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**Finding the Center:  
The Writing Process of “Cheer Up, Charlie”**

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**Finding the Center:  
The Writing Process of “Cheer Up, Charlie”**

by

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**Report**

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## **Abstract**

### **Finding the Center: The Writing Process of “Cheer Up, Charlie”**

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The following report details the process of writing the feature screenplay “Cheer Up, Charlie,” from inspiration and conception through outline, first draft, and rewrite. I will examine these steps in order to better understand the creative decisions made between the birth of the idea and the current screenplay draft, and reconcile the differences.

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## Chapter 1: What a Bad Drum Solo Taught Me About Writing

I've played the drums since I was eleven years old, with varying degrees of seriousness. Around the time I finished High School, I decided to buckle down and focus on drumming as a career. For the following six years, practice became my life. I took lessons, played along to my favorite records, and tore through every independence and technique book I could get my hands on. My practice sessions were marathons, sometimes running as long as six hours a day. To me, practice was a form of necessary self-flagellation in service of some higher cause. I would work my ass off to become a professional drummer; the dust of my splintered drumsticks and my parents hearing loss were proof of my heroic dedication to the craft.

Then one day, I played with some friends. They gave me the go ahead to take a drum solo. I saw the ghosts of Buddy Rich and Max Roach appear in a puff of smoke; the drum gods were breathing through me in some final earthly solo to end all solos. When the smoke cleared, I looked up, expecting a slow-clap round of applause from my bandmates, akin to the end of *Cool Runnings* when the Jamaican team carries their bobsled to the finish line. I could retire then and there, knowing my legacy was secure. Instead, they were looking at me strangely. "What the hell was that?"

I thought the definition of a good solo was spitting every piece of ammo in the armory as fast and as loud as one could all over the carpet, walls and ceiling fans. Drumming was a German blitzkrieg. What my more experienced bandmates told me next was shocking: just like a solo on a saxophone or piano, a drum solo should follow the song's structure. I revolted. How could a drum solo be constrained by structure? Buddy Rich and Max Roach must be laughing from some heavenly drum throne. Their solos were far too transcendent to be restricted by form. What I quickly learned was that the

drum masters were *so* good, that the song's structure was hidden somewhere within the fabric of their monstrous solos. Buddy Rich and Max Roach knew these songs so well, they could dance on top of them in what seemed like improvisation, but in actuality, remained true to the form. They were not just drumming away into the darkness, but following a path. I found that a great drummer, like a good painter, does not throw every color on their palette at a canvas and hope that something sticks (unless you're Jackson Pollack. Then fine.) Neither does a good writer with words. Alternately, one must choose what to use and when, what to discard and what to embellish. This made the task of becoming a great drummer all the more scary and exciting. I decided to go back to the basics, learn the forms of the jazz standards, and practice soloing over them. Over time, my solos became more rich and melodic. Structure, I realized, while inherently constraining, was actually the key to musical expression. The old adage rang true: I had to learn to walk before I could run, or in my case, crawl before I could speed walk.

When I began writing at around twenty-five years old, the lessons I'd learned on the drums did not transfer over immediately to the page. It took me a couple years of wandering around in the dark to understand how structure worked on some basic level. Once I did, however, I began to see some parallels between good music, and good writing.

Just like a good musical solo, a screenplay follows a path. A song might be AABA, a twelve bar blues, or even some odd form, but regardless of structure, a good band knows it inside and out. This doesn't mean that the structure is always apparent right away, nor should it be. One can easily whistle a blues melody all the way through a tune, while other melodies are more intricate and difficult to pin down. However, once the song is dissected, one can almost always find a pattern. Just try listening to Duke Ellington's "Jeep's Blues" and singing the melody through the solos -- the band will

come back in with the chorus right on the money. When this magical moment happens, we're reminded that the structure has been there *the entire time*. The solos over the melody were so immersive, however, we became lost in their embellishments. Same goes for a screenplay; themes are embellished, disguised, and reintroduced in new and interesting ways. The dramatic movements in a song or a screenplay are not always easy to find, but that's missing the point; your average listener, like your average movie-goer, is not looking for the strings attached to the puppet. A musician attempts to present a good song, like a writer attempts to present a good story -- it's about the feeling, not the mechanics. For example, in the screenplay for *Little Miss Sunshine* when Olive is accepted into the beauty pageant, her father Richard says they'll drive to the competition only if she believes *she can win*. Everything in Richard's world is about winning (although the irony is that his "Nine Steps" to success program is failing miserably). At the film's climax, when Richard steps on stage for Olive's sexy rendition of "Super Freak" and dances along with her in a moment of dysfunctional family solidarity, we are shocked. Soon after this initial shock, however, it hits us: this theme of Richard's character was planted long ago, but we became so engulfed in the embellishments on that theme, that its recurrence astounds us. This action on the part of his character is surprising but inevitable; even though it was the perfect resolution to everything that came before it, we somehow never saw it coming. This is similar to the end of the solo section of "Jeep's Blues;" when the melody returns to take us out of the tune, its recurrence is surprising but inevitable. The reason it hits us in the gut is because everything that came before has served to set up the knock out punch.

Another lesson about writing I've learned from by bad drum solos, concerns time and space. A good writer does not throw everything they know about the world of their story down on the page right off the bat. A good story lures us into its world, establishes



its themes, and provides increasingly dramatic movements as it progresses. Imagine if *Little Miss Sunshine* began at the beauty pageant with Richard jumping on stage to help his daughter. Where would the story go from there? The same could be said of a song, or a solo. What if Duke Ellington began his solo in “Jeep’s Blues” by showing off every riff he’d learned in his life, as loudly as possible? He’d have nothing to build to. But Duke Ellington does not, because he knows the importance of space and time. He knows that the note he’s playing now is only impactful because of the volume of the previous note, and of the one that follows it. Like this, a good writer understand the ebb and flow of a story; when to dig in, and when to hold back; when to attack, and when to let things settle.

At the beginning of “Jeep’s Blues,” the bleary horn line eases us in; the solos embellish the theme through to the song’s climax, where the drums crescendo and segue back into the chorus to take us out. A solo has the same shape, on a smaller scale. The song’s solo section could be thought of as the equivalent of a film’s second act; after the themes have been established and we know what journey we’ve signed up for, a good soloist, like a good writer, presents us with increasingly interesting and dramatic variations on that theme, builds to a climax, and then takes us back down to earth. If *Little Miss Sunshine* ended with the Pageant director telling Olive she could not compete, we might curse the screen. If “Jeep’s Blues” ended in the middle of a solo and didn’t bring the chorus back in to end the song, the audience’s applause that night probably would have been a bit more faint. There’s a logical beginning, middle and end to a story, just like there is in a song. It’s no wonder my bandmates stood in stunned silence when my drum solo ended in an abrupt flurry of notes that fateful day in the rehearsal room.

When I began writing, I thought outlines were the work of self-doubters. Unlike my predecessors, I would venture bravely into the dark and emerge with the greatest story

ever told. I soon found that like my bandmates, however, readers became lost. I became lost. And that's because I had no real clue where I was going, or what I had to do to get there. It took me a long time to realize that structure is freedom.

We are all struck with that moment of inspiration, when an idea is new and exciting. And then comes the hard work of dramatizing that emotion. Translating your thoughts and feelings to the page has sent thousands of screenwriters running for the hills. But this is the job of a screenwriter; simply put, to dramatize an idea. How, in 120 pages or less, does one put structure to story? What are the creative decisions that lead a writer to dig deeper into certain scenes, and send dozens of other pages hurling toward the trash can?

I call this report "Finding the Center," because I believe that this is the intent of a writing process; to find the heart of the story amongst the rubble of the first draft. The center of a story is rarely apparent on the first go around, but often emerges from the wreckage.

The following pages strive to understand how the screenplay "Cheer Up, Charlie," went from conception to current draft, and attempt to track the changes that occurred along the way. I will try to understand that evasive center of the story that so often alludes us in first drafts. And, like that terrible drum solo all those years back -- it all starts with some stumbling around in the dark.

## Chapter 2: Write What You Kind of Know

When I came up with the idea for this script, I was in between my first and second year of the M.F.A. Screenwriting Program at the University of Texas, Austin. I had just spent the former nine months writing a road trip comedy entitled *My Brother Steven*. I was pretty happy with the script, but knew that with my next story, I wanted to challenge myself to write something more original and emotional. “Bigger” was the word that kept going through my mind. I felt like every story I’d tried to write ended up veering into straight-ahead comedy by the time I was complete. When I set out to write something serious, I usually tend to want to make it funny. My first instinct, even with extreme subjects, is to go the funny route. I blame it on my Jewish family background. Regarding myself as a comedy writer is something I have gotten more comfortable with over the years, although the kind of comedy I strive to write -- with more or less degrees of success -- comes from situation and character as opposed to fart jokes (for the record, fart jokes are still amazing).

At the time in my life I was brainstorming “Cheer Up, Charlie,” I was in a particularly drab mood about my future. I blame this on several factors:

- 1.) That I was having a graduate school midlife crisis, realizing the program I had been so excited about was already halfway over.
- 2.) That I wasn’t working *or* in school for the first time in 5 years, but rather floating in the sticky abyss of a Texas summer with nothing to do except doubt myself.
- 3.) That sometimes I get sad because life is inherently sad.
- 4.) That I was concerned that no matter how much I wrote, no one would ever care.

Number four is something that I've heard from several friends of mine who pursue a creative field of some sort. That summer, probably mostly out of boredom, I was propelled by a single nagging thought: what *happens* if I'm not good enough? What happens if I am, but I never get a break? I know many of the feelings I experienced that bloated, coffee-fueled summer were self-inflicted, and that I probably should have gone to the gym or on a long walk, or at least spent less time smoking cigarettes at Spider House Cafe. There were a lot of stories trolling through my mind, and self-doubt and frustration kept preventing me from diving into a single one of them. So, I decided that instead of avoiding these nagging feelings, I'd try to see if I could use them.

I got started early that summer to develop ideas before the Fall semester began. I tend to find inspiration from news stories and documentary films, probably more so than from narrative films, so I began reading lots of long-form journalism stories and watching documentaries, trying to find a way to put a story to the things I was feeling.

I stumbled upon a documentary entitled *Rent-A-Family, Inc.* The film follows Ryuichi, a middle aged Japanese man with a wife and kids, who works as a customer service representative at a toy factory. What his family and friends don't know, however, is that Ryuichi has his own business on the side, hiring out stand-ins to perform roles in people's lives. These actors play husbands, wives, children, parents, and friends to save their clientele from humiliation at social functions such as family get-togethers or weddings. Ryuichi's service makes sense in the culture of Japan, where many people find it hard to live up to the social standards expected of them. The irony is that, while Ryuichi helps his clients hide their secrets, he himself is hiding his Rent-A-Family business from his loved ones. Ryuichi comes across as a perfectly normal individual, but underneath, he is an admittedly depressed and lonely person.

In the film, Ryuichi says “My customers are so desperate. They need to hide their secrets for some reason” (Schröder, 2012). The many layers of this character and his clients immediately struck me as something worth pursuing. What type of person creates such a service, and what kinds of people use it? What secrets are they hiding from the world? What are they hiding from themselves?

I started to brainstorm different versions of the story and character. In the documentary, Ryuichi’s business is called “I Want to Cheer You Up.” There was something so tragic in that name, I knew I had to incorporate it. I decided my story would be called “Cheer Up, Charlie.” The double meaning convinced me the name was right. After thinking at length about Ryuichi’s character, I decided that I wasn’t interested in exploring a man that was hiding a secret business from his family. I stripped the story down to the basic premise that interested me: *A man who plays different roles in people’s lives.*

I came up with three different versions of the story to pitch to Richard Lewis’s 380M Screenwriting class that Fall (Appendix A). In the first incarnation, Charlie’s wife has died, sending him into a deep depression. He plays roles in people’s lives for a living, but his own life is a complete mess. He has decided to kill himself on a certain date, but after meeting his latest client, he may find something to live for again. That was about as far as that idea went, and it seemed to be more of a darkly comedic love story than anything else. This version of the story was the result of a quick 5 page opening I had written to introduce the character (Appendix B). In this sequence, we see Charlie playing different roles in people’s lives; the image of his clients freezes, and we hear Charlie, through voice over, describing his relationship to these people. At the end of this opening sequence, for some reason, I wrote “My name is Charlie, and in two weeks, I’m going to

kill myself.” I don’t know why this came out of my head, other than it might provide a compelling introduction to the story.

I went even darker for the second version and threw some hard drugs into the mix. I had just seen the movie *Full Nelson*, and noticed a similarity between Ryan Gosling’s character and the Charlie I had in my head. In the film, Ryan Gosling plays an inner city high school teacher who secretly struggles with drug addiction, but seems to have it all together on the outside. I imagined this character, but as a failed actor instead of a teacher. His wife still died in this version, which led to his drug use, but her death wouldn’t be revealed until later. At some point, we’d also discover that he had caused the accident that led to her death. I saw this Charlie as incredibly charming and good at his job, but taking advantage of his clients emotionally, and thriving off them to support his drug habit. Additionally, the love interest in this version would have a child. They would enter his life as clients, and eventually become more than that. I wanted him to help the kid in some way, but I still had to figure out how that would unfold.

The final incarnation was more of a straight-ahead comedy, and closest to the manifestation I decided to write in the first draft. The log line: “A failed actor reluctantly takes a gig at Cheer Up, Inc., a company that hires actors to play significant roles in people’s lives.” I knew that this would be more familiar comedic territory, and would also provide a way for me to explore the feelings of creative frustration I was experiencing at the time.

This version’s Charlie would be an actor who had managed to isolate himself in pursuit of his dream. As the outline describes (Appendix C), his “fight for artistic validation teeters on tragic.” Going into the first draft, I didn’t know much about acting, but I knew I could at least relate my feelings of frustration as a writer to the frustrations of an actor.

So now I had a snobby, self-absorbed actor, who is forced somehow to play roles in people's actual lives. I could see a few scenes playing out in my head. Additionally, I knew that in this version, Charlie would get the "legitimate" acting gig he wanted in the end, but decide not to take it. How or why, I had yet to discover.

I pitched these three version to my class, and the immediate consensus was that the third version had the most potential. My classmates claimed it was "a Phil kind of story," which they had apparently grown the ability to recognize. I decided I would go with this version; now it was time to flesh out these clients.

### **Chapter 3: When Life Hands You Lemons, Write a High Concept Comedy**

Once I had settled on the version of the story I wanted, the old brainstorming process began. That fun period of time where you stare at a blank screen, find creative ways to procrastinate like alphabetizing your DVD collection, and end up grabbing your cell phone at 2 am to jot some thought down in your notes before it's gone. I started to think about Charlie, and what kind of character would be the most compelling to explore. I had always written characters from California, whose dialect I was familiar with. I figured a character with a Broadway background would probably find himself living in New York. I also thought it'd be interesting to give him a tough Brooklyn edge, and knew that that voice would be a fun one to write.

Before I begin a story, I like to know who my characters are and what makes them tick. At the very least, I need to do a thorough run down of the protagonist. I even go so far as to find the actor I think embodies the character, and then create a document with pictures of this actor making as many different facial expressions as I can find. Yes, there are a few dozen actors out there with their own picture page on my computer. They include Paul Rudd, John C. Reilly, and Meryl Streep. Too far? Maybe. An excuse to procrastinate? Definitely. So, my mental casting game began: What actors could play a snobby, self-absorbed, middle-aged actor from New York?

1. Paul Giamatti. He could play a pathetic middle-aged cynic like no other, as demonstrated in *Sideways*.

2. John Turturro. There's something tragic to me about John Turturro, and I don't know what it is, but I thought he'd be perfect. I imagined a Barton Fink-ish kind of guy, although less meek. Barton Fink's passion for the purity of playwriting, his desire



to remain uncorrupted by the studio system of late 1930's Hollywood, was right along the same lines I saw Charlie.

3. John Malcovich. The *Being John Malcovich* John Malcovich, embodied by the desperate, aspiring puppeteer John Cusack John Malcovich. That one.

4. Kevin Spacey, because he's a theater guy and can play just enough of an jerk to fit the bill.

5. Oscar Isaac ala *Inside Llewyn Davis*. His character in the film continually shoots himself in the foot, an attribute I identified with Charlie. In fact, Llewyn Davis was also similar to Charlie in that he was good enough to make it, but never got his break.

6. John Cusack in *Bullets Over Broadway*. This character is so hell-bent on becoming recognized as a playwright, he's willing to go to any length of desperation to be recognized as an artist.

At this point, I knew that I wanted Charlie's love interest to be named Loretta. I saw her as a down to earth, working-class, second-generation Italian woman, like Loretta in *Moonstruck*. Welcome aboard my fantasy film cast, 1980's Cher. Yep, you've got your own page now.

Then came the task of figuring out who Loretta's child would be. This proved to be one of the bigger challenges of the story. I knew that Charlie should have several clients, but one of them must serve as the primary storyline, or the script would become episodic. This A story would come from Loretta and her child, but what that story entailed was still up in the air.

I began to brainstorm client stories that would provide the most fodder, and hopefully to some extent, reflect and enrich Charlie's storyline. Some of my first ideas for Charlie's roles are as follows:

1. Best man at wedding.
2. Arch nemesis to bored accountant.
3. Husband to lesbian whose parents are visiting.
4. Son to an elderly woman whose children left her in a nursing home.
5. Cop to be berated by insecure Police Chief in order to gain respect among staff.
6. Father to walk daughter down the aisle.
7. Son at funeral to read eulogy for deceased mother.
8. Wing-man to insecure romantic.

I ultimately decided to hone in on 1.) Best man at a wedding 2.) Son to an elderly woman whose children left her in a nursing home; and 5.) Cop to be berated by insecure Police Chief in order to gain respect among staff.

My rationale was that these clients ran the gamut. The best man gig would be an opportunity for Charlie to develop a genuine friendship, and maybe his best man speech could reflect his progression from selfish to generous. That a character would be so desperate as to hire someone to play his best man (unbeknownst to his wife), seemed to be a touching and compelling enough storyline to explore.

The elderly woman was a different breed of client; she wasn't maintaining an external illusion, but an internal one, having convinced herself to some degree that Charlie was her actual son. This would be interesting on an emotional level. I was eager to figure out this woman's family history; what are the circumstances that led her to such an extreme delusion? With this B story, I could play with blurring the line between fantasy and reality. I thought it necessary to explore these depths of delusion among the clientele, and the truths we tell ourselves in order to survive. I also imagined there'd be a scene where her *actual* child entered the story; this might even compel Charlie to break character, which would be a great dramatic position to put him in. It would also raise the

question: what constitutes a *real* relationship? If maintaining a lie determines one's happiness, should others play along? These were all themes I was interested in exploring.

Finally, the Police Chief represented a third type of client; one who uses Charlie as a sort of therapy. I envisioned the comedy in a character who by all appearance fits the bill of a hard-nosed Police Chief, but is paralyzed with anxiety when he must reprimand his officers. Charlie starts as a human punching bag for the Chief to practice his chops. In this story, he would ask Charlie (dressed as a police officer) to step into his office, and then scold him loud enough to scare the other officers, thereby gaining their respect. Charlie might step out of his role, I imagined, and ultimately push the Chief to overcome his fear of confrontation.

The biggest dilemma still remained; who was Charlie's primary client? I kept going back to Loretta and her child. If I were to go this route, I needed to figure out who this kid was. But first I had to go back and figure out Charlie's deepest fears, before this storyline would fall into place.

## Chapter 4: Throwing Rocks at Jerks

The old screenwriting adage goes “Get the protagonist up a tree; throw rocks at him; get him back down the tree.” This has helped me more than any of the other screenwriting axioms in forming a character.

What I’ve realized about my writing, and what others have pointed out to me, is that I like writing jerks. I tend to be more interested in characters who you would not enjoy having over to dinner. For one, it provides a lot of space for character growth. I also happen to think that jerks are funny, and I like to torture them. Jerks, like Melvin Udall in *As Good as It Gets*; assholes like Travis Bickle in *Taxi Driver*; Narcissists like Will Freeman in *About a Boy*; they are all ticking time bombs, and I can’t take my eyes off of them. My version of the saying reads like this: “Get an intolerable jerk up a tree. Throw really big, jagged rocks at them; get them back down the tree.”

So, what were the biggest rocks I could throw at Charlie? What would be this character’s personal nightmare? If he were a self-centered actor, determined to be recognized, then the premise was working: his nightmare would be playing roles in people’s actual lives. But I wanted to torture Charlie even more, so I needed to find a way to pair him with a specific client that would make him squirm a little harder than the rest.

*A child* ...what better way to test Charlie than put him with a kid? Kids are the antithesis of bitterness. Kids stare deep into your soul and see your lies. Kids understand the world in amazing and unaffected ways. Kids are so joyful, they remind you of what’s important in life. Kids are so pure, they can make you feel like shit about yourself. They haven’t had the time to become bitter and jaded. They remind you of a time when you actually enjoyed life. They’re also vulnerable, and being impressed upon with values that will stick with them for the rest of their lives. A kid with a kind heart, a strong goal, and

hopefully some *real* problems to put Charlie's in perspective; this just might work. But who would that kid be? Would 1999 Haley Joel Osment soon have his own page in my creepy mental cast collection?

## Chapter 5: Little Miss Maxine

I am obsessed with the movie *Little Miss Sunshine*. Every time I watch it, the film resonates with me in new and interesting ways. For one, I love dysfunctional family comedy. Like most people, I come from a family with intense and hilarious problems. When I had the chance to teach two screenwriting workshops in the Fall of 2013 at UT, I renamed the class “Let’s Talk About *Little Miss Sunshine* for 15 Weeks.”

The most miraculous moment of *Little Miss Sunshine* is the climax, but the source of its greatness must be tracked back to page one. Every character in the film wants to be the best at what they’re doing, to different high or low brow degrees; Olive wants to win the child beauty pageant; Richard wants to succeed with his “9 Steps” to success program; Dwayne wants to become a fighter pilot; and Frank wants to become the number one Proust scholar in America (the only characters without huge dreams of success are the wife, Sheryl, and the heroin addicted Grandpa). In effect, they have all subscribed to the mentality that happiness cannot be won until they’ve succeeded in their chosen field. At the film’s climax, when the family dance together in the hilarious and powerful beauty pageant scene, they reject that value system. In an interview with the writer of *Little Miss Sunshine*, Michael Arndt, he states “Most comedies are funny in the first act, they’re funny in the second act, and then they get either sappy and sentimental in the third act, or just fall apart” (Arndt, 2007). *Little Miss Sunshine* is a perfect example of the surprising but inevitable climax. In a single dance sequence that we never see coming, every character’s issues are resolved, and the entire family comes to understand what’s truly important.

I wanted *that* kind of ending. How could I prevent this story from, like Michael Arndt warned, falling apart at the end and meeting the fate of so many bad comedies?

What if I take Charlie, the selfish, detached actor, and put him in a position where he'd have to sacrifice his own goals to help this kid?

What if Max were an actor?

I had had an idea for a script years ago about a musician who has a mid-life crisis, and ends up taking a job as the musical director of a middle school musical. In that story, the entire script rested on one scene I'd envisioned that resonated with me. I imagined that this reluctant musical director became a mentor to some talented but troubled kid in the show. The kid's father finds out he's performing, and disapproves. This propels the musical director to the climax, where he must rescue the kid from the father's house to get them to the show on time.

I decided I could use this, but I was facing the dilemma of figuring out how this kid's story would parallel Charlie's thematically. Sure, they were both actors, but could I go deeper? Moreover, *why was this performance so important to this kid?* What were the stakes? I was stuck in a rut. And then a little transgender girl named Maxine came along.

## Chapter 6: No One's Going to Want to Watch That

Around the time this script was conceived, I had read an article regarding the right of transgender children to use school restrooms. In most school districts across the country, transgender kids are still restricted from using the restroom that matches their gender identity. It was interesting to me that gender politics were being hard fought over something so trivial as where one takes a piss. I also thought it was humiliating and degrading that families had to fight so hard to earn this right.

I tried to imagine being born to the wrong body. It struck me that transgender children, even those who are open about their gender identity, must act their way through much of their youth. *Acting* and self identity happened to be themes I was exploring in this story. So why not see what happens if I change Max, to Maxine. If Charlie developed a father-like relationship with a transgender girl (a boy who identifies as a girl), maybe these characters could teach each other something. There turned out to be some interesting ways, in the first draft incarnation, in which the characters mirrored each other:

1. Both characters are fighting to be validated; Charlie as an actor, Maxine as a girl.
2. Both act their way through life; Charlie out of choice, Maxine out of necessity.
3. Both have a hard time being themselves. They must learn to stop pretending.

This was also the perfect fix to the climax dilemma. I had never discovered the stakes in *Max's* desire to perform in the school musical, but the invention of *Maxine* opened up new doors. For her, performing in the musical was not for fame or glory; her very identity was at stake. Performing as a girl in the musical would be Maxine's way of



having the school accept her as a girl (Appendix B, pg. 3). It would also be a sympathetic counterpoint to Charlie's acting dreams, which I was finding harder and harder to rally behind.

When I first introduced Maxine to my workshop, I intentionally left out the thematic ties between her and Charlie's story so I could gauge how people were reading it. The workshop immediately saw the connection, and were excited to see how the relationship would unfold. Others were convinced that I was writing two stories. The script was already high concept; Maxine was pushing it over the edge. This note troubled me frankly because I feared it was accurate, especially in the first draft of the script, when the themes coexisted, but weren't yet cohesive. At this point, however, I'd already fallen in love with Maxine and didn't want to see her go. I insisted on making it work.

Others were not so fond. During the Austin Film Festival in 2013, as usual, the RTF department recruited three victims to listen to graduate student pitches. I prepared my pitch as best I could and rehearsed the excruciatingly long 15 minute version with Cindy McCreery and Stuart Kelban, eventually whittling it down to 7 minutes. The day of the pitches, I had my note cards on deck, and I was ready to go to bat. By this time, my pitch was 5 minutes. Even better.

The first person I pitched was an older gentlemen who'd written several films in the 80's. Let's call him "He Who Must Not Be Named" (HWMNBN). I was one of the first to pitch him.

Things started strong. He loved the idea of an actor playing roles in people's actual lives. I was doing well. Then the conversation took a turn:

ME: "Through Cheer Up Incorporated, Charlie meets Maxine, a transgender girl who wants to sing in her school's yearly --"

HWMNBN: "Did you say 'transgender kid?'"

ME: “Yeah.”

HWMNBN: “Nope.”

ME: “Um ...”

HWMNBN: “No one’s going to want to watch that.”

ME: “Oh. Okay. Should I continue?”

HWMNBN: “You should buy my book. You don’t know how to tell a story.”

At least there was good news: I had managed to whittle my pitch down to 30 seconds.

## Chapter 7: Let's Just Get Through This

The Charlie of the original draft was a product of those nagging thoughts I was feeling that summer. What happens if I don't succeed? I needed to learn to be okay with that, and to be happy and grateful in the now. These things translated into the initial manifestation of Charlie. Charlie was a good actor, but had never gotten his big break. He watched his peers rise in the ranks of Broadway, film, and television, while his career stagnated. He, like the characters in *Little Miss Sunshine*, sacrificed the present moment for some future promise of glory.

I thought of the script as follows: "A middle-aged actor reluctantly takes a gig at Cheer Up, Incorporated, a company that hires actors to play significant roles in people's lives." The main story would be Charlie winding up at Cheer Up, and through his relationship to Maxine and Loretta, becoming a better person. "Better person," more specifically, would mean someone who allows happiness in the present, is more connected to humanity, and who shows up for people when they need him. The A story would be Charlie helping Maxine audition for her school's production of *Mama Mia!*. Maxine's goal would be to perform as a girl in front of her new school at the musical, in the hope that her classmates would accept her for who she is. Meanwhile, Charlie would develop a relationship with Loretta, and become a better actor himself. At the end of act two when Charlie returns to the audition that he didn't get earlier, he would nail it due to his newfound ability to "connect" to the part (and to people in general).

I thought a lot about Charlie's wants versus needs. His goal -- to become recognized -- was clearly established in the beginning of the story. As mentioned, Charlie goes to an audition he's sure to get, but the casting directors tell him "we're just worried that you and the character didn't ...connect." In the end, Charlie realizes that he needs to

reconnect with the world, to find happiness, and allow himself to love and be loved. I've always liked seeing what happens when a character gets what they want; the old "be careful what you wish for." What would happen at the end of the story if Charlie obtained his goal of becoming a legitimate actor? And what would happen if that somehow interfered with his duty to Maxine, forcing him to choose? Putting him in this position could be a big moment in the script.

The Charlie of the first draft ending up becoming whiny, arrogant, and desperate. The story deals a lot with how Charlie sees Cheer Up, Inc. as the lowest form of acting. It becomes a story about artistic integrity more than anything else. For example, Charlie intentionally does poorly at Cheer Up, Inc. in the beginning of act two to show how little he cares about these "insignificant" roles. Loretta puts him in check, reminding him these gigs might not be important to him, but that people's emotions are on the line. Charlie's arrogant attitude regarding Cheer Up, Inc. is a story focus that would change significantly in the second draft.

In draft one, Charlie's mother comes into play. We see him hit her up for money early on, claiming he's "on the brink" of success. After he's grown as a person through his relationship with Maxine, Charlie takes his mother out for lunch. This is a rare display for his character, and his mother's pleasantly surprised to see this new and improved version of her son. Although the mother served as a device to show organic change in Charlie's character, she was ultimately unnecessary in the second draft.

I decided that Loretta would be an employee of Cheer Up, Inc., who also works part time as a waitress to make ends meet. By making her a Cheer Up employee, I could force Loretta and Charlie together, and in doing so, show their opposing views on the company. Loretta's marriage to Ray fell apart once Max insisted on being recognized as Maxine. They moved to Queens for a fresh start, enrolling Maxine in a new school,

where she's bullied by a nasty group of students. The leader of these bullies is Kasey, a mean-spirited little girl, who's also the front runner for the role of Donna in the school musical, *Mama Mia!*. Maxine is also subject to the overzealous Vice Principle, Ms. Sharf, who's determined to prevent her from demonstrating her girlhood. Loretta finds herself in a dilemma, wanting Maxine to get through the school year without trouble, but at the same time wanting her to be able to freely express her gender identity.

Charlie's agent, Betty, was always Rosie O'Donnell in my mind. She's sick of Charlie complaining that he never gets work. She's the one who sends him to Cheer Up, Inc. after he doesn't land the TV gig. Their relationship provides some comedy, and demonstrates Charlie's long history of being a pain in the ass. In the first draft, Charlie goes to a Cheer Up, Inc. gig unaware that he's playing an *actual* role in someone's life. He's to play the new boyfriend to drunken divorcee, Sophia, in order to make her former husband jealous. Charlie gets too into the role and is punched in the face by her ex. When he returns to Betty's office with a welt under his eye, she literally runs away from him, knowing she's going to get an ear full of how Charlie's "too good" to stoop to this bottom rung of acting.

In the first outline (Appendix C) Bernie Bagshaw is the creator of Cheer Up, Inc. After getting run through workshop, Bernie became young and more hip. In the rough draft, he has very little screen time. In the second draft, he disappears completely.

When writing the story, it became apparent that the three B stories plus the main storyline of Charlie and Maxine would be too much. I decided to combine the best man gig with the insecure Police Chief. I named him Dennis, and brought him down on the totem pole from Chief to police officer. I thought it'd be fun to have a cop who's morbidly afraid of confrontation. This way, I could get them out of the office and into some more entertaining situations in the world. It also provides an opportunity for Charlie

to help Dennis overcome his fear of confrontation. Their relationship would deepen in the second draft, as well.

Charlie's ex-girlfriend, Stephanie, is a successful Broadway actress in both versions. She appears throughout most of the first draft only in images; Charlie sees her face on an *Evita* poster in the Subway, in ShowBiz! Magazine, and on bus billboards. When they run into each other at Dennis's wedding, Stephanie congratulates Charlie on getting the TV gig. This is the first time Loretta hears about it, and Charlie tells her he won't be able to make it to Maxine's performance due to the shooting schedule of his show. Loretta leaves in a fury; Stephanie, impressed that Charlie's gotten the TV gig, goes home with him. They're essentially back where they left off. This sequence, along with Ray finding out about Charlie and removing Max from the school musical, provided the low point of the story. The Charlie of this version is convinced that career success will win Stephanie back. Stephanie's character in the rough draft was very superficial and one-sided; she would become more complex and relatable in the second draft.

## Chapter 8: You've Got First Act Problems

When I TA'd for Richard Lewis's Introduction to Screenwriting course, we were required to sit in on his lectures. This experience was useful for the graduate screenwriters, forcing us to touch up on the basic screenwriting tenants. One particular thing Richard said that semester applies to this script. He encouraged the class to look at their rough drafts once they were complete, and ask themselves "Is act one necessary? If you take it out, what would happen to the story?"

What originally compelled me to write "Cheer Up, Charlie" was to explore my feelings of inadequacy. But the script ended up focusing on that too much. No one cared about my bitter writer problems. The center of the story lay elsewhere.

I had spent an entire first act setting up the story of a high brow, snobby actor, who takes a job playing parts in people's lives. But at the end of the day, people cared more about the relationship of Maxine and Charlie than anything else. The story ends up being about those two characters, but the inciting incident and first act break have nothing to do with them. They have only to do with how Charlie winds up at Cheer Up, Inc. My initial intentions no longer matched the developments in the story -- Charlie and Maxine wanted to go elsewhere. With the help of my thesis Supervisor Cindy McCreery and my reader Beau Thorne, I was able to hone in more on the center of the story.

## Chapter 9: Getting Notes is Like *Changeling*

When I get big notes on my writing, my fight or flight instincts kick in. Beneath my calm facade, I'm dying to either defend my reasoning, or run away. I usually find a safe in between, meekly defending my logic in some anxiety ridden out-of-body experience, where I'm looking down on myself as I struggle to articulate why I made this or that decision, and how *they're* failing to see my genius. It's all about *them*.

After I take the licking, it takes some time for the notes to settle and absorb, and then more time before I understand how to apply them. I must fall out of love with the old story, and fall in love with the new. I feel like Angelina Jolie in *Changeling*. Someone has taken my child but no one believes me, and now everyone's telling me to fall in love with this new, shitty kid who creeps me out. Well, I don't like the new kid. I want my old one back. But then I say, "Hey, they're probably trying to convince me that this is my child for a reason. Let's go with it and see how it feels." I eventually learn to love the kid, because he *is* better than the old one. They were right all along. Although in *Changeling*, Angelina Jolie was right. Wait ...Maybe this isn't the best analogy.

There were some big, and some small notes that led to the rewrite. Here are the big ones, in no particular order, and my reactions to them.

1. Everything is too easy for Charlie. In act 2, nothing stands in his way, beside doing the Cheer Up, Inc. gigs. How are the Cheer Up gigs interfering with his professional aspirations?

You've got to be kidding me. Yep, totally missed that one. Crap, I basically closed off any sort of storyline that would conflict with Cheer Up, Inc. He doesn't get the gig he wanted in the beginning, but now nothing else is pulling him away. The current conflict comes from his "I'm too good for this" attitude about Cheer Up Inc., and Loretta putting



him in check by reminding him these gigs are actually important to these clients. But that's like, one scene. It's not enough.

2. The romantic storyline isn't paying off yet. Beside, the real relationship we care about is Charlie and Maxine.

Ouch. Point taken. Loretta and Charlie in the first draft don't have time to develop a substantial or believable relationship. And yes, I agree -- the story that people care about is Charlie and Maxine. I want more of it, too.

3. Max and Charlie meet too late.

Really? Hold on ... yep, pg. 30. You're good at this. If the story is supposed to be about the relationship of these 2 characters and what they learn from each other, this has to be pushed earlier. I've got some work to do...

4. It takes too long to get Charlie started at Cheer Up, Inc, and no one cares how he gets there.

Okay, that was worded kind of mean. You can at least try to be nice. But yeah, that's totally true, too. I'll look at that first act again.

5. There's some thematic connections between Charlie and Maxine in the first draft, but they aren't fully formed and paying off yet.

Do you have nothing better to do than to criticize me all day? What about you? What *about you?!?*

6. I'm simply telling it like it is. You can't handle the truth.

I can't? Go ahead, bestow some more truth on me, oh wise on. I dare you.

7. Your hair is thinning.

No it's not.

## Chapter 10: Model Movies

Going back to address these notes, I looked towards some model movies for inspiration. *Up In The Air* seemed to resemble the new story I was trying to tell. George Clooney plays a man who's traveling most of the year, hired by companies to fire their employees. He uses his vagrant lifestyle as an excuse to avoid settling down. Like Charlie, he has commitment issues.

Another film I looked to was *Her*. Joaquin Phoenix's character works for a company writing love letters for strangers. Meanwhile, his heart's broken over the break up of his marriage. Love and romance are in his face everyday. There's a similar irony between his career and personal life that I wanted to capture with Charlie. Further, he falls madly in love with his iOS system. When his ex wife finds out, she tells him she's happy that he's found a way to invest in a relationship without having to deal with *real* human emotions. A similar scene would work quite well between Stephanie and Charlie in the second draft, but more on that in the next chapter.

Finally, *About a Boy*. When I first pitched "Cheer Up, Charlie" to my class, Richard Lewis asked if I'd seen this film. I had never. When I finally watched it, I worried that the story I was telling was too similar. I still have a scary feeling deep down that this is true, but then I remind myself that the circumstances of the two stories are quite different. What I could use as inspiration from the *About a Boy* playbook, was the relationship of Will (Hugh Grant) and Marcus (Nicholas Hoult). Marcus invades Will's life and makes him realize that "no man is an island," similarly to how Maxine chips away Charlie's armor and lures him back into humanity.

## Chapter 11: Dig Deep Where You Are

*Notes On the Cinematographer*, by the French cinematographer Robert Bresson, is a fantastic little collection of haiku-like thoughts on filmmaking. We used this book in Deb Lewis's Cinema Labs class in the Spring of 2013 to discuss film theory, and relate his insights to the work we were producing. I would find myself lingering on his quotes once class was over. One of my favorite's was "Dig deep where you are." These five words explain so much to me about screenwriting. Instead of worrying you need more characters, more drama, more stakes, more action, dig deep into what you've got; you're probably only scratching the surface. Instead of getting lost in tangential story lines, dig deep into the ones that are essential. Instead of skimming the surface of characters, dig deep where you are, and find the truths that they are trying to hide. Throw rocks until they've revealed themselves to you.

With draft two of "Cheer Up, Charlie," I tried to dig deeper into what I thought was working well, while chopping off appendages that weren't helping so much anymore. I did a fair amount of slashing in the current draft, and I think I still have plenty more to go before the story is complete.

As explained in Chapter 7, I knew I had first act problems. Instead of spending all this time getting Charlie to Cheer Up, Inc., what if he started off deeply involved? This insight, which I arrived at with the help of my thesis committee, proved to be the most important change between the first two drafts. For one, the new and improved Charlie *created* Cheer Up, Inc. himself. This immediately eliminated the need for Bernie Bagshaw, the former founder of Cheer Up, Inc., and saved me from having to delve into his story, or the stories of any other Cheer Up employees, for that matter.

I like writing jerky characters, sure. But there's a difference between detestable jerks, and likable ones. It's the difference between getting behind their decisions, and failing to care about anything they do. Melvin Udall is redeemable because beneath that nasty curmudgeon is a good man who comes out every now and then. Does a jerk pet sit a neighbor's dog and play him piano? Nope. Travis Bickle in *Taxi Driver* is insane. Out of touch. Beyond a doubt, a deranged man. But we root for him because we empathize with his search for connection in an isolated world, and his chutzpah in saving the prostitute from the pimp. Will Freeman in *About A Boy* pretends he's a dad to get laid. Why would we care about this schmuck? But does a jerk buy new shoes for an underprivileged kid? How about letting him come over and hang out because said kid has no friends? I think not.

Through the help of my committee, I realized that this Charlie should be more the likable jerk type. Charlie is jerky, sure. He flicks off little children, re-gifts a present for his sister's birthday, and takes allowance money from children. But does a terrible person help a kid practice for an audition, or take them to see their favorite R rated movie? No way.

The second draft Charlie changed immensely. He's uncomfortable in his own skin; a chameleon who's more at home playing a part than being himself. We all have trouble being ourselves sometimes. Part of being a person, is performance. If I could get the reader to relate to Charlie's difficulty being himself, then I could make the story more engaging.

In the ordinary world of the second draft, I decided we should be taken through a day in the life of Charlie as he jumps among Cheer Up, Inc. gigs, and witness him transform between characters with ease. This opening provides a more compelling, cleaner hook than the first draft (where we began on Charlie not getting the role at the

audition). Instead of *reluctantly* taking Cheer Up gigs, the new Charlie sees them as an opportunity to practice the “method technique,” and dives in head first. He immerses himself in the characters he plays. This made Charlie far more interesting and relatable. Instead of being the scuzzy, broke, desperate actor, this Charlie would be financially stable. He would perform these jobs for a living while auditioning for more “legitimate” work. He’d still have the backstory of wanting artistic validation, but there was a stark difference between the two drafts; His respect for acting would play into why he wanted to do *well* in his Cheer Up Inc. gigs, and not into why he was reluctant to perform them in the first place. By starting Charlie off as an actor for Cheer Up, he became more dimensional and more sympathetic, and it allowed me to jump into the story right away.

One way I decided to add to Charlie’s story was including his sister, Alice. I knew I needed to write a scene which demonstrates the extent of Charlie’s commitment to his family, or lack thereof. After performing a best man speech at a Cheer Up client wedding, Betty reminds Charlie it’s his sister’s birthday. He arrives late, handing her a party gift from the wedding he’d just attended. He spends a moment with David, his nephew, who repeatedly asks “Who are you?” As seen in Appendix D, Charlie has a crude and revealing answer for David. My intention here was to demonstrate Charlie’s impatience with children to set up his arc. I also thought it’d be interesting to demonstrate that Charlie can’t show up for his own family, but he’s Mr. Dependable when it comes to showing up for strangers. I was ultimately happy with how the scene played out, and what it did to establish Charlie’s character.

Charlie’s backstory changed in engaging ways between drafts. In the first draft, it’s alluded to that Stephanie and Charlie broke up because they were at different places in their careers. In the second draft outline (Appendix E), we come to realize that they broke up because Charlie couldn’t *commit* to starting a family. This deepened her

character and put the onus on Charlie, where it belongs. Stephanie is no longer a superficial device in the story, but a more complex, realistic person.

In this new draft, Stephanie sees Charlie with Maxine early on in act two. Charlie lies to her, saying that he is Maxine's mentor at the "Little Friends, Big Dreams Foundation." When he meets Stephanie for lunch near the end of act two, he decides to tell her the truth. This is after spending time with Maxine, and perhaps becoming inspired by her to be a more honest person. He tells her that Maxine was a client, not a mentee. When Stephanie discovers that Charlie's started a company playing significant roles in people's lives, she says "This makes perfect sense. You never wanted to start a family with me. Now you can have one without any of the emotional baggage that comes with it." This moment is my more-or-less blatantly stolen version of the *Her* scene. It cuts to the heart of the story, and spells out Charlie's fundamental flaw. Throughout the script, Charlie claims that Cheer Up is the perfect way for him to practice "the method" for his professional roles. In this scene, it's suggested that he's using Cheer Up more as an escape route from responsibility. For Charlie, Cheer Up, Inc. is like being an Uncle; it's nice to play with your nephews, but it's even nicer when their parents take them home at the end of the day, and you can return to your life.

One of the things you don't want to hear about a script is "Things were too easy for your protagonist." I can't think of a single film I like where things are easy for the main character.

Rough draft Charlie didn't earn anything. He floated through act 2 without much trouble, then suddenly emerged triumphant. He was essentially handed a gold medal without having to compete in the race. I hadn't done my job. I got him into a tree, sure, but a pretty safe and sturdy one, and the rocks I was throwing were more like pebbles.

In the second draft, I attempted to make things more difficult for Charlie. Like the first draft, Charlie auditions for a TV show, but doesn't get the role he wants because he can't "connect" to the character. However, in the second draft, he compromises for a smaller, less significant role. This way, Charlie has a professional commitment pulling him *away* from the Cheer Up gigs, and most importantly, his duty to Maxine. This added deeper conflict to the story. For example, at the midpoint, Charlie, Loretta and Maxine are rehearsing for the parent teacher conference when Ray shows up. Charlie pretends to be Maxine's acting coach, as he does in the first draft, so that Ray doesn't find out he's playing Maxine's father. However, in draft two, helping Maxine makes Charlie late to tech rehearsal, thus directly interfering with his professional responsibilities.

The fact that Charlie doesn't get the role he wants right away and must compromise for a less desirable role reflects Maxine's storyline more clearly, as well. Maxine auditions for the male role of Sam in *Mama Mia!* in act one. Around the midpoint, Charlie convinces Maxine to "go for the role she wants;" Maxine subsequently nails the audition for Donna. In the second draft, after encouraging Maxine not to compromise, Charlie lands the role he wants, too. The advice he's giving Maxine is rubbing off on him. The whole sequence is more clearly connected, and the ways in which Maxine and Charlie learn from each other are more obvious.

The TV gig that Charlie's after was never developed past some abstract state in the rough draft. In the second draft, Charlie wants to play Dan Godfrey, a flawed Southern lawyer who's defending a man accused of murdering his wife, and now may go to prison and lose his children. This role resonated with the themes of the script effectively. In draft two, Charlie gets the TV gig and turns his back on his Cheer Up clients, including Maxine and Loretta. Just before the second draft climax, Charlie (as Godfrey) gives his closing arguments. The speech regards how one defines a man: "When

my client, James Van Healey, woke up on the morning of June 10th, he was a father. A husband. A respected member of his community. The next day, Mr. Healey was a widower. Today, you try to take from him the title of father.” The speech reinforces the concept that we all play different parts at different times in our lives. It reminds Charlie of the roles he’s played, and perhaps makes him consider which “roles” he values. This scene becomes the moment of clarity in which Charlie understands he must leave the television set -- the world of pretend -- and go save Maxine to get her to the musical.

Concerning structure, I understood that if the story were about Maxine and Charlie, then the inciting incident and first act break were off. In the first draft, the inciting incident comes in the form of Betty referring Charlie to Cheer Up, Inc., and the first act break is Charlie reluctantly deciding to take the gig. In the second draft, the inciting incident is Betty telling Charlie he’s gotten a new gig: to pick up a little girl from school. At NewBerry Academy, Charlie discovers that this little girl is Max, who has gotten in trouble for using the girls bathroom. Ms. Sharf informs Charlie (as Max’s Dad) that she wants to set up a parent teacher conference with the entire family. Loretta soon discovers that Maxine hired a professional stand in to play her father, and confronts Charlie at his apartment. She initially tells him off, but realizes that the school now thinks Charlie is Maxine’s real father, and that in order for Maxine to make it through the school year, Charlie must play her dad at the upcoming conference. This tied Charlie, Maxine and Loretta together in a more dramatic and interesting way.

In draft two, Maxine becomes a bit more proactive and outgoing. She seeks Charlie out under the guise that they must “rehearse” for the conference in order to be believable. Her true motive, however, is abundantly clear: she’s lonely and wants a friend. Perhaps less clear is Maxine’s motivation to put Loretta and Charlie together, in



hope to make a love connection. I attempted to do so in the current draft, but this is something that may need additional work.

The new structure allowed Maxine and Charlie's relationship to deepen tremendously, not only by giving them more screen time, but by giving their story lines more symbiosis. As early as page 16, Charlie sees how poorly Maxine is treated at school, thus planting his feelings of sympathy for this new client. Maxine, conversely, is intrigued by Charlie. She thinks it's cool that his job is to play different characters. And like any inquisitive 11 year old, Maxine asks Charlie questions that he doesn't want to answer. She challenges him simply by being herself.

Maxine and Charlie's characters compliment each other in deeper ways. There's a new scene, for example, where Loretta calls Charlie, telling him Maxine is sick and asking if he'll pick her up from school. When he picks her up, Maxine tells Charlie she was lying about being sick, which leads to Charlie attempting to give her his version of fatherly advice. "Lying isn't a good habit to pick up, you know." Maxine laughs in response, probably because of the irony that his job *is* to lie. Charlie asks regarding the bullies "Why do you put up with that shit they give you, by the way? You've still got boy strength, you know. You could hammer those little Miley Cyrus wannabes." Maxine explains that she doesn't want to hurt them, and she doesn't need Charlie's help.

Seeing how downtrodden Maxine is, Charlie decides to give her acting lessons (which she'd previously requested). This marks a pivotal movement in their relationship. In the second draft, Maxine tells Charlie that her dad would "freak" if he found out she was performing a female role. Charlie shows her a scrapbook with newspaper clippings and photos of him performing in different shows growing up. He explains that his father never attended a single show. Charlie tells Maxine "Some people aren't going to like what you do. But that's no excuse not to do it." Helping Maxine, therefore, becomes

redemption for Charlie. He's doing for Max what he wishes someone had done for him as a child -- support his dreams. There's some new dialogue in one of the rehearsal scenes, as well. Maxine tells Charlie "If you were in a play, I'd come see you." Maxine is supportive of Charlie's dreams. And Charlie hasn't realized it yet, but he's becoming the father figure to Maxine that he never had himself.

Near the end of the second act, Charlie ends up getting the gig he wanted, and then has to decide whether or not to turn his back on Cheer Up, Inc. But he's gotten in too deep. Maxine and Loretta have become more than clients. Maybe Charlie begins to see that Claire and Dennis are more than clients, too. This provides the dramatic tension that takes us into the court room scene, where Charlie plays Dan Godfrey, the role he'd fought so hard for. He must decide here what's more important: Maxine's dream, or his own. By choosing the former and walking off the TV set, Charlie earns his arc.

Maxine is not the only client relationship that digs deeper in the second draft. After Loretta finds out that Charlie has been giving Maxine free acting lessons, she demands to pay Charlie back. Charlie offers a trade; off-screen, he asks Loretta and Maxine to play his wife and child at the gig with Claire. In the second draft, there's evidence that Claire desires to have a bigger family. Charlie, out of thoughtfulness, recruits Maxine and Loretta to help him fulfill Claire's emotional needs. This strengthened the Claire B story. Further, it was interesting to have Charlie mix clients up and blur the lines of fantasy and reality.

Similarly, Charlie and Dennis's relationship goes deeper. At his wedding, a drunken Dennis asks Charlie if he wants to hang out sometime. Charlie tells him to set it up with his agent. Dennis says "I mean, outside of Cheer Up." Charlie agrees, but Loretta can see right through him. This scene comes after Charlie has found out he's getting the Godfrey TV gig, and he's told Loretta he doesn't know whether he's going to continue

Cheer Up, Inc. anymore. Loretta points out that Dennis really likes Charlie as a friend. Charlie jokes that “Usually once the job’s over, the relationship sort of fizzles. Who knows, maybe he’ll pull me over one day.” This puts up a red flag for Loretta; if Charlie can walk out so easily on his clients, why wouldn’t he walk out on Maxine? Loretta, the protective mother, would prevent this from happening at all costs.

After Loretta finds out that Ray has taken Maxine and she’s not being allowed to perform in the school musical, she rushes to Charlie’s place to tell him. But Charlie is just coming off the heels of meeting with Stephanie, who reminded him of his commitment issues. He’s not in the best mood to receive her. There’s a new scene in the second draft where Loretta tells Charlie off, and curses herself for being dumb enough to think he ever genuinely cared. All these moments serve to strengthen the character’s relationships, and hopefully, pack a stronger punch in the climax.

Speaking of character relationships, I realized I’d missed an opportunity for conflict between Loretta and Maxine in the first draft. The conflict would be heightened if Loretta was more adamant about Maxine getting through the semester and not “causing trouble.” In the second draft, Loretta is understandably upset when she discovers that Maxine and Charlie have been rehearsing for the *female* role of Donna, and not for Sam. She worries that Ms. Sharf is going to use it as ammo to get Maxine kicked out of school, and blames Charlie for coming up with the idea in the first place. Maxine snaps back in defense: “Charlie didn’t do anything wrong. At least he tells me to fight for what I want. You’re the one who’s wrong!” Loretta is left to question her values in this situation, and maybe see Charlie in a different light.

I decided as well to turn Loretta from a waitress into a social worker. In draft 2, she works as a telemarketer for the “Not For Sale Foundation,” an organization which raises money to fight modern day slavery. This job characterizes Loretta as someone with

strong convictions. As shown in Appendix F, there's a big difference between the first and second draft scenes in which Charlie and Loretta discuss the nature of Cheer Up, Inc. In the first draft, Charlie denounces Cheer Up, saying "The whole thing just seems a little pathetic." Loretta, an employee of Cheer Up, stands up for the service and for her clients. The roles are reversed in the second draft; Loretta attacks Charlie, who cuts through her criticism with his surprisingly profound take on the nature of the company.

Betty, in the first draft, is less hostile. Charlie is the antagonist in their relationship; she literally runs from him when he finds out she recommended Cheer Up, Inc. as a job. In the second draft, Betty's a little more invested in his career, and becomes the bigger antagonist between them. In the first draft, Betty says "You wanted a gig, I got you a gig." Charlie says "A gig? What, playing make believe with a bunch of winos and geriatrics?" In draft two, the lines change voice. After Charlie is late to tech rehearsal, Betty says "Let me ask you something. Do you want to be on TV, or do you want to play make-believe with children and geriatrics for the rest of your life?" She's pushes Charlie to succeed outside of Cheer Up, and provides a voice to reinforce his predicament.

Finally, the ending of the script feels more resolved in the second draft than the rough draft ever did. In the beginning of draft two, we see Charlie pretending to be characters in people's lives. But in his own life, he's not showing up for people. As exemplified in Appendix D, Charlie arrives late to his own sister's birthday, and has trouble even committing to Thanksgiving plans five months into the future. In the second draft resolution, Charlie *hosts* Maxine's birthday at his apartment. Maxine, who now physically identifies herself as a girl at school, invites Kasey to her party. Even Ray shows up, evidently having accepted to some extent his child's gender orientation. In the beginning, Charlie is surrounded by fake friends and family; in the end, they are *real* friends and family. He has learned to be Charlie, and Maxine has learned to be Maxine.

## Chapter 12: So ...What Now?

I'm happy with the strides this story has taken over the last year, but there's still lots of work ahead. For one, it's too long. Several scenes are excessive, while others feel rushed. I still worry that Charlie and Loretta's relationship isn't coming to fruition as I hoped it would. I also need to show Charlie telling Maxine that she doesn't have to pay him for the acting lessons. Right now, this plays off-screen, but it's a big enough moment to justify it's own scene.

One of my biggest concerns is the use of *Mama Mia!* in the script. For the current version of this story to be made, the rights would have to be secured. This would be difficult and expensive. I haven't figured out how to fix this problem yet, but one thing I'm considering is writing my own musical rendition of a public domain play. Anything written by Shakespeare would suffice.

So ...what now? I have no idea. I'll show this script to people whose opinions I value. I'll get notes, and do another pass. In the meantime, it's on to the next story.

In hindsight, my 2 years in Austin seems like a distant, glorious dream. I'm grateful for the opportunity to have spent those years doing what I love to do everyday, and will always look back on them as some of the best years of my life. I could write a love letter to the city, but it would have to include every emotion attached to it; my colleagues, my friends, my teachers, Barton Springs, breakfast tacos, outdoor seating, barbecue, cheap drinks, and southern hospitality. I love and miss them all.

I'm glad that all those years ago, when I played the worst drum solo known to man, that I forced myself to look deeper at the forms of jazz standards. As a result, my playing became more musical. I hope that over the past two years of writing screenplays and studying great scripts, that my story telling skills have grown in the same way.

If I could pick one most important thing I've learned over the past two years in the RTF program, it's that stories are all around us. In the wise words of Gustave Flaubert, "Anything becomes interesting if you look at it long enough." My time in the RTF program, I hope, has taught me to look at things with an eye for story, and to dig deep where I am. With the fond memories of the program behind me, I look forward to the stories that lay ahead.

## **Appendices**

## Appendix A - Cheer Up, Charlie: 3 Versions

08/28/13

Pitches: “Cheer Up, Charlie”

I have 3 ideas based on a similar theme. I was inspired by an article I read about a company in Japan that rents out actors to play different roles in people’s lives. So, you have lonely old ladies renting sons and daughters to take them to lunch, or people renting a best man to give a speech at their wedding. It seemed like such a strange phenomenon to rent friends and family, and I think there will be endless possibilities to explore with this theme.

1. Log line: *After the death of his wife, a professional stand in who is hired to play different roles in peoples lives plans on killing himself. But when he meets his latest client, his plans may change.*

The protagonist, Charlie, works for “Cheer Up Inc.” Cheer Up Inc. is a small company whose motto is “*you’ll never be alone again.*” The company rents Charlie to stand in as a friend, a husband, a son, or an employee. The inciting incident in this version would be meeting this woman, and the first plot point would be agreeing to take her as a client.

I was attracted to the idea of the irony of this lonely, suicidal guy, whose job it is to bring joy to others by pretending to be this person that he’s not.

I also figured you could have some interesting clients: a mother whose own son left her in a home and only visits to hit her up for money; a guy with no close friends who rents Charlie to be the best man at his wedding ...stuff like that.

### WHY AND WHAT AUDIENCE

I’m interested in this story because it’s fascinating to me that such a service exists. It’s interesting that some people are so desperate to avoid social embarrassment, that they’d rather pay someone to play a role, than experience that pain. I’m also interested in the kind of person that would seek out this service, and the level of delusion that it takes to buy into it.

I’m eager to explore the idea that there’s all these people around us with these troubles, and we often don’t bother to stop and ask what’s wrong. We rarely see each other in our society.

The audience for this movie would be adults; the person who sees *The Hangover* probably doesn’t go see this film; it’s intended for the dark comedy fan.



2. Log line: *A professional stand hired to play different roles in peoples lives, harbors a secret drug addiction. When he meets his latest client, he may have to face himself for the first time.*

In this version, Charlie takes advantage of his clients to support his drug habit. This version is a total drama. Charlie is a drug addict, I think heroin, and he lives this double life. He's very charming and good at his job, but he steals money from his clients, and even outside of his job at Cheer Up, he lies to everyone about who he is, and is actually very sad and lonely. In this version, Charlie caused the accident that took his wife's life. His meeting Loretta, the love interest, and her son, Max, is the catalyst for him to get his life back on track -- he stops taking advantage of his clients, stops stealing from them, etc.

3.) Log line: *A failed actor on the verge of a mid life crisis takes a job for "Cheer Up Inc.," a company that hires him to play different roles in people's lives.*

This version is more of a straight ahead comedy.

I see this Charlie as being a sad new York actor who never got the break he thinks he deserved; he's the kind of guy who just won't quit. It's not that he's a bad actor, he just never got his break.

In this version, the first act is him failing as an actor for the Nth time, and we see that he's had it -- he is living in a rat infested dump in NY, his rents due, and his agent tells him she knows where he can get an acting gig: Cheer Up, Inc. At first he resists because he's sort of a jaded guy, thinks he's too good for such a thing, but he falls in love with a client, and begins to understand how he can help people and really touch their lives.

He wants to be a recognized actor. What he needs is love somebody.

He gets this role at the end, but decides not to take it for some reason, yet to be determined.

## Appendix B - Opening Sequence

INT. WEDDING RECEPTION - DAY

CHARLIE gives a toast; the frame freezes on MARK, the groom.

CHARLIE (V.O.)

This is my best friend, Mark. Mark and I have known each other since High School. Back then I was his wing man, his partner in crime, and his algebra study buddy. Mark and I met last Tuesday.

INT. NURSING HOME - DAY

Charlie chats with KATHLEEN (80's), who sips a cup of tea.

CHARLIE (V.O.)

This is my mother, Kathleen. She's always asking me when I'm going to get married. She lives in a nursing home, She loves turtles, and her favorite tea in Bengal Spice. She's been my other for four years this February.

FLASH CUTS:

OFF PEOPLE HANDING CHARLIE CHECKS AND CASH

CHARLIE (V.O.)

I am an actor. A stand-in. Some might say, an impostor.

BACK TO WEDDING

We *unfreeze* as Charlie finishes his best man speech.

CHARLIE

To a life of joy and happiness.  
Cheers.

Everyone clinks and drinks. *Freeze* on Charlie holding his glass in the air.

CHARLIE (CONT'D)  
My name is Charlie, and in 2 weeks,  
I'm going to kill myself.

INSERT TITLE: "CHEER UP, CHARLIE"

## Appendix C - Rough Draft Outline

### CHEER UP CHARLIE OUTLINE: FIRST DRAFT

This story is set in New York City, present day.

The idea of paying for friends and family may seem as taboo as paying for sex, but in our increasingly isolated modern lives, for some it may be the only option. How many folks out there could use someone to take to the movies, accompany them to a party, or join them for a bite to eat? For these lonely souls, there's a solution. "You'll never be alone again," is the motto of Cheer Up, Incorporated, a company that rents out actors to play different roles in people's lives. Looking for a best man for your wedding? No problem. Need a daughter to take you to Sunday brunch? Cheer Up Inc. has got you covered. This is where our story takes place -- a world where friends and family are rented and returned, and everyone's got something to hide.

### THE CHARACTERS

CHARLIE TOTH (late 30's): stubborn, depressed, romantic. Born and bred New Yorker. Charlie is a starving actor (Meisner trained, passionate to a fault), but he's convinced his big break is right around the corner. While his fight for artistic validation might seem romantic, it's beginning to teeter on tragic. Charlie is living off the petty residuals of a popular commercial he starred in years ago, one of which he is not proud, but still airs occasionally. He's also worked the New York theater scene, in mostly poorly received, off Broadway productions.

Charlie is having a rough time getting over his ex, STEPHANIE (40's), a casting agent, who grew tired of standing by while he chased his dreams, leaving her to pull the financial weight in their relationship. Having met in their youth, Stephanie was attracted to the young idealist who was sure to succeed, but was more in love with the idea of Charlie's looming "success" than with Charlie himself. Charlie wants his big break as an actor and to win Stephanie back, and figures one will follow the other. He's invented the narrative that his failure as an actor is what pushed her away. He needs to quit torturing himself and shutting out the world for the sake of his dream. He also needs to get over Stephanie.

LORETTA NICOLETTI (40's): A single mother from the Bronx. Loretta works part time for Cheer Up Inc., and supplements her income by waitressing at a diner. She's sweet but tough, and has absolutely

zero tolerance for bullshit. Loretta had a disastrous relationship with her ex husband RAY (40's), a drunken construction worker. Three years ago, Loretta left Ray, taking their son, MAX, with her.

MAX (10); sixth grader. A brave and honest young boy, but he'd prefer if you didn't call him that. Ever since Max can remember, he felt like he was in the wrong body. As early as age 3, Max would correct his parents when they used masculine pronouns. Diagnosed with gender identity disorder at age 6, Max's parents knew something was different about their son when he'd unbutton his onesie and turn it into a dress. While the other boys played with trucks and action figures, Max, who now prefers MAXINE, was happier with Barbie dolls. When Max was four years old he said to his mother, "When do I get to be a girl?"

After Loretta and Ray's relationship fell apart, Loretta wanted a fresh start. She moved to Queens and enrolled Max in a new school. But the school's conservative vice principal, MS. SHARF (50's), insists that Max's desire to dress as a girl is creating a dysfunctional school environment and should be restrained. PRINCIPAL HARNEY (50's) is a decent guy, but has a tendency to bow to the overzealous Ms. Sharf.

Max gets in frequent trouble for expressing his womanhood at school, where bullying is the order of the day. A girl at home and at school a boy, Max is stuck between genders until Loretta can either move him to another school, or get the school to allow him to cross dress.

Meanwhile, Max finds solace in the theater department, particularly with MR. DOYLE (30's), the drama teacher with a penchant for ABBA. But Max's real dream is to perform live in drag, and have the school -- and the world -- accept him for the girl he knows he is.

Max's gender identity caused great strain on Loretta and Ray's relationship. Not that it wasn't dysfunctional already, but Max's gender identity crisis was the breaking point. Loretta stood up for her son; she believed it was best to allow him to become the girl he wanted to be. Life was going to be tough for Max anyways, but denying him the right to be a girl would be make it all the more difficult. Ray was of a different opinion. For years, it was denial. When that wore off, it was anger. Ray never fully accepted that his son was more interested in ballet than baseball. Calling Max "she" was simply out of the question.

Behind Ray's back, Loretta would take Max shopping for girls clothes, allowing him to have "girl time" when his father was at work. But when Ray caught on a couple years back, he felt

betrayed. A confrontation one day turned violent and Loretta and Max were gone.

But now Ray's back -- still holding out hope of molding Max into the boy he wants him to be. He resents Loretta for playing along with Max's "fantasies," and blames her for enabling him. Loretta is trying to file a restraining order against Ray for years of domestic abuse but the papers have been tied up in bureaucracy for months. At the moment, Ray has every right to see his son.

BETTY ROMANEK (late 30's): Brooklyn born, curly red head, Charlie's ever-busy agent. Acts more like his therapist. She's had it with Charlie's self delusion.

BERNIE BAGSHAW (late 30's): Loud mouth, bare-minimum boss; owner and operator of Cheer Up Inc. A constant gum chewer and slouch, but underneath he's got a heart. When he started the business his friends called him crazy, but Bernie was wise. He knew the Eleanor Rigby's of the world could use some cheering up.

## ACT I

### REEL 1

A voice doing acting exercises.

A small shelf lined with books; An Actor Prepares, On Acting, An Actor's Craft, etc. A mirror; resting in the mirror's frame, A picture of a WOMAN (whom we find out later is STEPHANIE, his ex). CHARLIE, in front of a mirror, doing tongue twisters, various other vocal and facial prep techniques.

A rude KNOCK at the door; Charlie's landlord. Rent is due. I know you're in there, I can hear you. Charlie tells him that he's going to his fifth call back for an audition. His day has come. Charlie's taking in a strange voice. "Why are you talking like that?" It's method acting.

Charlie looks at the picture on the mirror: "Wish me luck."  
Kisses his fingers, touches them to the photo.

ON THE MIRROR, we pull back: MAXINE, a 10 year old girl, sings a great rendition of Abba's "Does Your Mother Know" as she gets ready for the day, using a hairbrush as her microphone.

LORETTA, packing a little lunch bag in the kitchen, shouts "Time to go."

Maxine comes out in a pretty but revealing ensemble, music still blasting. Loretta: "Are you kidding me? What do you think they're going to say at school? You know how they are about that." Maxine sighs, goes back into her room. Was the outfit too risque?

After a moment, Loretta enters Maxine's room. Maxine removes her WIG, revealing that she is actually Max, a very pretty boy. He pulls his shoulder length hair into a pony tail and puts on some pants. Loretta: "You know this is just temporary." Max walks past her in a huff.

In the CAR: Before Max exits, Loretta looks at his eyeliner. "Hold on." Loretta touches up his eyeliner. "There." She kisses Max on the cheek. "Have a good day."

AT SCHOOL Max is teased for his make-up, but he takes it like a champ (a group of nasty boys say something to him) and Loretta sees this.

In the car, Loretta takes a deep breath, drives off. Being the mother of a transgender child isn't easy.

A TRAIN arriving at a station. BACK ON CHARLIE, walking up the stairs of a Subway out into the street.

At the AUDITION, a confident Charlie is told he did not get the gig. He flips -- especially when he finds out talentless hack LARRY DUMPHY got the role. Larry Dumphy? Larry fucking Dumphy? That cardboard cutout?

Charlie back in the subway. He sees an ad for a PLAY (Evita?) We recognize the woman from the photo in his apartment on the billboard -- Stephanie. She is the lead.

A mime entertains people on the Subway. Charlie's not entertained. The mime motions for Charlie to "smile."

TITLE CARD: "Cheer Up, Charlie"

Charlie at the OFFICE of his agent, BETTY, who's already heard about the meltdown at the callback. Charlie opens the window of Betty's office and threatens to jump. Betty's used to this. She calmly tells Charlie this is the problem; you're too dramatic.

Charlie's residual checks for the commercial are running out. He's got 460 dollars in his bank account. He refuses to go back to waiting tables. "Betty. Get me a gig."

Betty tells him she knows a place, hands him a card with an address.

Charlie goes to his mother's house, asks her for money. Have you thought about giving it a rest for a while? Giving what a rest? Acting. "Give it a rest? You mean give up? And do what?"

INCITING INCIDENT: Charlie follows the address on CARD to Cheer Up, Inc., where he meets BERNIE. Bernie tells him to think of his first gig as an audition. Gives him a file with his character background. There's no script, however. This is to be improvised. "You gotta really be this guy, okay." "I can do that." Charlie doesn't understand that the gig is real.

## REEL 2

Charlie arrives at a restaurant to play the role of the new boyfriend to Russian divorcee, SOPHIA (60).

Sophia's ex husband, ALEXI, sits nearby. Charlie gets carried away with the role, and gets punched in the face.

Charlie goes back to Betty's office with a nice shiner. He's insulted that Betty would think he'd stoop so low. How little integrity do you think I have? "It's social prostitution. I'm an actor, not a whore." Betty: "You wanted a gig, I got you a gig." Betty tells him she'll try to find him other work, but this is all he's got for now.

BERNIE calls Charlie, tells him Sophia was pleased with his services. She's giving him a big BONUS. Bernie: "It's nice to have a real actor working for us."

Charlie -- slightly flattered, and incredibly desperate -- looks at the Cheer Up, Inc. CARD.

## ACT II

## REEL 3



Max see's a SIGN on the wall; "MAMA MIA! tryouts: 3:30. Come sing your heart out!"

Max at the audition. Ahead of Max is KASEY (11); the chirpy, overachieving blonde of the school. The kind of girl whose mother has been dragging her to auditions since she was born. She's trying out for the lead role of Donna. Kasey's decent at singing, but there's an irritating polish to her performance.

MR. DOYLE, the drama teacher, asks Max what song he'd like to sing. Max looks around at all the judging faces of his peers. He says "anything's fine." The pianist plays "S.O.S." a male lead song.

Max, unconfident as a boy, fails in front of everyone. A few students snicker at him.

After auditions have ended, Max asks Mr. Doyle what part he thinks he'll get. Doyle tells him to wait until the cast list is released. Max is insistent. Doyle tells him he'll probably be put in the chorus line. Max wants another chance at auditioning. Doyle tells him to come back -- auditions go until the end of the week.

Charlie at Cheer Up, Inc. Meets a few other actors. Charlie is hired to play the son of CLAIRE (late 70's). Claire requests that Charlie's character have a wife, so Charlie is paired with LORETTA -- fellow employee of Cheer Up Inc. This is the first time we see the two worlds collide -- Loretta's and Charlie's.

Charlie tries calling Stephanie. Hangs up, doesn't leave a message.

Loretta arrives at Charlie's place. He forgot they made a plan to meet and discuss their backstories, so when she arrives, disheveled Charlie is taking a nap in his filthy apartment.

Loretta sees the picture of STEPHANIE, and they briefly discuss their former partners. Loretta, looking around at the uninhabitable apartment, suggests they go get coffee. There's a diner nearby. But we gotta pick my daughter up on the way.

They pick Maxine up from school. Loretta introduces Charlie and Maxine.

At the DINER: MAX, Loretta and Charlie. Loretta tells Maxine she can order some pancakes. Loretta waitresses here part time. A COWORKER pours them coffee on the house. Charlie tells Loretta of his acting experience. It hits her -- "You're that guy in that Herpes commercial!" Charlie doesn't want to talk about it. He tells Loretta he'll be ready for tomorrow. Gotta go.

Charlie falls asleep on his shitty mattress; the "Mr. Smith Goes to Washington" scene.

Charlie meets his next client, THOMAS, the NYPD Police Chief. Thomas has insecurity issues and wants Charlie to pretend to be a police officer so he can practice his confrontation skills, and instill respect among his staff.

At a RESTAURANT, Charlie and Loretta meet CLAIRE (70's) for the first time. They play the parts of husband and wife. Charlie acts uninterested, like he's above it all.

Loretta begins to realize that Charlie didn't read the backstory. She proceeds to invent a very detailed and insulting backstory for Charlie, who is left to simply play along. Claire is pleased to see that her son married "such a lovely young lady."

Afterwards, Loretta berates Charlie. She tells him that he better get his shit together. This may be a big joke to him, but for these clients, it's all they've got. Charlie tries not to show it, but he's affected by her no bullshit approach.

#### REEL 4

AT RECESS, Max sits alone. OLIVIA walks over and sits with him. She's got fake tattoos on her arms. She gives Max a butterfly tattoo. "I saw you at the rehearsal. I hate doing shows, but my parents make me."

Max goes to the LADIES room. He sits in the stall, begins to pee as he applies the butterfly tattoo.

Kasey and her crew THROW OPEN the stall door, shouting "Creep! Ew, pervert!" They take photos of Max with their smart phones.

When Max exits the restroom, he's met by glares of students in the hallway. Max is mortified. The Vice Principal MRS. SHARF grabs Max.

Charlie meets his next client, DENNIS (40's). Dennis finally met the love of his life and they're getting married. The only problem is that he's cripplingly shy and ashamed that he has no friends to invite to the ceremony. To avoid humiliation, he's hiring Charlie to play his best man.

When Charlie learns how much money Dennis is paying him (\$2,000), it's a spit take. There's one catch: Charlie needs to bring another actor as his date to help fill Dennis's side of the aisle.

At Cheer Up Inc., Charlie asks Loretta if she'll take the wedding gig. Loretta agrees, but gets a call from school.

Maxine got in trouble again. Loretta has to cover a shift at the diner, so she asks Charlie if he'd do her a favor: pretend to be Maxine's Dad and pick him up from school. Don't worry, I've done this before. You've done this before? Maxine's father, Ray, cannot find out about this. Charlie really doesn't want to do it, but Loretta reminds him she's helping him out with the wedding gig.

Charlie picks up Maxine from school. He meets Ms. Sharf and PRINCIPAL HARNEY. Mrs. Sharf is quite upset. She tells Charlie that they caught Max in the ladies room. Again. Charlie doesn't understand what's wrong (believing Max is a girl). Mrs. Sharf tells him it's against school policy and calls Max into the office from the other room.

Max sits next to Charlie. Charlie, surprised to see a boy, stumbles over his role as Max's father. "Hey...buddy." Ms. Sharf and Principal Harney look confused, but buy in. Sharf tells Charlie his behavior is causing "confusion" at the school. This is the sixth time this year he's been caught in the girls bathroom. Sharf suspends Max for two days for defiance.

As Charlie walks Max to his car, a STUDENT says "Hey Max, is that your dad?" Max says no. Kasey is there: "Max doesn't have a dad." Ouch. Charlie, as selfish as he is, can't help but feel bad for this kid.

In the CAR, Charlie learns that Max is in the school's production of Mama Mia! Stephanie, Charlie's ex, performed in a New York production. Charlie helped her rehearse. Max is intrigued, but unsure of this guy.

Back at the DINER: a boozed up RAY is bothering Loretta. Ray tells her that she can't hide their son from him.

When Charlie shows up with Max, Ray tries to be "dad" but it's unwelcome and awkward. Charlie tells Ray he's Maxine's acting coach, and that they must rehearse for the big show coming up.

Once Ray leaves, Max breaks into tears. Charlie, feeling bad, offers to give Maxine acting lessons.

At Loretta's place, Charlie helps Maxine rehearse. She's singing the part of SAM. Charlie encourages Maxine to go for the role she wants -- Donna.

MATCH CUT TO:

The school, where Maxine knocks the audition out of the park.

NEXT DAY at SCHOOL, Doyle has put up the Mama Mia! CAST LIST. Entitled little miss Kasey and her brigade walk up to the board -- and can't believe their eyes.

Max squeezes his way through: Under the role of Donna reads "MAX." Max tries to restrain his smile, but it's spilling off his face.

Kasey thinks there must be a mistake. She berates Mr. Doyle. Kasey: "This isn't over." Mr. Doyle is unfazed. He nods and smiles discreetly at Max.

Olivia congratulates Max on getting the part. Olivia's also in the musical in a major accompanying role (one of the aunt's?).

MIDPOINT: Charlie meets Loretta for brunch with Claire. Max comes along because he's been suspended. Claire is happy to discover she has a granddaughter, and tells Maxine she's a beautiful little girl. Maxine doesn't hear this enough; she blushes.

Claire's son ERIC (40's) shows up to the birthday brunch, asking Claire for money (Claire never told them she had a real son). Eric is a lowlife. He lambasts Charlie and Loretta. "You think they care about you? They're actors, they don't give a shit." Charlie stands up for Claire. Loretta is impressed.

REEL 5

Charlie is cleaning up his APARTMENT, perhaps for the first time in a decade. Betty calls -- Charlie forwards it.

Charlie and Loretta go to try on outfits for the wedding, bond.

Charlie is with Max at Loretta's house, helping him rehearse. Max is trying on all sorts of old costumes and wigs that Charlie has acquired as an actor over the years. It's quite the fashion show.

Max asks Charlie if he'll come to the performance. Of course, Charlie says. Are you kidding?

Loretta arrives; she watches them rehearse from the doorway. Charlie is really good with Max.

RAY comes in, raining on their parade. And he's not too happy to see that Max is wearing a wig. Soon, Ray intimidates Charlie. Charlie takes a hit and tells Ray to leave. Ray leaves, but not without a few last scathing words.

Charlie, Loretta and Max eat delivery pizza. Max, troubled with his father.

In the middle of the night, Max breaks down. Charlie overhears him say to his mother: "What if the kids hate me as a girl?" Loretta's heart is broken. Charlie feels awful for this brave little dude.

Loretta and Charlie have a heart to heart about Maxine, love, life.

#### REEL 6

BACK at the POLICE DEPARTMENT, Charlie encourages Thomas to unleash all his pent up anger. Charlie needs to practice what he preaches. He's telling Thomas things he should apply to his own life.

Thomas lets out a tirade that impresses his staff. Before Charlie leaves the office, he and Thomas high five. One of the cops in the office says "Wasn't that the guy from the Herpes commercial?"

Charlie returns Betty's call.

Charlie's at the AUDITION OFFICE where we saw him at in the beginning of the story. He nails it this time. The casting agents commend him; he's gotten better at acting (at real life).

Charlie and Betty grab lunch downtown. Betty tells him the shooting dates. Wait wait wait -- Charlie can't make it to the first day. He promised Max he'd go to the musical. Betty can't believe what she's hearing. "A children's musical? Are you fucking kidding me? This is the opportunity you've been waiting for."

Charlie and Loretta dress to the nines, getting ready for Dennis's wedding. Loretta helps Charlie straighten his tie. They're getting closer.

Charlie doesn't tell Loretta about the acting gig he just scored.

AT THE WEDDING: Charlie delivers an excellent best man speech. Loretta sees his transformation. He's damn good at his job now.

FALSE ENDING: At the reception, Charlie dances with Loretta. They almost kiss.

Charlie sees Stephanie: turns out she's a friend of the bride. Stephanie is surprised that she didn't know Charlie was friends with Dennis. Charlie, a bit tipsy, doesn't introduce Loretta.

Stephanie comments on how good Charlie looks. And he does, compared to the disheveled guy we met in the beginning of the story. Stephanie heard that Charlie got the acting gig. News in the business travels fast. Loretta also hears this for the first time.

Loretta has a chat with Charlie; he tells her he's not going to be able to make it to Max's show. Loretta tells him she's happy for him that he got the gig; but her eyes betray her.

Stephanie and Charlie dance. She apologizes; she was meaning to return his calls. Yeah, right.

Stephanie and Charlie go home together. Loretta goes home, alone, and heartbroken.

LOW POINT: NEXT MORNING, Max shows up to Charlie's place. He forgot he had told Max they could rehearse that morning. A hungover Charlie tells Max he can't rehearse -- but Max isn't

there for rehearsal. Max heard that Charlie isn't coming to the performance anymore. He tells Charlie off and leaves. Stephanie says "who the hell was that?"

Loretta goes to pick Max up from school, but he isn't at his usual pick up spot.

In the OFFICE are Ms. Sharf, Mr. Harney, Kasey, her parents PATRICK and AMANDA (40's), and Mr. Doyle.

Mrs. Sharf explains to Loretta that RAY came by the school. He doesn't want Max to perform. Besides, Mrs. Sharf thinks it's the right choice. She's not sure whether "it's the kind of message we want to send. It's confusing to these impressionable young children."

Loretta is furious and lambasts Sharf. Sharf bites back, criticizing Loretta's "irresponsible" behavior as a parent; she can't believe she'd lie about Max's father. Little miss Kasey is smiling the whole way through.

Meanwhile, Mr. Doyle is at a loss for words -- and there's nothing he can do.

Loretta storms out.

Charlie comes to say goodbye to Max, but he's not around. Loretta tells him he's with his father. Charlie feels awful, but he's gotta get to the shoot. Loretta doesn't have much to say to him. She closes the door.

### ACT III

#### REEL 7

At the STUDIO: Charlie goes to the first day of shooting. Stephanie comes for support. She says something that Charlie and Loretta used to joke about obnoxious people saying. Like ordering a croissant with a French accent. Or something equally annoying.

Charlie doing make up, getting ready for lights, camera, action.

Charlie in his first scene; he pauses, something on his mind. In the middle of shooting, he LEAVES the set. Stephanie and the dumbstruck film crew watch him go.

(What compels Charlie into action when he's at the film shoot, finally gotten the gig he wanted? A word or phrase he hears? Something that reminds him of Maxine and his duty to her. Or something the director says that reminds him of the commercial he used to be in -- something to incite this action. Don't know what that is yet...)

Stephanie tries to stop him. Charlie tells he doesn't have time to explain now.

Charlie is stuck in traffic. He calls the police chief. Charlie: "Thomas. I need a favor."

Thomas picks Charlie up in a POLICE CRUISER. He's already looked up Ray's info. This guy's got a rap sheet. He has Ray's address. They rush to Ray's house.

RAY'S SHITTY HOUSE IN NEWARK: Charlie sneaks up, throws pebbles at the window. Max is in there. He opens the window.

Charlie apologizes for bailing on him. You were acting the whole time. "I'm not an actor." Charlie gives him some words he needs to hear. Charlie: "We can still make it to the show on time."

THE ESCAPE: Max climbs out the window, when RAY sees him from inside the living room. Oh-hell-no. Ray storms outside, shouts at Charlie, "You piece of shit. You pretended to be his fucking Dad?" Ray rolls up his sleeves, "This is going to be fun." Just before Ray decks Charlie --

Charlie TAZES Ray -- with Thomas's taser.

rethink taser? Maybe Ray just hits Charlie and then Thomas handcuffs him (or tazes him?)

OR -- Maybe Ray isn't so bad after all. He tells Charlie, he want Max to like him.

IN THE SPEEDING POLICE CAR, sirens blazing. Charlie gives Max his outfit -- a sweet 70's pink get up and blonde wig. Charlie asks Thomas "Anyway you could take care of a few parking tickets for me?"

Loretta is pulling out of her driveway.



IN LORETTA'S CAR, she looks in the rear view at the blue and red lights "What the hell?" It's Charlie, Max and Thomas.

Charlie and the gang, now with Loretta, make it to the auditorium. ON STAGE, Kasey is singing her little heart out to the ABBA tune "Mama Mia!" She's accompanied by STACEY (10) and Olivia. The show is almost over.

Charlie escorts Max backstage, where Mrs. Sharf and Principal Harney watch the show. Mrs. Sharf will not allow Max to go on stage. "You're not his father! I will have you arrested." Thomas is there. "That's not going to happen."

The curtains close for the finale. Principal Harney tells Mrs. Sharf she's out of line. Sharf is ballistic; Harney never stands up to her. "This is unacceptable! You think this is what's right? They're going to destroy him out there!"

Max gets ready; Doyle gives him a final touch on his make-up. Doyle tells Kasey "sit this one out." Kasey is furious. "My parents are going to sue you."

(rethink having Max replace Kasey -- or he shows up right when the show starts instead of the end? rethink climax -- too mean for Max to replace Kasey? She could perform as an accompanying role to add some conflict on stage? and Olivia allows Max to take her part? Olivia's parents pushed her into acting, she insists that Maxine take the part?)

CLIMAX: The BAND (guitar, bass and drums, and a few violins) begin playing ABBA'S "Dancing Queen." The curtain lifts. And there's Max in the spotlight, in all her womanly glory.

Max looks over at Charlie, remembering to relax. Finally, MAX becomes MAXINE -- and blows the audience away. Damn, that girl can sing!

A few gasps from the audience. After a moment Kasey rushes back to the stage and rips off Max's wig, shouting "She's a boy!" Maxine isn't fazed. She lets her real hair down.

Doyle closes the curtain on Kasey. "Oops."

IN THE AUDIENCE. Loretta is a proud mother. Kasey's parents walk out -- "what a disgrace." People begin to clap along.

Max finishes "Dancing Queen." After a moment, the crowd erupts.

(consider having story end here -- Charlie kisses Loretta, fade out.)

#### REEL 8

Charlie is still working at Cheer Up Inc? (I think so. That's more of a question for myself).

CLAIRE's funeral. The only people in attendance are Loretta and Charlie. It's a strange and bittersweet scene.

Charlie tells Loretta that he talked to Thomas. He's going to get that restraining order to go through so that Ray can't bother them again (unless Ray becomes a redemptive character).

Charlie and Loretta -- holding hands -- pick up Maxine after school.

AT SCHOOL PLAYGROUND, Maxine is talking with a few friends, including Olivia. Someone looks over at Charlie and Loretta and asks Maxine "Are those your parents?" Maxine smiles.

THE END.

#### THEMES

Charlie's entire existence is based on his self-image as a struggling actor. The universe is telling him to quit, but he marches on, a hero in his own mind. The thing Charlie has to learn is that it's okay to give up on your dreams if they get in the way of true happiness. Having a dream is great, but it's not romantic to torture oneself for the sake of that goal if you sacrifice all else in its pursuit. You will never be truly happy if that happiness depends upon some self-defined notion of success. Charlie undergoes a few reversals working for Cheer Up, Inc. He considers himself a "serious" actor, and acting for Cheer Up Inc. is an insult to that self image. But he realizes that this job IS important -- people's feelings are on the line. The midpoint shows us Charlie has a heart, as he's willing to defend his clients. He gets the gig he wanted in the end, but is forced to choose between his acting pursuits and helping make Max's dream come true. It's in choosing the latter that Charlie becomes a fully realized selfless individual. Charlie also comes to understand that Loretta is the one who is right for him.

Stephanie is attracted to Charlie the successful "actor," not Charlie the person, but Loretta all along loves people for who they are, not who they are supposed to be. This applies similarly to Max, who is not loved for who is by his father, Ray, but for who Ray wants him to be.

## Appendix D - Charlie at Alice's Place

INT. LEXUS - DAY

Charlie parks. Thinks. He rummages through the backseat, finds a small, gift wrapped box among the rubbish.

EXT. DOORWAY - NIGHT

Charlie fidgets in the doorway. He scratches his face, noticing the mustache, and peels it off as the door opens.

CHARLIE  
Happy birthday.

Charlie hands his sister ALICE (30's) the gift wrapped box.

INT. ALICE'S HOUSE - CONTINUOUS

The place is cramped, messy.

CHARLIE  
Sorry, I was working late.

ALICE  
It's okay, the roast's still cooking.

They approach Alice's husband, JONATHAN (30's), who wears an apron and a cooking mitt.

JONATHAN  
Hey Charlie, welcome.

ALICE  
We just need a few minutes. Why don't you go say hi to David? He's in his room.

INT. DAVID'S ROOM - NIGHT

ON THE TELEVISION: Disney's "Peter Pan." Charlie sits on a tiny bed, muttering lines under his breath. He's completely ignoring DAVID (6), who stands nearby holding a pillow sword. He wears a feather in his hair and war paint beneath his eyes. He stares at Charlie.

DAVID  
I'm a Lost Boy. Who are you?

CHARLIE  
You know who I am.

DAVID  
Who?

David winds up with his pillow sword.

CHARLIE  
Don't you dare, little man.

David hits Charlie's knee.

DAVID  
Who are you?

CHARLIE  
Zip it up, and turn it around.

David hits him repeatedly with the pillow sword.

DAVID  
(chanting)  
Who-are-you? Who-are-you?  
Who. Are. You?

He finally whacks Charlie across the face.

CHARLIE  
You're a Lost Boy, huh? Well I'm  
Peter Pan. You know why the Lost  
Boys never grew up?

DAVID  
Why?

CHARLIE

Because Peter Pan didn't let them.  
That's right. Peter killed the Lost  
Boys when they got too old. That's  
why they call it Never Never Land.  
You never never make it past puberty.  
So, how about you sit down, shut up  
and watch the movie before I go  
Peter Pan on your ass. Okay, Rufio?

David, shell shocked, sits down on the couch.

INT. ALICE'S HOUSE - NIGHT

Remnants of dinner cover the table. Alice and Jonathan walk  
Charlie to the door.

CHARLIE

It's a one hour court procedural.  
The protagonist, Dan Godfrey, he's  
this deeply flawed character.  
Someone I can really sink my teeth  
into.

JONATHAN

Good luck. Maybe next time we see  
you will be on Television.

CHARLIE

I can only hope.

Charlie's meaning flies over John's head.

ALICE

(to David)

Did you two have fun catching  
up tonight?

CHARLIE

We sure did, didn't we, bubba?

David nods, scared.

EXT. ALICE'S HOUSE - CONTINUOUS

Alice follows Charlie outside.

ALICE

Hey. I was wondering if you wanted to spend Thanksgiving with us. Aunt Barbara was going to come down from Poughkeepsie.

CHARLIE

She's still kicking, huh?

ALICE

Yes, she's alive. I think it'd be nice to be together as a family.

CHARLIE

Yeah.

ALICE

Is that a yes?

CHARLIE

I just don't know why we need to have this conversation right now. It's 5 months off.

Alice sighs.

CHARLIE (CONT'D)

What?

ALICE

I was afraid to ask. I mean god forbid you should commit to something...

CHARLIE

Glad to know you think so highly of me.

ALICE

I just worry about you. You're disconnected from the world. Don't

ALICE (CONT'D)  
you miss ...people?

CHARLIE  
I'm surrounded by people.

ALICE  
People who pay you, Charlie.

CHARLIE  
(ala Scarface)  
Well in this country, you gotta  
make the money first you know. What  
can I say?

Alice is not amused.

CHARLIE (CONT'D)  
Come on.

ALICE  
Thank you for that, Mr. Pacino. If  
you happen to see my brother  
around, would you tell him to call  
his sister? She misses him.

INT. ALICE'S HOUSE - DAY

Jonathan sits on the couch. He's looking at the shot glasses  
Charlie got Alice for her birthday. There's something written on  
the side:

JONATHAN  
"Jim and Tina: Two peas in a pod."

ALICE  
Who the fuck are Jim and Tina?



## Appendix E - Second Draft Outline

### Cheer Up, Charlie: Outline

#### CHARLIE

starts: selfish, alone, detached, fear of commitment -- doesn't show up for people. without sense of self/identity of his own.

ends: attached to people in his life, committed, knows who he is, fights for what's important.

#### MAXINE

starts: vulnerable and insecure but honest; knows who she is.

ends: recognized for who she is; more confidence/friends/family.

BOTH HAVE LEARNED TO ACT TO SURVIVE.

BOTH NEED TO BE WHO THEY ARE.

---

Charlie Toth always wanted to be an actor. As a kid, he admired Marlon Brando and James Dean. He'd put on shows for his parents, tackling *A Street Car Named Desire* at age 8. His mother thought it was cute. His father did too, until it continued on through High School, and eventually, the theater conservatory. His father, a working class brute from upstate New York, didn't approve. He never would. And just to prove his point, he'd never show up to a single show.

In the early days, Charlie had some success in small television roles and commercials. He even landed a few gigs in off-Broadway productions of Shakespeare. There he met Stephanie, and they fell in love. She would go on to Broadway stardom. Charlie watched in frustration as his career lagged behind. It never made sense; he dove head first into very character he played, worked harder and suffered more for a part than any of his peers. Stephanie always encouraged Charlie to "bring himself" to his roles, a criticism he heard often. There was arguably no better character actor out there, but in all of Charlie's auditions, something rang false. He had trouble connecting.

The years went by, and Stephanie wanted kids. She loved him dearly, but couldn't be with someone who could not commit to family. And the more lost he became in his career, the less she felt she knew him. She wished he'd take the same advice in life that he'd heard about his acting: be yourself. They divorced. Charlie knew it was his fault, that he allowed it to happen.

2 years later is where we find Charlie Toth. Looks like he's not doing too bad; he's started his own company, "Cheer Up Incorporated," hiring himself to play significant roles in

people's lives. And he's damn good at it. On any given day, Charlie provides sympathetic ears to stressed out executives, plays son to a woman whose children have left her in a nursing home, and recites best man speeches at weddings for people he's just met. But no one ever gets to know the real Charlie, because he's never himself long enough to allow that to happen. And he likes it that way. There's freedom in the life he's created. By avoiding connection, he can escape into the world of pretend, and never invest in anything genuine.

MAX (11); sixth grader. A brave and honest young boy, but he'd prefer if you didn't call him that. Ever since Max can remember, he felt like he was in the wrong body. As early as age 3, Max would correct his parents when they used masculine pronouns. Diagnosed with gender identity disorder at age 6, Max's parents knew something was different about their son when he'd unbutton his onesie and turn it into a dress. While the other boys played with trucks and action figures, Max, who now prefers MAXINE, was happier with Barbie dolls. At age four he asked his mother, "When do I get to be a girl?"

After Loretta and Ray's relationship fell apart, she wanted a fresh start. She moved across town and enrolled Max in a new school. But the school's conservative vice principal, Ms. Sharf, insists that Max's desire to dress as a girl is creating a dysfunctional school environment and should be prohibited. Principal Harney is a decent guy, but has a tendency to bow to the overzealous Ms. Sharf. Max gets in frequent trouble for expressing her womanhood at school, where bullying is the order of the day. Max finds solace in the theater department, particularly with Mr Doyle, the drama teacher with a penchant for ABBA.

Max's gender identity caused incredible strain on his parents relationship. Not that they weren't dysfunctional already. Loretta stood up for her Max. Ray was of a different opinion. For years, it was denial. When that wore off, it was anger. Ray never accepted that his son was more interested in ballet than baseball. Calling Max "she" was simply out of the question.

Behind Ray's back, Loretta would take Max shopping for girls clothes, allowing him to have "girl time" when his father was at work. But when Ray caught on a couple years back, he felt betrayed. A confrontation one day exploded, and Loretta and Max were gone. But Ray's determined, holding out hope of molding Max into the boy he wants him to be. He resents Loretta for playing along with Max's "fantasies," and blames her for enabling him. Loretta is exhausted. She wants Max to be herself, but also is sick of all the trouble it's caused, and wants Max to get through the school year.

And this is where our story begins...

## Cheer Up, Charlie

The hardest role of all ...

was being himself.

### ACT 1

Ordinary world:

- Charlie (38), playing various roles in people's lives (husband to lesbian whose parents are visiting, son to Claire, best man at wedding). Reveal that he's an actor. He's great at his job -- shows a broad range of emotions and characters and jumps between them with ease.
- Charlie talks to his agent Betty about a big TV audition the next day. Betty reminds him of his sister's birthday party.
- Charlie at his sister's house for b-day; Charlie almost makes her son David (7) cry. He's not good with kids. Sister gives him a hard time about being isolated -- and too old to be alone. Charlie defends himself: he's not alone, he's surrounded.
- Maxine (11) applying make-up, singing Mama Mia; reveal that Maxine is actually Max.
- Loretta (40) is having trouble with Max -- they cannot get kicked out of this school. She wants Maxine to try to get through the school year. Loretta gives Max some lip gloss as a compromise.
- At school, Kasey (11) sings an annoyingly flawless rendition of a Mama Mia tune. Max auditions for the role of Sam. Doesn't go well--he can't sing confidently as a boy. Students laugh, heckle him.
- Mr. Doyle (drama teacher) tells Max he can try again next week.
- At home, Max looks up "I want to be someone else" on Google. Going through the results, he stumbles upon "Cheer Up. Inc..." Watches short video on website.
- Max at school next day. Olivia gives her a butterfly tattoo. Max applies tattoo in the girls bathroom, when Kasey and friends storm in, snapping photos. In the hall outside bathroom, students laugh at Max.
- Ms. Sharf takes Max to her office -- I'm calling your mother. She's at work ...What about your dad?

## **Inciting Incident**

- Betty tells Charlie that a new client wants him to play a father to pick daughter up at school. Charlie hates playing parents, but he'll do it -- he's got an opening before his audition.
- Charlie plays father to Maxine, and is surprised to find out she's actually a boy. Throws him off a bit, but he recovers. Ms. Sharf tells Charlie that Max is suspended for the rest of week -- and there cannot be anymore incidents, or he will be kicked out of school. Max takes note of how well Charlie performs the part.
- After meeting, Maxine tells Charlie "we're not at school anymore, you can stop acting." Maxine has Charlie's cash at home. Charlie, annoyed, drives her home to collect his money.
- Max gives Charlie money. Max says it's her allowance (or her grandma died, and this is the inheritance money). Max tells Charlie he's an actor, too. Max questions Charlie about his acting career. Tries to have a "real" conversation with him. But it's too real for Charlie. He diverts the conversation. Good luck, kid.
- Charlie goes to his audition -- doesn't get the part because he "can't connect." Betty tells him the director is willing to give him a lesser role in the show; Charlie's disappointed, but agrees.
- Loretta finds out Maxine hired an actor to play her dad.
- Loretta goes to Charlie's house; berates him for taking a child's allowance money.

## **30 minute -- act 1 break.**

- Loretta realizes she needs Charlie to keep up the dad facade at school and attend the parent teacher conference. Charlie agrees to do the gig -- on his own terms.

## **ACT 2**

- Charlie gets another gig; playing best man to Dennis, a shy police officer. Dennis and Charlie go on a "man date" in Central Park.
- Charlie practices for his new TV role, when Maxine shows up. He tells Charlie they need to rehearse to be more believable. Charlie tells Maxine to leave, worried that

Loretta will freak that she's at his house. Maxine convinces Charlie to take her to the movies.

- At the theater, Charlie and Maxine run into Stephanie, Charlie's ex. He lies, telling her that he is Maxine's mentor from the "Little Friends, Big Dreams Foundation." Maxine embarrasses Charlie by telling her that Charlie told her that Stephanie was an actress, and that he has pictures of her in his house.
- Maxine is excited about meeting Stephanie. She asks Charlie for acting lessons, which he declines.
- Charlie goes to tech rehearsal for the TV show; Larry Dumphy, the actor who landed the role Charlie wanted originally, is a pain in the ass on set.
- Charlie goes to rehearse at Loretta's place of work, the "Not For Sale Foundation," a company that raises money to end human slavery. Loretta challenges Charlie about Cheer Up, Inc., accusing him of exploiting his clients. Charlie defends himself and his company, surprisingly eloquently.
- Charlie, Maxine and Loretta rehearse when Ray shows up. Ray asks who Charlie is. Charlie balks, then: I'm his acting teacher. From school. Max tells his dad he has to rehearse. Ray leaves. Max is on the verge of tears -- seeing his dad is tough. Charlie feels bad for this brave little dude.
- Charlie realizes he's late to tech rehearsal. When he arrives, Hugo, the director, is upset. Betty reminds Charlie to get his shit together, unless he wants to play make believe with children and geriatrics the rest of his life.
- Loretta asks Charlie if he can pick Maxine up from school because she's sick. Charlie does so. At school, he witnesses Maxine get bullied again by Kasey, and flicks her off. Maxine tells Charlie that she lied about being sick. Charlie tries to scold her about lying, but it sounds silly coming from him -- a guy who lies for a living.

## **MIDPOINTISH**

- Feeling sorry for Maxine about the bullying (and probably out of his own loneliness) Charlie decides to give Maxine that acting lesson she wanted.
- Max rehearsing for the role of Sam. Isn't going well. Charlie asks him if he even really wants this role. No -- Maxine wants to play Donna. But the school won't even let him use the girls bathroom, and his father would kill him if he found out. They bond over their disapproving fathers. Charlie shows Max pictures of him in his high school

yearbook. he won “most likely to ...” for half of the categories. There’s also a picture of young Charlie in green tights, in some High school play. His father never showed up to a single one. Charlie tells Max: “you’re too young to compromise, go for the role you want.” Maxine tries again as Donna -- and nails it.

- MATCH CUT to the school auditorium, where Max is auditioning for the role of Donna. Mr Doyle is impressed. Charlie high fives Max outside of the audition.
- The next day, the results are posted on the wall. Max got the part of Donna. Olivia and Kasey get the role of the aunts. Kasey confronts Mr. Doyle, upset that she didn’t get Donna, and that Max, a boy, is getting the part.
- Charlie takes Maxine out to celebrate. They go to a movie and get her ear pierced.
- Loretta is upset when she finds out that Maxine got the female part. She blames Charlie for encouraging her. Maxine defends Charlie -- he didn’t do anything wrong -- at least he encourages her to fight for what she wants. Loretta realizes she may be in the wrong here.
- Loretta thanks Charlie for giving Maxine lessons. But she doesn’t feel comfortable letting him do it for free. She insists on paying. Charlie tells her there is something she can do...
- Charlie brings Max and Loretta to a gig with Claire. Loretta and Maxine are totally being themselves at the gig, which makes Charlie a bit uncomfortable. Claire is happy to have such a beautiful granddaughter. Claire tells Maxine she will come to see her show. Claire’s son ERIC shows up. Charlie thought she didn’t have kids... Eric realizes what’s going on, knows his mother has been using this service. Don’t give them any more of your money. Charlie has to break character to stand up for Claire. Loretta is impressed with him.
- Charlie encourages Dennis to pull someone over whom they saw speeding. Dennis, new to the force and afraid of confrontation, gives his first traffic ticket with the help of Charlie.
- At rehearsal, Larry Dumphy is late, and Charlie seizes the opportunity to roll the scene without him. Hugo notices how well Charlie played the part. (Charlie is fighting now for the role he wants, too).
- Charlie rehearses with Maxine, practicing different emotions. Will you come to the show? Charlie says of course he will.

- Ray shows up -- sees Maxine dancing around in drag. A fight implodes, Ray pushes Charlie to the ground. Ray seems to know he's gone too far, but hides it. He leaves, embarrassed and upset.
- Maxine cries in her room -- "what if they hate me as a girl?" Loretta gives her some words of encouragement -- you know who you are, and that scares some people, etc.
- Loretta and Charlie discuss Maxine, Ray, transgenderism, acting. She falls asleep on his shoulder. Max watches, happily.
- Charlie goes home, sleeps alone.
- Betty calls, tells Charlie that Hugo is firing Larry and hiring Charlie on for the part he wanted. This presents a problem: he'll need to commit himself full time to the TV show, and stop seeing his Cheer Up clients.
- Charlie invites Loretta to Dennis's wedding. Loretta and Charlie are getting closer. Charlie gives a great best man speech for Dennis. Charlie tells Loretta that he got the gig he wanted; she asks him if this means that he'll stop doing Cheer Up; he knows the answer, but tells her he's not sure.
- At the ceremony, Dennis asks Charlie if he wants to hang out outside of Cheer Up, Inc sometime. Charlie gives him a half-assed answer. Loretta sees this, worries that Charlie will just as easily turn his back on Maxine. When they get back to her place, she doesn't invite him inside.
- Charlie meets with Stephanie. She tells him she and new boyfriend Doug are getting married. Charlie tells her that after they split up, he started Cheer Up, Inc. Perhaps inspired by Maxine, Charlie comes clean with Stephanie: Maxine was a client, and not a mentee. Stephanie tells him that she thinks Cheer Up is a convenient way for him to have family relationships while avoiding real emotional commitment. This comment hits a little too close to home for Charlie.

### **Low Point**

- Loretta gets called into school; Ray came by, and found out that Charlie was playing Maxine's dad. Sharf discovers that Mr. Doyle (drama teacher) allowed Maxine to get the female role of Donna as well. Ray has taken Maxine for the weekend, and Ms. Sharf is now not allowing Maxine to be in the school musical. Loretta tells Sharf off and storms out.

- Loretta, hysterical, goes to Charlie's to tell him the news of Max. Charlie, in effect, tells her it's not his problem. Loretta curses Charlie, and herself for thinking he ever gave a shit about his clients.

### ACT 3

- Charlie begins his new life as TV actor. When Max is out with Ray one afternoon he runs into Charlie and asks him if any of it was real, or if he had just pretended to like him and his mom. Charlie claims that Maxine doesn't even know him, and that he is just an actor. We can see the effect this has deep down inside Charlie; he feels bad, but has a job to do.
- Charlie goes to the big day; filming the pilot of the show. In the middle of his dialogue, he walks off set, much to the befuddlement of the cast and crew.
- Charlie calls Dennis -- I need a favor. Dennis picks Charlie up and goes to Ray's house. Charlie makes up with Maxine, and helps her escape. Maxine crawls through the window, when Ray sees her. He gives chase and spots Charlie. Dennis comes to the rescue, telling Ray he must "take them downtown to corroborate their stories." Ray sees the Mama Mia! costume in the back of the car, and follows after them.
- Charlie, Loretta, Max and Dennis to pick Loretta up get to school. Loretta helps Maxine change into his costume. It's showtime...
- After a confrontation with Ms. Sharf, Mr. Doyle, and Principal Harney, Maxine gets on stage. She performs "Dancing Queen." Kasey pulls Maxine's wig off -- "she's a boy!" Maxine isn't phased. She lets her real hair down and keeps going. Ray shows up, sees how happy Max is as a girl on stage, and bobs his head to the music...

### **Resolution**

- Charlie hosts a birthday party for Maxine. Everyone is there; Charlie's family, Dennis and his wife, Maxine and her friends, Claire; even Ray shows up. Maxine is no longer wearing wigs, but has grown her hair out, and Ray and Charlie have established some working rapport.
- We end on Charlie, Loretta and Maxine, a new happy family, walking together in central park; once they leave the frame, we watch family after family pass us by; mixed families, single parent families, adoptive families, same sex parents; each unique and beautiful in its own way.

THE END



**Appendix F - Two Versions: Charlie and Loretta Discuss Cheer Up., Inc.**

**ROUGH DRAFT**

INT. DINER - DAY

Loretta kisses Maxine on the forehead. Maxine puts headphones in and walks to the bar.

LORETTA

I think I've seen you in something.  
What was it?

CHARLIE

I've been in a lot of stuff.  
Can I be honest with you?

Loretta is all ears.

CHARLIE (CONT'D)

Who are these people who use this service? Are they all nuts? And how about us, we're no better, you know, sitting there lying to their faces, playing along with their deluded fantasies.

Loretta studies him, nodding her head.

CHARLIE (CONT'D)

The whole thing just seems a little pathetic.

LORETTA

Why is it pathetic? You never wished you had someone who wasn't there? You never been lonely?

Charlie, put on the spot now, shifts in his seat.

**SECOND DRAFT**

INT. NOT FOR SALE FOUNDATION - DAY

Charlie sits at the desk opposite Loretta.

CHARLIE

So, how's the old ending  
slave biz going? Changing the  
world one phone call at a time?

LORETTA

Yes, actually. Each donation  
helps prevent an innocent person,  
usually a child, from being taken  
advantage of by manipulative  
assholes. Something you're  
familiar with.

CHARLIE

What's that supposed to mean?

LORETTA

You profit on the weak and  
vulnerable. Not unlike the people  
we try to fight everyday.

CHARLIE

I think you misunderstand what  
it is I do.

LORETTA

Yeah? Why don't you explain it me?

Charlie pauses.

CHARLIE

Once upon a time, someone told a  
lie. That lie started off harmless  
enough. But it snowballed. Now,  
everyone believes it. Sometimes my  
clients begin to believe it  
themselves. And if that lie were to  
be exposed, their world would burst  
at the seams. That's what I do

CHARLIE (CONT'D)

Keep the seams together.

LORETTA

You help maintain the lies of  
desperate people.

CHARLIE

Some of them are desperate, sure.  
Some just want to be reminded that  
they still exist.

LORETTA

That's a very romantic narrative  
you've crafted there, but I think a  
lot of people would call it  
...emotional exploitation?

CHARLIE

Why is it exploitation? You never  
wished you had someone who wasn't  
there? You've never been lonely?

Loretta's eyes betray her. Max pops in, holding a paper bag.

MAX

Hi.

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