that got me thinking and, well, I just needed that settled. That we'll be together forever.

MIRIAM

Barney...

BARNEY

I've learned my lesson. Come back tonight. Please.

MIRIAM

I wasn't punishing you. And you shouldn't have done that without talking to me first. That's a big thing.

BARNEY

What does that mean? You're not sure?

MIRIAM

Why is everything all or nothing with you? I say I need a little space, and you go out and buy real estate for our afterlife.

BARNEY

I'm sorry, I just--

MIRIAM

Overreacted? Yes, you did.

(beat)

I'm sure what you bought is fine. What am I saying - if you bought it it's certainly the best plot in the whole city. But I'm still not coming home today. I'm enjoying my week with my son. Now I have to go, Blair is waiting for us at the restaurant. I love you--

BARNEY

Blair?!

MIRIAM

Don't even start. He actually took YOUR advice and told them he had another offer. So they called him down for a final interview.

BARNEY

I can't believe you're there with Blair.

MIRIAM

Barney, I'm not going to have this discussion with you. I love you, but I really do have to go. Goodbye.

BARNEY

I love you.

She hangs up. Barney looks around the big, empty house, going out of his mind, not knowing what to do with himself.

INT. GRUMPY'S BAR - NIGHT

Barney's sitting at the bar chatting it up with Jill and a BLONDE (38) patron. He's already quite drunk.

JILL

--And so he leaves his OWN wedding and chases after her onto the train.

BLONDE

No way! You're crazy!

Barney shrugs. Jill goes to serve another customer.

BLONDE (CONT'D)

You don't remember me do you?

BARNEY

Should I?

BLONDE

I had a small part on your TV show a few years ago.

BARNEY

Really? I'm sorry, I don't remember.

BLONDE

That's okay. I remembered you right away.

(standing)

I'm going to freshen up a bit, would you mind ordering me another?

The look in her eye tells us exactly where this is going. Barney watches her walk away.

HARD CUT TO:

INT. BARNEY AND MIRIAM'S APARTMENT - DEN - NIGHT

The blonde from the bar rolls off of Barney, naked, sweaty and satisfied. Barney stares up at the ceiling. Too drunk and too horrified to process what he's just done.

INT. DR. MANDEBAUM'S OFFICE - DAY

Barney, in a state of panic, bursts into Morty's office who is eating lunch at his desk.

BARNEY

I need a test. Now.

DR. MANDEBAUM

Test for what?

BARNEY

VD, Syphilis, Gonorrhoea, AIDS--

DR. MANDEBAUM

Whoa, whoa, slow down. What the hell happened?

BARNEY

Just give me the test, Morty. And I need the results as soon as possible.

INT. BARNEY'S CAR - DRIVING - DAY

Driving home from the airport - a HUGE bouquet of roses with a "Welcome Home" card sits in between Barney and Miriam. Barney is conspicuously silent and nervous.

INT. BARNEY AND MIRIAM'S APARTMENT - DAY

They walk in from the airport. Barney's acting strange. Both anxious and nice. Too nice.

MIRIAM

It's good to be home.

BARNEY

Let me put these in water and I'll unpack your bags. Go, relax.

MIRIAM

I have a better idea.

She wraps her arms around his waist and kisses him; she's in the mood for love.

MIRIAM (CONT'D)

I missed you.

BARNEY

I missed you too.

He squirms out of her arms and carries the roses to the kitchen, talking from the other room.

BARNEY (CONT'D)

But you must be exhausted - I'll put on some tea - and run you a bath, how does that sound?

She follows him into the kitchen.

INT. KITCHEN - CONTINUOUS

Barney fills a GLASS VASE with water.

MIRIAM
What's wrong?

BARNEY
Nothing. Why?

MIRIAM
Barney...

The phone RINGS. Barney LEAPS to answer it.

BARNEY
Hello? Hold on...
(to Miriam)
It's work. Problems on the set.

MIRIAM
When you're done hiding whatever it
is you screwed up while I was gone,
I'll be in the bedroom. Naked.

Miriam exits. Barney takes a deep breath.

BARNEY
Morty, so?... oh, thank God. Thank
you... okay, bye.

He hangs up. He closes his eyes and remains silent and still
for a long beat.

MIRIAM (O.S.)
Are you off the phone?

BARNEY
Yes, I am.

He takes another deep breath to compose himself and exits.

INT. BEDROOM - CONTINUOUS

Ready for some good lovin', Barney walks into the bedroom,
but stops in his tracks when he sees--

Miriam crying. The phone in her hand.

MIRIAM
I don't know why, but I dialed star
69. You were acting so strange...

She has to sit down. She's trembling. Terrified.

MIRIAM (CONT'D)

Why did you lie about it being Morty
on the phone? Tell me the truth -
are you sick?

(beat)

TELL ME.

BARNEY

I'm not sick.

MIRIAM

The way you cough at night, all those
cigars--

BARNEY

Miriam, I'm not sick.

MIRIAM

Then what is it? What are you hiding
from me?

Beat.

BARNEY

It meant nothing to me.

Miriam is completely devastated.

BARNEY (CONT'D)

Please, Miriam. We have a life.

MIRIAM

HAD a life.

She storms out. Off Barney, completely shell shocked we --

CUT TO:

INT. BARNEY AND MIRIAM'S APARTMENT - NIGHT - PRESENT DAY

PRE-LAP - A KNOCKING at the door.

The door opens revealing KATE, her eyes filled with tears,
she throws her arms around Barney and won't let go.

BARNEY

Easy, kiddo.

(beat)

Let's not mourn just yet. Morty
says I've got at least a year before
I'm totally bonkers.

He has to gently pry her arms from around his neck.

BARNEY (CONT'D)

Your mother's show is on. Why don't you fix us a couple drinks. You could use one.

She nods - that's for sure. She starts toward the kitchen --

BARNEY (CONT'D)

Have you talked to her yet?

KATE

No.

BARNEY

Don't worry her with anything. Okay?

Kate nods.

INT. BARNEY AND MIRIAM'S APARTMENT - DEN - MOMENTS LATER

Barney's sitting at his desk. His eyes drifting over old photographs and items of nostalgia. The final bars of Leonard Cohen's "I'm Your Man" playing on Miriam's radio show.

MIRIAM (V.O.)

That was Leonard Cohen's "I'm Your Man" - a request from our ever faithful listener, Alphonse, all the way from Montreal. And here's one for you Alphonse - "I Don't Want To Hear It Anymore" by Dusty Springfield.

Barney grins.

Kate is standing in the door watching him. She steps in and hands him his drink.

KATE

Here you go, Alphonse.

Barney looks at her with surprise. Kate exits.

FLASHBACK TO:

INT. HALLWAY OUTSIDE BARNEY'S APARTMENT - DAY - PAST (2003)

Movers carry boxes down the hallway to the elevator. Barney steps aside to let Michael past with a box in hand. Michael won't even look at his father. We follow Barney back inside --

INT. BARNEY AND MIRIAM'S APARTMENT - KITCHEN - CONTINUOUS

Through the apartment and into the kitchen where Kate is helping to pack. Her eyes puffy from crying.

Barney paces back and forth. Back and forth.

Michael walks in to grab another box. He won't even look at his father.

BARNEY

Michael, wait.

(beat)

I know how difficult this is for both of you, but your mother and I will work through this.

MICHAEL

Do you even understand what you did here?

BARNEY

Of course.

MICHAEL

Then how could you have fucked this up? How? She deserved so much better, but she still loved you, you miserable, ungrateful prick.

BARNEY

Watch your mouth. I'm still your father.

MICHAEL

There's nothing I can do about that.

Barney SLAPS Michael.

It's so utterly shocking to both of them, that no one can move or say a word. Michael then storms out of the house.

BACK TO:

INT. BARNEY AND MIRIAM'S APARTMENT - DEN - PRESENT DAY

CRASH -- Barney shatters a framed photo, tearing the room apart. Kate runs in and tries to stop him, but it's hard to get past his flailing arms.

KATE

DADDY, STOP, PLEASE, STOP!!

He finally stops. Kate is unsure what to do.

He just stares at the TELEPHONE RECEIVER in his hand.

He looks up her. His eyes filled with tears.

BARNEY

I can't remember your mother's number.

FADE OUT:

INT. HALLWAY OUTSIDE BARNEY'S APARTMENT - MORNING

TITLE: 6 MONTHS LATER

DING. The elevator doors open revealing Solange, carrying two cups of coffee. She walks down the hallway to Barney's apartment and lets herself in with a key.

INT. BARNEY AND MIRIAM'S APARTMENT - CONTINUOUS

She enters and sets the coffees down.

SOLANGE

(calling out)

Allo? You better be decent.

INT. WALK-IN CLOSET - BEDROOM - BARNEY'S APARTMENT - SAME TIME

Barney's side of the closet is filled with his clothes, while the other that once held Miriam's wardrobe is completely bare.

Barney, in his best suit, is trying but unable to do his tie. His frustration finally boils over.

BARNEY

Goddamn it!

He sees Solange in the doorway watching him.

SOLANGE

Here, let me do it.

She steps to him and does his tie. They say nothing. He won't make eye contact.

SOLANGE (CONT'D)

There. As handsome as you've ever been.

Barney double checks the knot in the mirror.

SOLANGE (CONT'D)

It's time to go.

She walks out first. He takes one last look in the mirror.

EXT. RITZ CARLTON HOTEL - GARDEN - DAY

Barney sitting at his table in the Ritz Garden, drinking a glass of sparkling water.

His breath is taken away when he sees --

BARNEY POV

Miriam entering the garden. Every bit as gorgeous, elegant and graceful as she ever was.

Barney sits tight, taking advantage of every second he has to simply watch her.

She sees him and smiles as she approaches the table.

MIRIAM

You look great.

BARNEY

You look fantastic.

They play through an awkward exchange of leaning in for a kiss, and shaking hands before Barney just takes her into his arms and hugs her. They sit.

MIRIAM

You're not going to get sick on me again, are you?

BARNEY

Only coffee for me now. But I do have crib notes...

(pulls out a paper)

My address and number, Kate's numbers, Solange -- all the important stuff in case I get lost. I was actually thinking a dog collar might be easier.

She tries to laugh, but has to fight off tears instead.

MIRIAM

I've been doing some research. They're always coming out with new treatments and trials--

BARNEY

Let's not do that whole thing. We all know where this is going.

She nods.

MIRIAM

We can be friends now, can't we?

BARNEY

No. We can't.

MIRIAM

I'm here for you if you'll let me.
We had a beautiful marriage, but
it's over. I want you to be at peace
with that.

BARNEY

Have I ever given up when it comes
to you?

MIRIAM

Never.

BARNEY

So what makes you think I would start
now?

Beat.

JEAN

Bonjour, are you ready to hear the
specials of the day?

BARNEY

Sure.

EXT. RITZ CARLTON HOTEL - GARDEN - DAY

LATER

CU - A PIECE OF CHOCOLATE CAKE.

Barney and Miriam each have one. They grin with anticipation.

Miriam slices through the moist, warm chocolate sponge.
Carries it past her lips and savors... Mmmm. Heaven.

She opens her eyes to see--

BARNEY'S HAND hovering above his cutlery. He can't remember
which one he is supposed to use.

Miriam hands him his fork.

BARNEY

Thank you.

And they eat cake.

MIRIAM

Would you excuse me? I have to use
the ladies room?

INT. LADIES BATHROOM - RITZ CARLTON - MOMENTS LATER

Miriam crying in a stall.

INT. RITZ CARLTON HOTEL GARDEN - MOMENTS LATER

Miriam returns from the washroom and is panicked when Barney is missing from the table. She races over to Jean.

MIRIAM

Jean, did you see Barney?

JEAN

No, Madame, he paid the bill, but forgot his wallet on the table.

Jean hands her Barney's old, beat up WALLET.

A SMALL PIECE OF PAPER is sticking out of the wallet. Without thinking why - she pulls it out. The paper old and cracked. She carefully unfolds it--

INSERT - THE PAPER

"CANADIENS 2 BRUINS 1 IN OVERTIME. CONGRATULATIONS. MIRIAM"

It's the note she passed to him the night they first met.

He's carried this on him all these years. Seeing it literally takes her breath away.

INT. RECEPTION HALL - RITZ CARLTON HOTEL - MOMENTS LATER

She enters the same hall where she and Barney first met. Barney is standing there, grinning from ear to ear as if nothing is wrong.

BARNEY

What's wrong?

MIRIAM

I couldn't find you, I got so scared.

BARNEY

It's beautiful in here isn't it?

MIRIAM

You forgot your wallet at the table.

BARNEY

Look at you, you're practically shaking.

MIRIAM

I thought I lost you.

BARNEY

Lost me? Hey, the kids are gone,
why don't we go home, curl up in
bed, watch a movie...

Miriam cocks her head, wondering why he said that.

MIRIAM

The kids...?

BARNEY

Yeah, the kids. You're the one who
dropped them off at school. Are you
okay?

(off her crying)

Oh my love, don't cry.

He pulls her close. She falls into his embrace, having
realized he's forgotten they ever split up.

BARNEY (CONT'D)

Have I not loved you enough today?

She buries her face in his neck to stop from completely
breaking down.

BARNEY (CONT'D)

So what do you say? Can we play hooky?

She can't bring herself to shatter his fragile reality.

MIRIAM

Let's get you home.

He takes her by the arm and walks her out of the lobby, as
happy as he's ever been.

FADE OUT:

TITLE CARD: ONE YEAR LATER

CUT TO:

EXT. MOUNT ORFORD - DAY

ON TV - NEWS REPORT

OVER IMAGES of the mountain, Boogie's bones with snorkel,
flippers and goggles, and Barney:

REPORTER

It was in a ravine on Mount Orford
that Hydro workers stumbled upon the
remains of Bernard "Boogie"

(MORE)

REPORTER (CONT'D)

Moscovitch, who went missing over thirty years ago. His friend, Barney Panofsky, producer of the long running soap "O'Malley Of The North", was the only suspect in the case.

IDENTIFIED ON SCREEN, A PATHOLOGIST RESPONDS TO REPORTERS.

PATHOLOGIST

Our findings show that Mr. Moscovitch died from either being severely beaten with a blunt instrument or had fallen from a considerable height. There were NO gunshot wounds whatsoever.

O'HEARNE IS MOBBED BY A THRONG OF REPORTERS ON THE STREET.

O'HEARNE

Just because he didn't shoot him, doesn't mean he didn't kill him. This just brings us one step closer to proving the truth.

A LONG SHOT OF THE HILLSIDE WHERE THE REMAINS WERE FOUND.

REPORTER

Police say the pathologist's findings don't shed any new light onto who may have been responsible for this death --

As the report continues we PULL OUT from the TV into--

INT. KITCHEN - COTTAGE - CONTINUOUS

REPORTER

(on TV)

But at least one part of a thirty year mystery has finally been solved.

Where Kate is pouring them each a tea. Michael has a thick DOCUMENT in his hands that he's looking over.

MICHAEL

Okay, what is this regular payment out of the company?

Kate takes the document.

KATE

(laughs)

Oh, that. For years now, Daddy has been paying some guy to make up those fake tabloid items about Solange.

MICHAEL

Why?

KATE

I don't know. To make her feel good.
He even had them faxed *from* Bulgaria,
just in case she checked the number.
Daddy asked me to keep it going.

Kate drips honey into her tea. Hands it to Michael.

MICHAEL

(smelling honey)

Is this honey still good?

KATE

Honey doesn't go bad.

MICHAEL

Ever?

KATE

Ever.

MICHAEL

Where did you hear that?

KATE

I don't remember, but it's true.

Michael uses the honey and follows Kate out to the --

INT. DEN - COTTAGE - CONTINUOUS

Where they pass the well known sketch by Clara.

MICHAEL

I can't believe he's leaving that to
her.

KATE

As if running out on their wedding
to chase mom wasn't enough of a rub.
You know she hated that thing?

MICHAEL

She's not gonna hate it when she
finds out how much it's worth.

They continue out to the --

INT. SUNROOM - CONTINUOUS

MOUNDS OF PAPERWORK everywhere. Michael and Kate sit. He
passes her a flagged contract from one of the paper piles.

While she signs the pages, Michael looks out onto the lake. It's a picture perfect day.

MICHAEL

What do you want to do about the cottage?

KATE

We're never selling this cottage.

MICHAEL

Yeah. I agree.

She finishes signing the agreement. Hands it back.

KATE

Okay, done. What's next?

MICHAEL

(reading)

"To my wife, Miriam Grant Panofsky, I leave our city condo, the original painting by my late friend, Leo Fasoli, and the adjoining plot to my own in Mount Royal cemetery where my wish is for her to be buried along side me".

(beat)

He shouldn't have included that. It's not fair to her. She's married to Blair.

KATE

Only until death do they part.

Beat.

MICHAEL

There's one last thing, but it's not relevant anymore. He left Boogie money to publish any original writings of his choosing when he should return.

KATE

See? He always hoped Boogie would come back.

MICHAEL

That doesn't mean anything.

KATE

Of course it does. Why would he leave Boogie money if he killed him?

MICHAEL

So no one would think he did.

KATE

Stop it. He didn't do it. Why can't you let go of this already?

MICHAEL

You brought it up. I'm just saying that we'll never really know what happened.

KATE

He's our father. What else do you need to know?

It's a touchy subject he'd rather not get into. Michael stares out at the lake --

MICHAEL POV

BARNEY sitting on a lawn chair by the lake.

MICHAEL

I'm going to go down to the lake.

Michael exits.

EXT. COTTAGE - DAY

Michael walks to the lake and sits beside BARNEY.

Barney's mind is now almost completely gone. He doesn't even react to Michael's presence.

Barney is slowly trying to peel a BANANA from the WRONG END.

MICHAEL

Try it this way.

Michael turns the Banana over for him. Barney looks at it oddly. Turns it back over again.

Michael and Barney look out ACROSS THE LAKE where a young family with two children play with a BEACH BALL in the water. From here they look much like Barney's family did years ago.

Michael takes out a cigar from his breast pocket. Clips and lights it.

MICHAEL (CONT'D)

Here, just don't tell Kate.

He exchanges the banana for the cigar. Barney is able to smoke it just fine.

Michael hears a RUMBLING in the distance. He spots a WATER PLANE approaching. His eyes light up with excitement.

The plane descends toward the lake. Floating in the middle of the lake is the BEACH BALL, having gotten away from the young family previously.

The plane's HULL opens and SWALLOWS up water, ALONG WITH THE BEACH BALL. It pulls back up into the sky, the hull closes.

MICHAEL (CONT'D)

Do you remember how much we loved
that when we were kids?

The WATER PLANE is still in the air and has begun to swing back around.

It opens its hull and drops its water load - along with the BEACH BALL onto the side of a MOUNTAIN which we can easily identify as the spot where they found Boogie's remains.

Watching this, it suddenly comes together for Michael.

MICHAEL (CONT'D)

Boogie... Oh my God... dad, did you
see that?

He turns to Barney who, much to his surprise, is watching the plane too.

Barney continues to puff on his cigar, but his thoughts, if any, are a mystery to all.

MICHAEL (CONT'D)

I'm sorry, dad... I'm so sorry...

Michael takes his father's hand, holding it, then pressing it to his forehead just as Barney did with Izzy when he died.

KATE

Standing on the deck, watching them. Tears in her eyes.

FADE TO:

EXT. CEMETERY - DAY

Bright, green leaves on a tree moving with a gentle breeze. A perfect blue sky behind them.

Blades of thick, green grass flutter.

The sounds of footsteps on a rocky path.

MOVING WITH MIRIAM - as she slowly walks uphill carrying fresh flowers.

EXT. CEMETERY - GRAVE SITE - DAY

She reaches the highest peak on the only hillside in the cemetery. A view of the entire city. Maybe the most picturesque spot ever.

She mutters a silent prayer before laying the flowers down. Her eyes moist with tears, she grazes the tombstone with her fingertips, then starts back down the hill.

We remain on the hillside and move toward the grave.... the HEADSTONE READS --

BARNEY PANOFSKY

1944 - 2010

PAN ACROSS the DOUBLE HEADSTONE - beside Barney's name is written --

MIRIAM GRANT PANOFSKY

THE END