

First Runner Up

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FADE IN:

EXT. DOWNTOWN DULUTH - DAY - 25 YEARS AGO

The red, white and blue decorated streets of Duluth, MN are bustling with townsfolk and tourists. They have all gathered on Main Street for the annual Fourth of July Parade.

Hours before the start of the parade people have set up their lawn chairs to claim their prime spots.

Front and center are two ten year old girls, AUDREY and MAXINE. The best friends are wide eyed, ready and waiting.

The parade starts with the MAYOR leading the Duluth High School Band down the street past the jubilant spectators.

Floats, dance troupes, costumed characters throwing candy, all move by as Audrey and Maxine watch in wonder.

And then the moment the two of them have been waiting for... sitting high atop a festooned float comes the reigning Miss Duluth.

As she waves to her adoring crowd Miss Duluth makes eye contact with Maxine.

She tosses her a rose from her bouquet and Maxine catches it.

AUDREY

Maxine! That's a sign.

MAXINE

Do you think so, Audrey? Do you think one day I could be Miss Duluth?

AUDREY

I think we can be anything we want to be.

EXT. BAYFRONT FESTIVAL PARK - STAGE - DAY - EIGHT YEARS LATER

Today Bayfront Festival Park plays host to the annual Miss Duluth Pageant.

Audrey and Maxine, now young adults and the final two contestants in the Miss Duluth Pageant, stand on stage clutching each other. They are pulling for themselves as much as for each other.

Maxine is decked out in a confection of a dress. If you were in a beauty pageant this is the dress you want.

Audrey appears classic and timeless in a simple jersey dress that delicately drapes over her shoulder.

In the audience is Audrey's boyfriend ZACH STOFER.

The tuxedoed HOST opens the envelope.

HOST
And, the first runner-up is...
(a beat)
Audrey Sorenson.

The capacity crowd bursts into applause.

Maxine's hands shake as they come to her mouth.

HOST (CONT'D)
That means Maxine Rumson is our new
Miss Duluth.

Audrey and Maxine hug each other.

MAXINE
I was sure you were going to win.

AUDREY
(sincerely)
If it's not me, I'm happy it's you.

Audrey is handed a meager spray of wildflowers indigenous to the region.

Maxine is given a lavish bouquet of roses.

MAXINE
This is the best day of my life.

A twinkling rhinestone tiara is placed on Maxine's head.

Audrey stands there like an afterthought. Now that the attention is not on her, what the hell is she supposed to do?

She is escorted to stage left. She looks out into the crowd and sees Zach clapping wildly for her.

ZACH
(mouthing to Audrey)
I love you.

As Maxine takes her stroll down the runway, she waves to her adoring hometown crowd.

The bright light from hundreds of flashbulbs illuminate her already glowing face.

Behind her, in the corner of the stage, Audrey watches.

Her smile begins to fade and the all too familiar look of "why couldn't that be me" creeps over her face.

Maxine stands at the end of the runway, blowing kisses.

Above her hangs a huge banner reading: "THE MISS DULUTH PAGEANT SPONSORED BY FRANCINE'S FRESH FISH HUT".

EXT. FRANCINE'S FRESH FISH HUT - LATER THAT DAY

Francine's Fresh Fish Hut is surrounded by fire trucks as it burns to the ground.

EXT. DOWNTOWN DULUTH - DAY - ONE YEAR LATER

A banner is being raised between two streetlights. It reads: "THE MISS DULUTH PAGEANT SPONSORED BY ALL BEEF PATTY'S RESTAURANT".

EXT. ALL BEEF PATTY'S RESTAURANT - DAY

Two people walk up to the door but are turned away by a sign reading: "DUE TO A BREAKOUT OF E. COLI THIS RESTAURANT IS CLOSED BY ORDER OF THE U.S. DEPARTMENT OF HEALTH".

EXT. DOWNTOWN DULUTH - DAY

The banner is coming down.

EXT. DOWNTOWN DULUTH - DAY - ONE YEAR LATER

A banner is being raised between two streetlights. On it is a photo of BRETT HALVERSON. It reads: "THE MISS DULUTH PAGEANT SPONSORED BY BRETT HALVERSON LAW OFFICE"

EXT. BRETT HALVERSON LAW OFFICE - DAY

Brett Halverson is being led away in handcuffs by an OFFICER.

OFFICER

Mr. Halverson, you are hereby charged with eleven counts of theft by swindle, six counts of embezzlement and seventeen count of returning previously worn suits to Men's Wearhouse.

EXT. DOWNTOWN DULUTH - DAY

The banner is coming down.

INT. MISS DULUTH HEADQUARTERS - DAY

LILLIAN BARRETT, the pageant coordinator, is sitting at the head of a table surrounded by committee members, LORRAINE and JUSTIN, as well as Audrey and Maxine.

LILLIAN

Due to the recent incarceration of our latest sponsor combined with last year's E. Coli outbreak at All Beef Patty's and the previous year's grease fire at Francine's Fresh Fish Hut...

JUSTIN

Grease fire? I thought it was struck by lightning?

LORRAINE

It was. The lightning strike is what started the grease fire.

LILLIAN

If I may continue. With this series of unfortunate events the local businesses are now under the delusion that there is some sort of curse when it comes to sponsoring the Miss Duluth Pageant.

LORAINNE

It is like we are the first leper in the colony: No one will touch us or give us a hand.

LILLIAN

That leaves us no choice but to completely suspend the Miss Duluth Pageant until we find a sponsor not affected by silly superstition.

She knocks on the wooden table.

LILLIAN (CONT'D)
 Hopefully we will find someone in
 time for next year but for now
 Maxine you will continue your reign
 as Miss Duluth.

Maxine and Audrey look at each other and smile.

LILLIAN (CONT'D)
 And Audrey you will remain the
 first runner-up.

AUDREY
 What now?

LILLIAN
 You will be the first runner-up.
 Indefinitely.

As the shock of that notion seeps into Audrey's head, her
 smile droops.

Maxine continues to smile.

EXT. GROCERY STORE - DAY - ONE YEAR LATER

Maxine is surrounded by a crowd. She is holding a giant pair
 of scissors preparing to cut the grand opening ribbon.

Audrey is in the crowd with Zach cheering along.

A flash goes off.

EXT. SORENSON'S HOUSE - BACKYARD - NIGHT - ONE YEAR AFTER
 THAT

A sign hanging on the house reads; "GOOD BYE AUDREY. DRESS
 FOR SUCCESS".

Audrey is wearing a Fashion Institute of Technology
 sweatshirt. Maxine has one arm around her while the other
 points to the logo as they pose for a picture.

Audrey motions for Zach to join them.

He comes over and gives Audrey a big ol' kiss.

Audrey's eyes well up. Zach wipes the tear from her eye.

A flash goes off.

EXT. A DAIRY QUEEN - DAY - ONE YEAR AFTER THAT

Maxine is surrounded by a crowd. She is holding a giant pair of scissors preparing to cut the grand opening ribbon.

Audrey is in the crowd clapping politely.

Zach is eating a blizzard and offers Audrey a bite.

A flash goes off.

INT. FASHION INSTITUTE OF TECHNOLOGY - DAY - TWO YEARS AFTER THAT

Audrey is on stage receiving her diploma. She waves to Zach in the audience.

Maxine is seated next to him and claps wildly.

A flash goes off.

EXT. STRIP MALL - DAY - TWO YEARS AFTER THAT

Maxine is surrounded by a crowd. She is holding a giant pair of scissors preparing to cut the grand opening ribbon.

Zach is in the crowd but Audrey is not.

A flash goes off.

INT. SET OF "PROJECT RUNWAY" - DAY - TWO YEARS AFTER THAT

Audrey is on stage next to another contestant, ANNA LEFFRING.

Standing alongside each of them is their respective MODELS wearing their signature looks.

Audrey's look is yet another take on the dress she wore in the Miss Duluth Pageant.

KARLI KLOSS along with BRANDON MAXWELL and NINA GARCIA are seated looking at them.

KARLI

(to Audrey)

Audrey, your designs were
effortless, clean and versatile.

(to both)

But there can only be one winner.
And the winner of Project Runway
is...

Audrey fidgets nervously but smiles.

KARLI (CONT'D)
Anna Leffring!

Audrey claps. She's been here before.

A flash goes off.

EXT. CAR DEALERSHIP - DAY - TWO YEARS AFTER THAT

Maxine is surrounded by a crowd. She is holding a giant pair of scissors preparing to cut the grand opening ribbon.

A flash goes off.

INT. PHOTO STUDIO - DAY - TWO YEARS AFTER THAT

A MODEL stands in the middle of the studio wearing Audrey's "Dozen Dress". It is yet another take on Audrey's Miss Duluth dress.

A PHOTOGRAPHER is snapping pictures as Audrey shows the dozen different ways it can be worn.

A flash goes off.

INT. DULUTH AIRPORT - COFFEE SHOP - DAY - PRESENT

Maxine is surrounded by a crowd. She is holding a giant pair of scissors preparing to cut the grand opening ribbon.

Before she does she looks down at the rack of magazines. Front and center is Inc. and on the cover is Audrey surrounded by models wearing The Dozen Dress.

A flash goes off.

INT. QVC STUDIOS - DAY - PRESENT

Audrey is being interviewed on QVC by the hostess, DENISE.

There are two mannequins each dressed in a different color that The Dozen Dress comes in. Audrey wraps and drapes the fabric to show a new version of the dress.

AUDREY
(in mid pitch)
... when I first designed the dress
it was meant to be more formal.
(MORE)

AUDREY (CONT'D)

Then I realized that wearing it for only one occasion was not the thriftiest thing to do. I mean aren't we all on a budget?

DENISE

Just to keep going with that, I understand that the idea for The Dozen Dress is based on one that you actually only wore once.

AUDREY

That is correct. I spent the money on the fabric and the time to make it and then after only wearing it that one time I thought "Well, that was kind of wasteful."

DENISE

What was the big event?

AUDREY

Oh, well. It really wasn't that big of an event.

DENISE

Are you kidding me? That one dress and the one time you wore it totally changed your life.

AUDREY

Uh, um, well. Yes it was...

DENISE

Come on. We all want to know what this crowning moment was.

Audrey REALLY doesn't want to answer this question, but she is on live television.

AUDREY

(hesitantly)

I was in a beauty pageant. And to be clear I don't consider myself a beauty. I was hoping to score the prize money.

DENISE

A beauty pageant! How did you do?

AUDREY

I didn't win.

DENISE

Oh. Too bad. Did you come close?

AUDREY

I was first runner-up.

DENISE

First runner-up. That is awesome!

AUDREY

You would think so, wouldn't you.

Something on the prompter catches Denise's eye.

DENISE

I'll tell you what is awesome. We have just sold out of The Dozen Dress. All colors, all sizes, all are officially sold out.

As the camera shifts from a two shot to a close on Denise, Audrey looks past the cameras to her assistant, ANDY, who is waiting in the wings. He smiles and gives her two enthusiastic thumbs up.

INT. QVC STUDIOS - A MOMENT LATER

Audrey removes her mic as Andy effusively gets her up to date.

ANDY

OMG, QVC across the USA! You are a BFD my B.O.S.S.

AUDREY

What does bee-oh-ess-ess mean?

ANDY

Boss.

AUDREY

Quit texting me with your mouth, Andy, I swear I will lose my flippin' mind.

ANDY

O.K.

Audrey shoots him a look.

ANDY (CONT'D)

Okay, is a word, okay?

Audrey shakes her head, smiling.

ANDY (CONT'D)
Okay, you have messages.

Andy refers to a pad of paper.

ANDY (CONT'D)
Your mom called. She was watching.
She said you did a great job. You
looked and sounded very
professional. But your top came
down way too low.

AUDREY
That's my mom. She thought my
communion dress was too revealing.

ANDY
How can a communion dress be too
revealing?

AUDREY
The turtleneck collar was made of a
sheer fabric.

ANDY
Jesus.

AUDREY
Keep going.

ANDY
She also said she thinks your dad
has the flesh eating bacteria.

AUDREY
Did she say what she based this on?

ANDY
She saw it on the TODAY show this
morning.

AUDREY
I'll call her later. I'm sure the
flesh eating bacteria will not have
devoured my father before lunch
time. Next?

ANDY
J. Crew called and wanted to know
what you thought of the last offer.

AUDREY

It's good. And they are definitely making it hard to say no.

ANDY

Then make it easy on yourself and say yes.

AUDREY

Mmmm, I don't know. I need to think about it. This little company has been all I've had for forever. It's my baby. My only child. If I sell it I'm an empty nester.

ANDY

But eventually you will have to stop feeding this baby your regurgitated worms and let it fly.

AUDREY

Gross. Anything else?

ANDY

Last thing. Maxine called.

AUDREY

Maxine? Why would she be calling? We haven't spoke in months.

ANDY

I was wondering that too, so just for funzies I googled and...

Andy hands his phone over to her.

ANDY (CONT'D)

Maybe you should read this.

CLOSE ON:

There is an article in The Daily Beast. The headline reads: "Long Did She Reign." With the article is a picture of Maxine then and now, wearing her Miss Duluth sash and crown.

Before you know it, Audrey has her phone up to her ear.

AUDREY

Hey, Maxine! What's up?

EXT. QVC STUDIOS PARKING LOT - DAY

Audrey is running through the parking lot. Andy follows in hot pursuit.

AUDREY

I'll need you to clear out the last two weeks of the month and check on flights to Duluth.

ANDY

Great! You decided to head home for a little quality family time.

AUDREY

Oh, yeah. Family time. Right. Yeah, no. It is on! It is back on! It is on, on! The Miss Duluth Pageant is back on!

ANDY

Yeah I got that. I read the article.

AUDREY

They want me to be a judge! I have to go!

Andy stops Audrey.

ANDY

Oh my God! Really Audrey. You cannot be serious. You just sold out your line at QVC, you got J. Crew offering to buy your company, you have me who's job among other things is to make sure you don't see any "Great British Bake Off" spoilers and you want to put all that on pause because of a pageant? And I know what you're going to say,

(mockingly)

"Andy. This is not just a beauty pageant. For years I have been first runner-up, second best. I would love to get this monkey off my back." Well, screw the monkey. Screw that tree dwelling, pants-less, poop throwing, Ebola spreading howler monkey.

AUDREY

Ebola was spread by bats.

ANDY

Whatever. You should be ignoring the monkey and instead focus on the life altering, eight hundred pound gorilla called J. Crew banging its hairy chest in front of you.

AUDREY

Andy, trust me. I haven't gone bananas. I need to first deal with the monkey so I can focus on the gorilla.

(she puts an arm around
Andy)

Do you get it, Doctor Zaius?

ANDY

Get your paws off of me, you damn dirty ape.

INT. DULUTH AIRPORT - DAY

Audrey is walking through the terminal. She pulls the neck pillow from her neck.

In a desperate attempt to pull herself together she stops, bends over, and whips her hair back. She does this several times until she makes herself dizzy.

She glances around looking for Maxine. It is never difficult to spot Maxine in a crowd. And it is especially easy to spot Maxine when she is wearing her crown and Miss Duluth sash in the Duluth airport.

MAXINE

Audrey! Over here!

Audrey takes a good look at Maxine. Her hair is perfect. Her lips are glossed. In a word, Maxine is flawless.

Audrey smiles a Miss Duluth Pageant smile and makes a bee line to her old friend.

AUDREY

Maxine!

They give each other a big hug.

Audrey pulls away and eyes Maxine up and down.

AUDREY (CONT'D)

Wow! Crown. Sash. Did you think I wouldn't recognize you?

MAXINE

Oh this. I have to wear this whenever I am on official business and picking up a judge for the pageant is pretty darn official.

AUDREY

Well, you look great.

MAXINE

So do you.

AUDREY

Ugh, no. Look at me. I fell asleep on the plane. I must look a mess.

MAXINE

Ok, good. I was a little worried. When I first saw you, it looked like you had the flu. You can fix yourself in the car. I'll drive slow. Really slow.

INT. MAXINE'S CONVERTIBLE - DAY

MAXINE

The new Mayor made it her mission to find a sponsor and start up the Miss Duluth Pageant again.

AUDREY

Surely the new mayor had other policies she was passionate about.

MAXINE

She did, but in my eyes the pageant is a huge publicity stunt. I think she wants to be governor and this is giving her the attention she needs. I didn't vote for her. I voted for Mayor Fox. He kept things the way I like them.

AUDREY

They say change is good.

MAXINE

It depends on what's changing. Underwear is important. Mascara every six months. Your date of birth on your profile page. But this new gal is way too heavy into renovation.

EXT. LIQUOR STORE - DAY

Their car pulls into the parking lot of a liquor store.

They exit the car.

Maxine has yet to remove her crown and sash.

MAXINE

Mayor Fox only lost the election
because he loved animals.

AUDREY

How could that ruin a campaign?

MAXINE

Well, he covered himself with salt
and went out looking for deer.

AUDREY

That's disgusting.

MAXINE

Maybe, but this is America. People
should be allowed to live their
life as they choose.

AUDREY

Yeah, but, not as a lollipop for
Bambi.

MAXINE

He was still a good mayor.

AUDREY

So after all this time who did they
finally find brave enough to
sponsor this thing? Aren't they
worried about the curse?

MAXINE

Actually, he thinks it'll be good
for business.

The automatic doors glide open and the girls walk through.

EXT. BAYFRONT FESTIVAL PARK - STAGE - DAY

A new banner is being hoisted above the stage.

It reads: "THE MISS DULUTH PAGEANT SPONSORED BY BURKE FUNERAL
HOME".

A dark suited man watches as the banner is put into place.

He is KEVIN BURKE, undertaker and sponsor of the Miss Duluth Pageant.

He speaks in a slow whisper.

KEVIN

That's nice. Very nice.

INT. LIQUOR STORE - DAY

The two are perusing the well stocked shelves.

Audrey picks up a six pack of beer.

AUDREY

Is this any good?

MAXINE

I wouldn't know. I don't drink beer.

AUDREY

You drink beer. You drink a lot of beer.

MAXINE

Not anymore. Right after I called off my engagement to Joel I put on a ton of weight. All of it in beer. I was living in my yoga pants even though I wasn't taking yoga. My fitbit was step-shaming me. People started to tell me I looked good with a fuller face.

AUDREY

Please, Maxine. We all gain a little weight as we age. I mean I designed a dress that stretches for a reason.

Audrey puts the six pack back, and picks up a pack of light beer.

AUDREY (CONT'D)

What about light beer?

MAXINE

I've lost the weight.

AUDREY

Great. And you lost that loser of a fiancée.

MAXINE

I still fit into the gown I wore in the pageant.

AUDREY

Maxine, you look great.

MAXINE

(confidently)
I know.

INT. LIQUOR STORE - DAY

Audrey is placing her beer on the checkout counter when she is tapped on the shoulder by MRS. GILDNER.

She turns around and recognizes the woman who tapped her.

AUDREY

Mrs. Gildner! How are you?

MRS. GILDNER

Good, good. I guess I don't have to ask you that.

She faux-models The Dozen Dress she is wearing.

CASHIER

(to Audrey)
That'll be forty-two-fifty.

AUDREY

(to cashier)
Add hers in.

MRS. GILDNER

You don't have to do that.

AUDREY

It's my pleasure.

As Audrey hands over her platinum card, Maxine walks up next to them.

MRS. GILDNER

Hello, Maxine. Did you see who's back in town?

MAXINE

Audrey's back in town to judge the Miss Duluth Pageant.

MRS. GILDNER

Well, sure.

(turning to Audrey)

It's only fair that after all these years of waiting around for Maxine not to be able to perform her duties as Miss Duluth, thus allowing the first runner-up to take over, they finally found something for you to do.

Audrey is shrinking like a violet.

MRS. GILDNER (CONT'D)

Right, Audrey?

AUDREY

You have no idea how much I'm looking forward to this pageant.

She hands Mrs. Gildner her complimentary booze.

MRS. GILDNER

Of course, it's not like being on stage like Maxine, here.

AUDREY

No. No, it's not.

Audrey leads the way as the threesome leaves the counter.

MRS. GILDNER

(to Maxine)

You are going to be on stage, aren't you?

MAXINE

I sure am.

MRS. GILDNER

Boy, that's gotta be exciting. Right, Audrey?

Audrey is the first one out the door.

EXT. LIQUOR STORE - DAY

Audrey and Maxine wave goodbye to Mrs. Gildner as they get into the car.

MAXINE

Her husband came on to me at the Rotary barbecue fundraiser. Mr. Gildner sits down next to me...

She leans into Audrey for dramatic effect.

MAXINE (CONT'D)

... and starts to lick his fingers.

AUDREY

He licked his fingers?

MAXINE

Yeah. It was like he was licking my clothes off.

AUDREY

Maybe it was just barbecue sauce?

MAXINE

Oh please. He had a napkin.

AUDREY

He wasn't coming on to you.

MAXINE

I was there, okay?

Audrey laughs.

AUDREY

As always, loitering in your own imaginarium.

Having heard enough of the mythical perils of being Maxine, she changes the subject.

AUDREY (CONT'D)

Hey, I got a joke for you.

MAXINE

Shoot.

Maxine starts the car.

AUDREY

What goes clip-clop, clip-clop, bang-bang, clip-clop?

MAXINE

I don't know.

AUDREY
An Amish drive by shooting.

Maxine doesn't laugh.

MAXINE
That's not funny.

AUDREY
That's funny.

MAXINE
Maybe you have to be Amish.

They drive off.

EXT. SORENSON'S HOUSE - DAY

Maxine is helping Audrey get her bags out of the trunk of the car when JANE, Audrey's mom, comes running out of the house.

JANE
Audrey! Audrey! My fair lady!

Jane almost knocks Audrey over as she locks her daughter in a bear hug.

JANE (CONT'D)
Let me look at you.

She steps back to look at her only daughter.

JANE (CONT'D)
You look good. I like your hair.
How was your flight? You look
tired.

AUDREY
I'm not tired, mom.

JANE
The dark circles run in our family.
You're Uncle Anthony looked like
the Hamburglar his whole life.

AUDREY
Mom...

JANE
You should really come home more
often. Get some rest.

Audrey knows where this is going: a one-way, non-stop ticket on the guilt trip.

JANE (CONT'D)

I hope your family is worth more than an occasional visit. Especially now that you have the pocket for it.

AUDREY

Mom...

JANE

Your father and I aren't going to be alive forever. A mole on your fathers back started to change color. The doctor said it was nothing, but it reminds us of how short and precious life can be.

A look of motherly fear comes over her face.

JANE (CONT'D)

Is your company in trouble?

AUDREY

No...

JANE

Is that why you are so stressed? Are you on the run from creditors?

AUDREY

No!

JANE

I'm your mother. Don't shut me out.

AUDREY

Mom, everything is fine. I've just been busy.

JANE

You better be careful. Our family tends to overwork themselves. Your Uncle Marty dropped dead while working a week long convention.

AUDREY

Uncle Marty dropped dead while having sex with a hooker at that week long convention.

JANE

Uncle Marty hired that hooker
because he was stressed and worked
too hard.

Audrey's father, BILL, and her brother, JIMMY make their way
from the house to the girls.

AUDREY

Dad!

BILL

Hey there, my little Coco Chanel.

AUDREY

Dad, I am hardly Coco Chanel.

BILL

Yeah, her designs were a little to
stiff and stuffy. You remind me
more of Donna Karan or a Stella
McCartney.

AUDREY

Dad, I'm impressed. Dropping all
this fashion knowledge on me.

BILL

I have to admit, even though I
thought you were robbed and swore I
would never watch that stupid show
again, I binge Project Runway. That
show is freakin' addictive.

Maxine stands alone and watches as Audrey is welcomed by her
loving brood.

MAXINE

I'm gonna take off.

JANE

You're welcome to stay for dinner.

MAXINE

Thanks, but Mrs. Barrett wants me
to go over a few things for the
pageant.

Maxine talks as she heads to her car.

MAXINE (CONT'D)

She's got all these years of ideas
and wants to use them all at once.

AUDREY

I'll see you at Zach's party
tonight, right?

Maxine hesitates before she gets into her car.

MAXINE

Yeah. Yeah you will.

Bill and Jane head toward the house as Jimmy and Audrey watch Maxine pull away.

JIMMY

Do you think she keeps her tiara in
her glove compartment?

AUDREY

No. She keeps her back up tiara in
her glove compartment.

JIMMY

Back up tiara? For what?

AUDREY

Far be it for Maxine to miss a
ribbon cutting. She'll cut the
ribbon for the opening of the new
live tank at the Red Lobster.

JIMMY

And what is with her wearing the
tiara and sash? That's bit much
don't you think?

AUDREY

Apparently she is obligated to wear
it whenever doing official duties
as Miss Duluth and picking up a
pageant judge from the airport
qualifies as an official duty.

JIMMY

Ha! You said "duty".

EXT. SORENSON'S HOUSE - BACK DECK - EVENING

The Sorenson's back deck takes advantage of the warmth on
this summer night.

The family is laughing as they tell Audrey a story.

JIMMY

We're heading back to the dock and we haven't caught crap and Captain Cappy is ticked because if we don't catch anything, he's got to give us a complete refund.

Bill's laughing so hard, he's going to blow beer out of his nose if he's not careful.

BILL

Then, then, then, then....

JANE

Breathe, Bill, breathe.

BILL

Mom gets a nibble.

JIMMY

What are you talking about? She was born with two of them, just like the rest of us.

BILL

I said "nibble".

JIMMY

Oh. Yeah, she got one of those.

BILL

And your Mom starts screaming.

JANE

I've never caught a fish before.

BILL

She hauls it in, and it's a trout the likes of which I have only been told of in fairy tales.

JANE

It must have weighed twenty pounds.

AUDREY

Did you weigh it?

JANE

No, but it felt like a turkey.

The family looks at her quizzically.

JANE (CONT'D)

I know what a good sized bird feels like. I get a twenty pound turkey to feed this family every Thanksgiving and this felt like there would be enough for dinner and leftovers.

JIMMY

Then Mom throws it back in the lake. She didn't want to put it in her new cooler and stink it all up.

JANE

I wasn't about to ruin a brand new cooler for one smelly fish.

BILL

You should've seen Captain Cappy's face when she let that sucker go.

JIMMY

(to Bill)

Should've seen yours.

Audrey looks at her family.

Sometimes she wishes she was part of their stories, instead of being told them.

AUDREY

Alright. Alright everybody. I have something to tell you.

JIMMY

It surely cannot top the terrific tale of the trophy trout.

AUDREY

It comes pretty close.

(a beat)

J. Crew wants to buy my company.

JANE

Are you serious?

BILL

How much?

AUDREY

They've offered me twenty-four-point-eight.

JIMMY

Million?

JANE

No Jimmy, Oreos. Twenty-four-point-eight Oreos.

BILL

Listen to your old man, Audrey. I think you are worth more than that. J. Crew has got plenty of money. They can throw plenty more of it your way. What with their men's, women's and kids lines plus their burgeoning bridal wear collection.

AUDREY

More Project Runway?

BILL

Jenna Lyons was a judge a few seasons ago. She built that company to the powerhouse it is today. That girl knows how to mix her prints.

AUDREY

I think what they are offering is a fair price.

JIMMY

Screw fair! Don't settle for fair. There's nothing good about fair. I got fairly good grades in school. It's fairly sunny outside. They won fair and square. The cheese was fairly moldy...

AUDREY

I get it, Jimmy.

A timer goes off.

JANE

Dinner time!

Jane gets up from her chair.

JANE (CONT'D)

Come on, Bill. Let's go fashion this chicken into a ready to eat masterpiece.

BILL

Audrey, all I'm saying is don't
sell yourself short.

Bill gets up from his chair and follows Jane into the
kitchen.

AUDREY

Anyway, if I decide to sell the
company I think I would like to
move back home.

JIMMY

Feel like your self-imposed exile
has lasted long enough?

AUDREY

No?! What are you talking about?

JIMMY

Jeez Audrey. You're not Nixon. You
didn't leave town in disgrace.

AUDREY

It's not that.

JIMMY

Liar! You let the fact that you
were first runner-up get to you.
And honestly, no one cares.

AUDREY

Maxine cares.

JIMMY

Of course she cares. It's the only
thing she's ever accomplished.

AUDREY

Stop it.

JIMMY

Seriously, Maxine has dined out
more often on being Miss Duluth
than Dad at the all you can eat
crab leg buffet at the casino.

AUDREY

You guys don't know what it's been
like to be constantly reminded,
year after year, every year that
you finished second.

JIMMY

No. We don't. But we do know what it's been like to be constantly reminded, year after year, by you, that YOU finished second.

EXT. SORENSON'S HOUSE - NIGHT

Audrey is on the front porch kissing her mother good-bye.

JANE

Now, don't drink and drive. And be home at a decent hour.

AUDREY

I can promise two of the three.

Jane goes back inside as the siblings head out to Jimmy's car parked in the driveway.

EXT. ZACH'S CABIN - NIGHT

The car maneuvers down a long driveway. The lights of a party can be seen through the trees.

Jimmy parks at the end of a long row of cars.

INT. ZACH'S CABIN - NIGHT

The party is raging. Zach's cabin is filled with all the familiar faces.

Audrey is nursing a Budweiser and talking to BLAKE THOMAS.

She remembers his name. He, on the other hand...

BLAKE

Lea Buckingham?

AUDREY

No.

BLAKE

Kendra Carlson?

AUDREY

No.

BLAKE

April Ellingson?

AUDREY

No.

BLAKE

You're sure you hung out with
Maxine Rumson in high-school?

AUDREY

Yes.

He studies her face as if there were a test on it in the morning.

AUDREY (CONT'D)

It's Audrey Sorenson.

BLAKE

Really?
(surprised)
I was way off.

In a window behind Blake's head Zach appears.

He smiles at Audrey and she smiles back.

Zach motions for her to meet him outside.

Audrey wastes no time doing just that.

EXT. ZACH'S CABIN - NIGHT

Audrey let's the wooden screen door slam shut.

Zach waves to her from a path leading to the dock.

She makes her way toward him.

EXT. ZACH'S CABIN - END OF DOCK - NIGHT

The full moon's reflection sparkles off the glassy lake.

Audrey and Zach are sitting at the edge of the dock.

AUDREY

Wow. I can't believe this. Is it
possible we haven't talked in over
a year? I guess the vet business is
keeping you pretty busy.

ZACH

Very. I got a cow pregnant today.

AUDREY

Did she lie about being on the pill?

ZACH

No. Bessie's not much of a talker. She's real cute, though.

AUDREY

At least she's not a porcupine. That would be some rough sex.

Audrey and Zach crack themselves up.

ZACH

Yeah, It is crazy that we haven't talked in so long. But I can only imagine how crazy and hectic your life is. I have missed talking to you. I like talking to you.

AUDREY

That might change.

ZACH

No, I'll always like talking to you.

AUDREY

Ha-ha. I meant you missing me.

Zach looks at her quizzically.

She is eager to share her news but not yet.

AUDREY (CONT'D)

So, how is life? Business is good. Seeing anyone special?

ZACH

As a matter of fact I am seeing someone.

AUDREY

Great! I'm happy for you. Anyone I know?

A VOICE (O.S.)

Maxine! Hey, Maxine's here!

Audrey decides she doesn't really want to know and starts to make a quick exit.

AUDREY

Perfect. Maxine is here. I'm going to head back in.

INT. ZACH'S CABIN - NIGHT

As always, Maxine is the focus of the entire party.

She is at the piano banging out and singing "Centerfold" by the J. Giles Band.

MAXINE

My blood runs cold. My memory has just been sold. My angel is a centerfold.

CROWD

Angel is a centerfold.

Zach and Audrey walk in.

CROWD (CONT'D)

Na-na-na-na-na-na, Angel is a centerfold.

AUDREY

That Maxine, she can always find the center of attention.

ZACH

We need to finish talking.

AUDREY

Really. It's fine. I'm cool. New subject. Miracle Whip: bread spread, or bougie mayonnaise?

Maxine, once again grabs the spotlight.

MAXINE

Listen up, everyone. I got a joke. What goes clip-clop, clip-clop, bang-bang, clip-clop?

Audrey's head whips over to look at Maxine.

CROWD

What?

MAXINE

An Amish drive-by shooting.

The crowd erupts into laughter.

Except for Audrey. She's heard that one before.

AUDREY

That's my joke. She didn't even think it was funny.

Maxine walks up to them.

MAXINE

Is everything okay?

Audrey thinks she's referring to the joke.

AUDREY

I'm a little upset, but, I'll get over it. I mean that was "mine" after all.

MAXINE

Great.

Maxine puts her arms around Zach.

It isn't what you would call a "buddy" hug.

This is no joke.

Audrey looks like she's been hit in the face with a wet fish.

MAXINE (CONT'D)

I'm so happy you know now. I have been avoiding posting anything since this "thing" started but now that you know I can dump some really cute photos of us onto my socials.

Maxine takes out her phone and shows Audrey.

You could drive a truck through Audrey's gaping mouth.

Maxine looks up from her phone and at Zach.

MAXINE (CONT'D)

Let's go get a drink, babe.

Audrey looks like she's been hit across the face with the no good brother of the wet fish.

Maxine and Zach walk of together.

Together.

Audrey is getting her ass kicked by said fish.

Jimmy comes over to his sister with a bottle of tequila and a glass in hand.

JIMMY

You okay?

Audrey is dazed.

AUDREY

Yeah. Yeah, I'm fine.

She grabs the bottle and the glass from Jimmy. She pours herself a shot. More like a double. Alright, a triple.

She swallows it in one gulp.

JIMMY

That's not gonna make you feel any better.

AUDREY

I know that.

She pours herself another triple.

AUDREY (CONT'D)

I want to feel worse so that, comparatively, having my heart ripped out and stomped on by a pair of size nine pumps, that she swears are a size eight, would feel great.

She gulps her drink.

INT. ZACH'S CABIN - LATER THAT NIGHT

The party is winding down.

Audrey is at the piano playing Jingle Bells with one finger.

Jimmy walks over and sits down next to her.

AUDREY

She stole my joke, then she stole my man.

JIMMY

Actually it's the other way around.

AUDREY

But, you know what really frosts my popsicle? It's that, again, I'm second to Maxine.

(MORE)

AUDREY (CONT'D)

She always comes in first, and she always gets the neat prizes.

Jimmy is too tipsy to play therapist.

JIMMY

Yeah, well, we gotta go.

AUDREY

Just once I'd like to know what it feels like not to lose something to Maxine.

Jimmy thinks about this in earnest.

JIMMY

You didn't lose your virginity to her. That's something.

AUDREY

No, I lost that to Ronnie Case.

JIMMY

Yeah, I know. He told me. He told everybody.

AUDREY

(humiliated)

I can't believe he bragged about it.

JIMMY

He wasn't bragging. He was complaining. He said you lost a contact and sneezed halfway through.

Audrey looks like she's going to throw up.

JIMMY (CONT'D)

Don't feel bad. I sneezed my first time, too. I think it runs in the family.

AUDREY

What a jerk.

She takes a swig of booze.

AUDREY (CONT'D)

I still love him, you know.

JIMMY

Ronnie Case? Even after he blabbed?

AUDREY

No! Zach. I love Zach. He got me.
He supported me. We were a great
pair.

Jimmy is pretty over this.

JIMMY

Yeah, well, we gotta go.

AUDREY

Wait, wait, wait. One more number.

Audrey plays another round of single finger Jingle Bells.

Jimmy listens thoughtfully.

INT. SORENSON'S HOUSE - AUDREY'S BEDROOM - MORNING

Jane bursts into the room singing.

JANE

(singing)

You are my sunshine! My only
sunshine!

Audrey peels her face from her pillow.

JANE (CONT'D)

(sing-songy)

Time to get up.

Audrey grunts like Frankenstein. At least she's alive.

Jane leaves as sprightly as she came.

Audrey rises up stiffly from the bed like Frankenstein.

She trudges, like Frankenstein, over to her vanity.

She looks in the mirror.

Oh my God, she looks like Frankenstein.

INT. SORENSON'S HOUSE - HALLWAY - MORNING

Audrey shuffles out of her room and heads down the hallway.

She can hear her mother singing in another bedroom.

JANE (O.C.)
 (singing)
 You make me happy when skies are
 grey!

A pillow flies through the open door and into the hallway.

JANE (O.C.) (CONT'D)
 Oh, Jimmy.

INT. SORENSON'S HOUSE - KITCHEN - MORNING

Audrey, still half asleep, shuffles into the room.

Jane zips past her and starts pouring juice.

JANE
 Audrey, be a sweetheart and go get
 the paper.

Audrey pours herself a cup of coffee.

AUDREY
 You still get those delivered?

JANE
 Your Dad says he likes the
 nostalgia of flipping through the
 pages. I think he just likes hiding
 behind it so I won't ask him to do
 anything. Now go get the paper.

AUDREY
 Mom, I look terrible.

JANE
 Only on the outside, dear.

EXT. SORENSON'S HOUSE - MORNING

Audrey pokes her head out the front door to survey the
 situation.

Seeing it's all clear, she sneaks out to the end of the
 driveway.

As she bends down to pick up the paper she hears a car honk.

Audrey deflates.

She looks up. A car drives by and the MAN inside waves.

MAN
Hey, Audrey!

From the opposite direction, the Sorenson's NEIGHBOR jogs by.

NEIGHBOR
Morning, Audrey.

Audrey waves. She's feeling self conscious.

She stands up. But, before she can go anywhere, a garbage truck pulls up. The DRIVER hangs his head out the window.

DRIVER
Audrey! You're back in town?

Audrey waves and runs inside.

INT. SORENSON'S HOUSE - KITCHEN - MORNING

Jimmy is hunkered over his breakfast.

Audrey slides up to the table with the paper in hand.

Bill breezes into the room. He's late for work.

BILL
Good morning, everybody.

JANE
You need some breakfast.

BILL
I'll just grab something on the go.

JANE
That's what you always do, Bill and now look at you. You're one Ring Ding away from a heart attack.

BILL
They give me energy, Jane. God bless the Tasty Cake.

Bill breezes out the door.

Jane chases after her husband armed with a banana.

JANE
At least have a banana.

BILL (O.C.)
(from outside)
No way. Those things are loaded
with pesticides.

JIMMY
Audrey, hand me the sports section.

Audrey takes the sports section.

Jimmy extends his hand to take it.

Audrey whacks him over the head with it.

JIMMY (CONT'D)
Hey!

AUDREY
You knew about Zach and Maxine and
you never told me? You never said a
thing?

JIMMY
Yeah.

Audrey nearly jumps out of her skin.

AUDREY
Why?! Why didn't you say something?

JIMMY
I didn't think you should hear it
from me. And I sure as hell didn't
want to be the one to tell you.

AUDREY
You could have given me a heads up!
You could have at least shot me a
text, you douche-bag.

Jimmy throws his spoon down.

JIMMY
Alright, now you're ruining
breakfast. Just the thought of...
freshness while this hungover...
now I can't eat. And you're mad at
the wrong person, Audrey.

AUDREY
Oh, something that feels this right
can't be wrong.

JIMMY

That's what people said about gerbiling, but nobody considered how the poor gerbils felt.

The room snaps quiet.

Audrey looks at Jimmy.

JIMMY (CONT'D)

What? I thought the analogy worked.

AUDREY

Is it an analogy, or something you want to tell me?

JIMMY

Okay. Yes. His name is Peanut Butter and we are in love.

The two bust into laughter.

Audrey's laughter slides into a sorrowful moan.

AUDREY

Ha ha ha ah aaaah, this sucks.

She rests her achin' head on the kitchen table.

Jane comes back in.

JANE

Look who I found outside.

Zach walks in behind her.

ZACH

Mornin'.

JIMMY

What are you doing here so early in the morning?

ZACH

Don't you remember?

JIMMY

The last thing I remember was getting really drunk and seeing how many jelly beans I could fit in my mouth.

ZACH

You asked me to pick you up so you could get your car from my cabin.

JIMMY

Hey! We Ubered home. Jimmy for the responsible win. I'll go get my wallet.

Jimmy gets up from the kitchen table and leaves.

AUDREY

How was the rest of your night?

ZACH

It was good.

AUDREY

Of course it was. You and Maxine.

ZACH

I tried to tell you.

AUDREY

Yeah. Tried to tell me. Tried to tell me you've been banging my best friend behind my back.

ZACH

I didn't know you wanted me to do it in front of you.

AUDREY

Ew. Gross.

ZACH

Come on, Audrey. You're acting like I cheated on you. We broke up years ago. I got on with my life.

AUDREY

Yeah, but did you have to get it on with her?

ZACH

Maxine and I have been friends...

AUDREY

As long as you and I have.

ZACH

What bothers you more: that I'm seeing someone else or that I'm seeing Maxine?

Audrey doesn't know how to answer the question.

AUDREY

We both knew us breaking up was for the best. I told you it wouldn't be fair to ask you to wait for me. And I thought...

Zach finishes her sentence.

ZACH

That I was lonely and too good for masturbation. Let me tell you honey, no one is above that.

AUDREY

It's not that. I just thought...

ZACH

You've always been more concerned with what you thought other people thought.

Jimmy comes back into the room.

JIMMY

Let's blow.

ZACH

I'll meet you outside.

Jimmy would rather stay and watch, but he obliges.

Audrey and Zach stare at each other.

AUDREY

I'm sorry. I'm just stressed. You. Maxine. Surprise! And there's stuff going on with my company.

ZACH

Yeah. I get it. Anyway, I'm glad your finally home and I'm glad we got to talk.

Zach walks out the door.

INT. SORENSON'S HOUSE - AUDREY'S BEDROOM - DAY

Audrey's bedroom hasn't changed much since she left home.

Littered about the room are photographs of her and Maxine, her and Zach, and the three of them together.

Audrey is fresh out of the shower.

She is rummaging through her suitcase, trying to find something to wear.

Jane pokes her head in the door.

JANE

What are you doing today?

AUDREY

Well let's see. I showered, I'm gonna have some lunch and after that I plan to spend the rest of the day kicking myself.

JANE

What?

AUDREY

Nothing.

(a beat)

I actually have to go to this pageant thing.

She starts to fling clothes out of her suitcase.

AUDREY (CONT'D)

Some stupid orientation.

Her mother comes into the room and starts to pick up and fold the clothes Audrey is throwing around the room.

AUDREY (CONT'D)

And, I've got nothing to wear.

Audrey throws herself, dramatically, onto the bed.

JANE

I don't think you're upset about your lack of clothing options.

She sits on the bed next to her daughter.

JANE (CONT'D)

Audrey, it's not Zach's fault or Maxine's that they are dating.

AUDREY

Well I gotta blame someone.

Jane opens her mouth.

AUDREY (CONT'D)

Don't say it, Ma. Don't you dare say it.

JANE

Okay, I won't.

AUDREY

Good.

JANE

But I will say you need to remember that Maxine didn't have it as good as you growing up. I always felt it was important for you to be the bigger person when something went wrong between you two. I'd hate to see you lose your best friend over a boy. And, I'm sure you would too.

AUDREY

Thanks, Mom.

Jane gets up from the bed.

JANE

Wear the jumpsuit.

INT. COUNTRY CLUB - DAY

Audrey walks in through the huge entry doors.

The voice she hears is familiar.

MAXINE (O.S.)

An Amish drive by shooting.

The room breaks into laughter.

Audrey pivots away from the voice.

EXT. COUNTRY CLUB - DAY

Audrey and Maxine walk down the stairs of the large back patio and onto the grounds of the country club.

AUDREY

You could have anyone, why him?

MAXINE

The three of us used to spend so much time together. Then it was just the two of us. And you know Zach is a great guy and he's a doctor. I didn't want to see him go to waste.

AUDREY

(unconvinced)

Go to waste? It's not like Zach's the last piece of pie, Maxine.

MAXINE

All I really wanted was to have a successful relationship like you always had. So I figured why not go to the source.

AUDREY

But what about the girl code? Did you even think to ask me about it?

MAXINE

I knew what you would say. What would you have said, Audrey?

AUDREY

I would have said "go for it".

Audrey and Maxine stop in front of a pond on the grounds.

AUDREY (CONT'D)

Do you remember after they announced your name as Miss Duluth I said...

MAXINE

If it wasn't me I'm glad it's you.

Audrey picks up a handful of skipping stones.

AUDREY

I lied. I lied a little.

Maxine grabs herself a handful.

MAXINE

I figured.

Audrey skips a rock across the pond.

AUDREY

You know Maxine, you got the life.
Everything you want comes your way.

Maxine skips a rock across the pond.

MAXINE

Oh please. You're the one with the
life.

AUDREY

But I busted my ass for it. Fashion
Institute, student debt, racking up
credit cards to launch my company.

MAXINE

And getting on Project Runway
couldn't have been easy. Such a
shame you didn't win.

Audrey launches another stone across the surface of the pond.

AUDREY

I'm selling my company.

Maxine, not to be outdone, really lets one fly.

MAXINE

Congratulations.

AUDREY

And as soon as the check clears I'm
thinking about moving back here.

Audrey really leans into it trying to get the perfect skip.

MAXINE

I bet they offered you a lot of
money.

AUDREY

More than I ever thought I was
worth.

Maxine matches Audrey's intensity in skipping her stone.

MAXINE

Great. That's great.

Audrey whips that sucker hoping it'll skip a million times.

AUDREY

Wow! That one skipped eight times.

Maxine nearly pulls her arm out of her socket skipping hers.

MAXINE
(casually, out of breath)
What do you know, mine went ten.

Audrey and Maxine stare at each other for a moment.

They turn to walk back to the club.

AUDREY
Let's just hit a reset on this whole dating Zach thing. What are you two doing tonight? Maybe we should go out to dinner and put all this in the rearview. And it'll be my treat. My accountant says I don't put enough entertainment expenses on my corporate card. So maybe you guys can entertain me.

MAXINE
Are you sure you'll be okay?

AUDREY
It took me by surprise at first, but I'm really okay with this. I mean we're adults. We're friends. I get why it might have been tough to tell me. So let's move on. All that really matters is that I get to spend time with two of my favorite people while I'm home.

INT. BELLISIO'S RESTAURANT - EVENING

Audrey, Maxine and Zach are sitting in a booth enjoying dinner together.

Well, Maxine isn't exactly enjoying her dinner. Watching the ease that Zach and Audrey have around each other is troubling to her.

AUDREY
I can't believe I haven't been home in over a year. It actually took the official reboot of Miss Duluth to pull me out of my workroom.

She slurps her spaghetti.

AUDREY (CONT'D)

I have to admit that more than once I've thought about how my life would have been different had I been named Miss Duluth.

MAXINE

Your life wouldn't have changed much.

ZACH

I think losing worked out great for you. If you won, you probably never would have left town and become the big shot in fashion you are now.

AUDREY

I guess everything happens for a reason.

She takes another bite of her spaghetti.

AUDREY (CONT'D)

It's kinda funny, but when you dissect it, the path my life has taken can all be boiled down to the swimsuit competition.

ZACH

Ugh. A swimsuit competition. That just seems so dated.

AUDREY

I know. It's so ancient to think about that, but we had one.

MAXINE

In this Miss Duluth we've changed it to the body positivity competition.

ZACH

Progress. Nice.

AUDREY

Back in the day the swimsuit competition required we wear pantyhose. I was all ready to go and then noticed a run in mine. That stinking run. I always felt that was the deciding factor between us two.

MAXINE
It could've been.

Maxine takes a sip of wine.

MAXINE (CONT'D)
I, on the other hand, got lucky
that night. I completely forgot my
pantyhose, but I found an extra
pair.

Audrey stops in mid chew.

AUDREY
(her mouth still full)
You found an extra pair?

MAXINE
Yeah.

Audrey puts her fork down.

She swallows.

AUDREY
What kind of pantyhose were they?

MAXINE
I don't know.

Audrey pushes her plate away.

AUDREY
Were they in a Ziploc bag?

MAXINE
Maybe. Who knows?

AUDREY
Were they in a Ziploc bag with
"extra pantyhose" written in purple
marker?

MAXINE
Audrey, that was a long time ago. I
can't remember.

Audrey wipes her mouth with her napkin and throws it aside.

AUDREY
(agitated)
Oh, come on now. Something that had
this great of an impact on your
life is surely memorable.

Exasperated, Maxine looks at Zach and then to Audrey.

MAXINE

They were in a bag. Okay. But I think it was a Hefty Slider. Not a Ziplock.

Audrey slams her hands on the table.

AUDREY

You bitch! You! You were the one who took my extra pantyhose!

MAXINE

You're insane! I found an extra pair of pantyhose on the floor.

AUDREY

Did you have an extra pair?

MAXINE

No!

AUDREY

Then you took someone's. You took mine! You took my pantyhose, you thief! You're a no good, back stabbing, pantyhose stealing, little thief!

ZACH

Hey guys, come on. This is silly.

AUDREY

No it's not Zach. She always has to beat me and she doesn't care how.

MAXINE

(patronizingly)
If I took your pantyhose, I'm sorry.

AUDREY

No you're not!

Zach motions to the waiter.

ZACH

Check please!

EXT. ZACH'S CAR - NIGHT

Zach and Maxine pull into Maxine's driveway.

INT. ZACH'S CAR - NIGHT

MAXINE

She's unraveling, you know.

ZACH

I can't believe I am asking this question: Did you take her pantyhose?

MAXINE

The specter of years of being second to me is possessing her. We need to perform some sort of envy exorcism.

ZACH

Did you take her pantyhose?

MAXINE

That's not what I'm talking about.

ZACH

But I am. Just tell me the truth.

Maxine looks away.

MAXINE

No, I did not.

ZACH

Good. That's all you needed to say.

Maxine opens the car door.

MAXINE

I won that pageant fair and square and it's her problem if she can't deal with it. And, really, she needs to get over it. I mean this was years ago.

Maxine gets out of the car and heads to her house.

ZACH

Good-night?

Maxine turns around and comes back to the car.

She leans in and gives Zach a distracted good-night kiss.

MAXINE

Good-night.

INT. SORENSON'S HOUSE - AUDREY'S BEDROOM - NIGHT

Audrey storms into her room, slamming her door.

She paces angrily back and forth.

She stomps over to her vanity and grabs a framed photo of her and Maxine and hurls it against the wall.

Audrey looks in the mirror for answers.

All she sees is a piece of tomato stuck between her teeth.

AUDREY

Oh, for crying out loud.

Jimmy walks in.

JIMMY

Hey, what's with the banging?

AUDREY

What are you still doing here?
Don't you have a home?

JIMMY

Yes. But Mom and Dad have all the
good snacks. What's going on?

AUDREY

Nothing.

Jimmy spies the recently heaved evidence of a friendship gone
awry.

He sits on the bed.

JIMMY

Okay. Let's hear it.

Audrey opens the flood gates.

AUDREY

Everything I ever had growing up
was because of Maxine. I had
friends because of her, I got
invited to parties because of her,
I had fun because of her, and, as
it turns out, I was first runner-up
because of her. Everything that
came my way came with Maxine's
help. Except Zach. He was mine.

(MORE)

AUDREY (CONT'D)

I got him on my own, not because I hung out with the most popular girl in Duluth, but because I was me.

After her tirade there is a long pause.

JIMMY

You are pathetic.

AUDREY

(sarcastically)

Thanks, Jimmy. I never thought of that. You have all the answers.

JIMMY

Audrey, you left home with savings from waitressing, put yourself through school, came in second on Project Runway, started a multi-million dollar company on your own and have run it so well someone wants to drop a pile of money in your lap. But, here you are, whining because Maxine stole your boyfriend? Who, by the way, you dumped. Please. Grow the hell up.

AUDREY

I'm trying.

She folds her arms and pouts.

AUDREY (CONT'D)

But little miss Maxi pad won't let me.

Jimmy gets up from the bed.

JIMMY

If you won't grow up and be the mature one, let me give you a little advice: When you don't like the cards life has dealt you, you change the game.

INT. SORENSON'S GARAGE - MORNING

Audrey is rummaging through the various shelves and storage areas littering the garage.

Jimmy is heading to his car when he sees Audrey and walks in.

AUDREY
Have you seen my fishing pole?

JIMMY
Yeah.

AUDREY
Great. Where is it?

JIMMY
Somewhere in the lake. I dropped it
over the side of Zach's boat two
weeks ago. Who are you going
fishing with?

AUDREY
Zach.

JIMMY
Just Zach?

AUDREY
Yes. Just me and Zach. Fishing like
we used to.

JIMMY
I hope you know what you're doing.

AUDREY
Jimmy, I've baited a hook before.

JIMMY
I know what you're trying to reel
in this time.

Audrey smiles.

AUDREY
What? It's just two old friends
spending time together.

INT. STOFER VETERINARIAN CLINIC - AFTERNOON

Zach is in an examining room administering a shot to a
nonplussed pussycat.

There is a knock on the door.

ZACH
Come in.

Audrey enters the room.

AUDREY
(surprised)
Oh God, you're not sending it over
the rainbow bridge, are you?

ZACH
No, just a rabies shot.
(a beat)
I should probably give you and
Maxine one.

AUDREY
Oh that. I totally overreacted last
night. I've been under a lot of
stress lately and was hoping coming
home would be a nice break and I
could have some fun.

She looks into Zach's eyes.

AUDREY (CONT'D)
I need to have some fun.

ZACH
I'm neutering a dog later. Wanna
watch?

AUDREY
Mmm, tempting, but I'll pass.

ZACH
Well, I'm outta ideas.

AUDREY
I was thinking about doing some
fishing. You free tonight?

ZACH
Yeah. That sounds good.

AUDREY
Should we ask Maxine?

ZACH
She hates fishing.

AUDREY
(lying)
Oh yeah, I forgot.

INT. MAXINE'S HOUSE - BATHROOM - EVENING

Maxine is seated at her vanity listening to her voice mail on speakerphone while she is primping in a mirror.

ZACH (O.C.)
(on voice mail)
Audrey stopped by today. She felt
bad about what happened last night.

Maxine is paying more attention to the application of her mascara than to Zach's voice.

After attending to her lashes, she pulls out her lipstick.

ZACH (O.C.) (CONT'D)
(on voice mail)
...I figured since you were all
booked with pageant stuff, and
Audrey mentioned she hasn't been
fishing in a while, and since it is
a beautiful night she and I would
do a little fishing...

Maxine stops at her cupid's bow.

ZACH (O.C.) (CONT'D)
(on voice mail)
...and I guess that's it. I'll see
you tomorrow. Bye.

Maxine looks into the mirror, her lips twisting into an angry clench.

EXT. LAKE - EVENING

Zach and Audrey are sitting across from each other in a small fishing boat, their fishing lines draped over the sides.

The summer sun is barely visible over the tree tops.

Night quietly approaches.

ZACH
Out of the three of us, I always
thought Maxine would be the one to
move away. She always had the big
dreams and ambition. And you, I
always thought that you would be a
Duluth lifer just like me.

AUDREY

I thought I would be a lifer too,
but things don't always go as
planned.

ZACH

She was even valedictorian. At
reunions people still talk about
her graduation speech.

Audrey remembers it well.

AUDREY

The candy bar speech.

ZACH

Yeah.

Zach recites a memorable passage.

ZACH (CONT'D)

High school is like a candy bar:
Wrapped in a thick layer of
chocolate tradition with a bunch of
nuts inside. No matter how far
apart the nuts travel they will
always be connected by...

AUDREY

A thin, hanging strand of caramel.

ZACH

Always a part of the candy bar that
is Duluth High School. That was
pretty cool.

Audrey doesn't look too impressed.

ZACH (CONT'D)

Come on, that was a great speech.

AUDREY

I know. I was the one who wrote it.

ZACH

You wrote that speech? Why did you
write her speech?

AUDREY

Maxine showed up at my house the
night before graduation a total
basket case. Her mom and dad were
at it again.

(MORE)

AUDREY (CONT'D)

Apparently your parents telling each other what losers they are and how their marriage was a catastrophic mistake makes it difficult to concentrate. She needed my help and I wanted to help her. I wasn't worried about her getting my credit. I just couldn't stand to see my best friend hurting so much. I never hurt like that. So I wrote the speech while she slept in my bed.

(a beat)

That's what friends are for, right?

Zach smiles.

ZACH

You know what the best part about dating Maxine is?

Audrey shakes her head no.

ZACH (CONT'D)

Being with her reminds me of being with you.

AUDREY

That has a kinky, sort of swapping, throuple feel to it, Zach.

ZACH

What I'm trying to say is, when I'm with her I find myself thinking of you.

Audrey would love to kiss him right now, but doesn't. Guilt is getting the best of her.

She changes the subject.

AUDREY

Man, I'm getting hungry.

ZACH

I can't wait to sink my teeth into some fresh fish.

AUDREY

I hate to break it to you, but...

She lifts up a stringer filled with a whole bunch of nothing.

AUDREY (CONT'D)
 ...we haven't caught anything.

ZACH
 I know. But, there is a great
 restaurant on the lake.

EXT. LAKE - EVENING

Zach glides the boat across the lake. Audrey is at the bow.

In the distance glows the restaurant, smoke rising invitingly
 from its chimney.

INT. MISS DULUTH HEADQUARTERS - NIGHT

Maxine and Lillian are sitting at a large conference table
 with the rest of the pageant committee.

Maxine, ever the pro, is not letting the evening's earlier
 message get her down.

This is her domain.

LILLIAN
 We need all of the contestants at
 the press conference a half hour
 early and please remind the girls
 that bras are not optional. Is that
 all?

LORAINNE
 I have one last thing. Trader Joe's
 will be opening...

This bit of information excites old Lillian.

LILLIAN
 Trader Joe's is coming?!

JUSTIN
 Everybody knows about Trader Joe's.

LORAINNE
 I swear Lillian, you can be so far
 out of the loop sometimes. Any-who,
 they would like Miss Duluth to
 appear at the grand opening and
 hand out kombucha.

MAXINE
 Sounds like fun. I'll do it.

JUSTIN
You can't, Maxine.

LILLIAN
Yeah, Maxine. By next week we'll
have a new Miss Duluth.

Lillian, along with the committee members, watch as the color drains from Maxine's face.

They try to make it up to her.

LORRAINE
You can still shop there.

JUSTIN
And come by for the kombucha.

Maxine tries to save face.

MAXINE
(nonchalantly)
Oh yeah, sure. I love kombucha.

As the meeting comes to a close, Maxine sits with her own thoughts. Suffice to say they aren't pleasant ones.

INT. DEEP LAKE LODGE - NIGHT

Audrey and Zach are sitting in a corner of the restaurant at a table that overlooks the lake below.

They haven't finished their food because they've been laughing and enjoying each other's company.

A band is set up at the far end of the room, ready to start.

The OWNER of the restaurant steps up to the microphone.

OWNER
Ladies and gentlemen, welcome to polka night here at Deep Lake Lodge. Remember, tonight we have a wonderful trout special and every Tuesday is "you catch it, we cook it" night. Now, without further ado, it gives me great pleasure to introduce The Luoma Brothers.

The LUOMA BROTHERS, a hipster-ific polka band, kick it down.

ZACH
Oh, I love polka.

AUDREY

That's a big leap for a guy who has every Foo Fighters album.

ZACH

In my maturity I have become a lover of all musical genres.

He gets up from the table and extends his hand to Audrey.

ZACH (CONT'D)

Come on.

AUDREY

You know I don't know how to polka.

ZACH

What's there to know? You hop around like a damn fool and try not to break a hip in the process.

AUDREY

Alright.

She gets up from the table.

AUDREY (CONT'D)

Just don't kick me in the shins.

He leads her onto the dance floor.

ZACH

I'm not making any promises.

INT. MAXINE'S HOUSE - NIGHT

Maxine is sitting on her couch illuminated only by her television screen. She is on the phone with her FATHER.

FATHER (O.C.)

I am so sorry I'm going to miss your pageant.

MAXINE

Well, this wouldn't be the first time, Dad.

FATHER (O.C.)

Really? I was sure I was at the last one.

MAXINE

No. You weren't.

FATHER (O.C.)
Well, I'm really busy, and, well,
I'll try to make it up to you soon.

Maxine has heard that before.

FATHER (O.C.) (CONT'D)
I gotta run.

MAXINE
Okay, Dad. Do you want me to say
"hi" to Mom for you?

FATHER (O.C.)
Sure. Yeah. Whatever. I gotta go.

MAXINE
Okay, Dad. Bye.

That's all. Maxine hangs up and tosses her phone aside.

MAXINE (CONT'D)
I don't need him there anyway.

INT. DEEP LAKE LODGE - DANCE FLOOR - NIGHT

Zach is whipping Audrey around like she was a blow up doll.

Audrey is having the time of her life.

The band stops and thus the dancing.

AUDREY
Where did you learn to do that?

ZACH
My mom used to make me practice
with a mop.

Audrey laughs.

She looks at him and can't stop smiling.

Zach smiles at her and can't stop looking.

ZACH (CONT'D)
I think we should get out of here.

AUDREY
Good idea.

EXT. THE BOAT - NIGHT

The boat cuts through the glassy water disrupting the reflection of the starry sky.

Audrey is sitting across from Zach still smiling. She tilts her head back to let the wind catch her hair.

He cuts the engine.

AUDREY

What happened?

ZACH

You're not going to believe this, but, I think we ran out of gas.

AUDREY

Please, you're not going to try that one on me.

Zach gets up and goes to her.

AUDREY (CONT'D)

The next thing you know you'll try the old yawn and put your arm around me.

Zach lifts his arms.

Yawns.

Then pounces on her.

They collapse to the floor of the boat in a lip-locked embrace.

EXT. LAKE - NIGHT

A boat rocks silently in the middle of a tranquil lake.

EXT. ZACH'S CABIN - MORNING

Audrey is sitting on the back deck.

Zach is whistling as he comes out with two cups of coffee.

AUDREY

You're awfully jolly this morning.

ZACH
(proudly)
I had sex last night.

AUDREY
I know. I was there.

ZACH
Were you? The sex was so good I
blacked out.

Zach hands her a cup of coffee.

AUDREY
Thanks.

Zach sits down next to her.

ZACH
So, you want to hang out and do
some more "fishing"? Put some bait
on my hook? Let me drop a line in?

Audrey rolls her eyes and laughs at the "sexy talk".

AUDREY
I'd love to, but I gotta get home
and get dressed. Miss Duluth is
having a press conference today and
I need to be there. Apparently, the
internet picked up the whole "no
pageant for umpteen years" angle
and certain news outlets feel it's
a quirky human interest story. Plus
that hurricane that was supposed to
hit Florida has been downgraded to
an annoying breeze, so slow news
cycle. Word is that the Today Show
is sending Hoda Kotb here.

ZACH
Wow. I don't think the Today Show
has mentioned Duluth since the E.
Coli breakout fifteen years ago.

AUDREY
It was sixteen years ago. Sixteen
long years.

ZACH
Are you sure?

AUDREY
Oh, yeah. I'm sure.

Audrey shivers a little. Not because she's cold, but because of what she's about to say.

AUDREY (CONT'D)

Do you think you and I were meant to be together? Are meant to be together?

ZACH

I would like to say yes. But there is also a whole lot of states and your growing company between us that say no.

AUDREY

And then there is Maxine.

Zach sighs. How can he tell the truth without looking like an ass.

ZACH

Maxine and I... We hold hands, we kiss, but it feels like we're acting in a school play. It doesn't feel like the real thing. And I know what the real thing feels like because I have had the real thing.

AUDREY

Have you guys had sex? Wait. No. Don't tell me. I don't want to know.

Audrey takes a swig of coffee.

AUDREY (CONT'D)

Have you guys had sex?

ZACH

Yes. We have had sex.

AUDREY

God. I bet Maxine is great at that too. Wait. No. Don't tell me. I don't want to know.

Audrey takes a swig of coffee.

AUDREY (CONT'D)

Is Maxine good at sex?

ZACH

I am not going to answer that.

AUDREY

Because she's amazing.

ZACH

No. Because that is a weird and creepy question to ask and even worse to answer.

Eager to change the subject she brought up, Audrey shifts the conversation.

AUDREY

I have an offer from J. Crew. A good one. If I sell my company, I'm thinking about moving back here. I've been working like crazy since the day I left. No downtime. No me time. No time for friends. And now I want to slow down and just spend time.

Zach looks deep into her eyes. He starts to squint.

AUDREY (CONT'D)

What are you doing?

ZACH

I'm trying to see if you're messing with my head.

AUDREY

I'm not.

ZACH

Are you doing all of this because of me?

AUDREY

Not exactly. I'm selling my company for me. I'm ready to and it is what I want to do. But moving back. Yeah, I'd be lying if I said you weren't part of the reason moving back here sounds good.

(a beat)

I love you. I always have.

ZACH

I love you, too. I always have.

EXT. BAYFRONT FESTIVAL PARK - PARKING LOT - AFTERNOON

Maxine pulls her car into the spot reserved for Miss Duluth.

INT. MAXINE'S CONVERTIBLE - CONTINUOUS

Maxine does some last-minute touch ups to her face by powdering her nose.

She opens the door to her car.

Crap. She never put the compact away. It crashes to the ground, breaking into a million pieces.

MAXINE

Crap.

She maneuvers herself to pick up the pieces and salvage its remains. In the process, she tears the seam in her blouse.

MAXINE (CONT'D)

Crap.

EXT. BAYFRONT FESTIVAL PARK - AFTERNOON

The park is hosting the press conference for the Miss Duluth Pageant.

The local news is covering the event as well as the newspapers and broadcast media from around the country including HODA KOTB from the Today Show.

Scattered around the stage are twelve young women all competing for the crown of Miss Duluth.

Maxine is holding court. As usual, she's the one everybody wants to talk to.

REPORTER #1

It must be bittersweet giving away
a crown that has been yours for
nearly two decades?

Maxine answers the question with the vocal cadence of any pageant contestant who's made it to the interview portion.

MAXINE

It has been an honor and privilege
to be Miss Duluth for as long as I
have and I hope the next Miss
Duluth wears the crown as proudly.

REPORTER #1

So what is next for you?

Maxine's smile stiffens as she thinks for a moment.

MAXINE

I plan to continue my work at the Duluth Tourism Office and look forward to making sure you good folks visit Duluth again.

Across the way, Audrey is talking to Lillian.

Maxine watches as Hoda Kotb approaches them.

HODA

Okay, Lillian, we're done here for now. We're going to shoot the rehearsal tomorrow and, of course, the pageant. I'd like to get reactions, talk to the winner, that sort of thing.

LILLIAN

Anything you want. We're just tickled to have you here.

HODA

It's an interesting story.

LILLIAN

Have you met Audrey Sorenson yet?

HODA

No.
(extending her hand)
Nice to meet you.

Audrey shakes her hand.

AUDREY

Likewise.

LILLIAN

Audrey was the first runner-up in the last Miss Duluth Pageant. She has been second to Maxine all this time.

HODA

You don't say.

LILLIAN

Audrey's done okay for herself since then. She is the designer of The Dozen Dress as seen on QVC.

HODA

Really.

AUDREY
So you've heard of it?

HODA
I have one in every color. Love the stretch.

You can almost see the light-bulb go off over Hoda's head.

HODA (CONT'D)
Do you mind if we talk to you?

AUDREY
No, not at all.

Hoda motions to her camera man.

He turns his spotlight on Audrey and starts rolling.

A reporter from across the room notices what NBC is doing and goes over to get in on the action.

Pretty soon, all of the reporters who were hovering around Maxine begin to flock to Audrey.

Maxine won't go down without a fight.

MAXINE
Hey, where are you all going? I'm still Miss Duluth. What the...?

A straggling REPORTER isn't moving fast enough.

Maxine grabs him by the arm.

MAXINE (CONT'D)
You know, I still fit into the dress I wore in the pageant.

REPORTER #2
I'll spread the word.

He yanks his arm back and hustles away.

MAXINE
I got a good joke for you!

Maxine is left alone.

MAXINE (CONT'D)
Crap.

She watches as Audrey hijacks the spotlight.

TWO PAGEANT CONTESTANTS are also watching the hoopla surrounding Audrey.

CONTESTANT #1

Who is that?

MAXINE

(through clenched teeth)
Audrey Sorenson.

CONTESTANT #2

Why is she so special?

MAXINE

She is the one who lost to me.

CONTESTANT #1

That poor thing.

Maxine throws her hands up in exasperation.

MAXINE

You would think so, wouldn't you?

Maxine watches as court is now held by Audrey.

INT. SORENSON'S HOUSE - KITCHEN - AFTERNOON

Audrey is on her cell, pacing back and forth.

AUDREY

I mulled over the proposal and it looks good. But you have to understand I am concerned about the people that work for me and with me and have helped grow the company.

She gives her father the thumbs up.

Bill crosses his arms and nods.

Her mother has other concerns.

JANE

(to Audrey)

You've been on that phone too long.

Audrey waves her off. She holds the phone to her chest.

AUDREY

(whining)

Mo-om, I'm negotiating.

JANE

That's all well and good, but if you talk any longer you're going to get an ear tumor.

Audrey turns away rolling her eyes.

AUDREY

If I sell I want to make sure production stays where it is, officers stay where they are.

(a beat)

Great, I look forward to hearing from you soon.

She hangs up the phone.

JANE

You were on that phone way too long. You might as well stick your head in a microwave.

EXT. LAKE SUPERIOR BEACH - SUNSET

Maxine and Zach are standing on the beach watching the sun set over the city.

ZACH

I know this has been a weird time for you so I'm sorry about this, but we both know this was never going to work out between us.

She shakes her head.

MAXINE

Unbelievable.

ZACH

I still want to be friends.

Maxine rolls her eyes.

MAXINE

Yeah. Friends.

ZACH

I don't think you and I should see each other anymore.

MAXINE

I thought for sure you would go with "it's not you, it's me"?

ZACH
Would it make you feel better?

Maxine shoots him a look.

ZACH (CONT'D)
Maybe I'll skip that one.

MAXINE
Now that you've flipped through
every break-up cliché in the book,
why don't you give me the real
reason.

Zach knows that this idea of dating didn't mean that much to
either of them.

He tries to add levity to the situation.

ZACH
It's not like we're even really
breaking up. We weren't seriously
dating even though we were dating.
And you were the one who said it
was convenient for us to be
together. Wasn't that what you said
when we talked about giving this a
try?

Maxine knows he's right, but she is still upset.

She's losing patience. She motions for him to get on with it.

MAXINE
And...

ZACH
And I want to get back together
with Audrey. You know it was always
Audrey.

She knew it.

MAXINE
So you're dumping me.

ZACH
Yes.

MAXINE
For her.

ZACH

Well, no. It's more like Audrey and I decided that seeing other people is no longer good for our relationship.

MAXINE

So you're dumping me.

ZACH

Yes.

MAXINE

For her.

A long pause.

ZACH

Yes.

She looks out to the sunset and shakes her head.

MAXINE

Unbelievable.

INT. SORENSON'S HOUSE - KITCHEN - NIGHT

Audrey paces as she talks on the phone.

The entire family is gathered around, listening to her side of the conversation.

The smile on Audrey's face is ten feet wide.

AUDREY

Again, I really appreciate the dynamics of this offer and the creativity you've shown in putting this deal together.

(a beat)

Yes. You have a good night as well.

She hangs up the phone.

AUDREY (CONT'D)

Well family, I sold my company.

Jimmy thrusts his hands in the air.

JIMMY

We're rich!

BILL
You're not rich. Your sister is.

JANE
Oh, now, I'm sure Audrey will share.

BILL
Jiminy Christmas, Jane, it's not like she's hogging all the Halloween candy.

JANE
Well, she certainly doesn't need all that money for herself.

AUDREY
Let's go celebrate.

JIMMY
Are you treating?

AUDREY
Hell, yeah!

JANE
Language, Audrey.

INT. BELLISIO'S RESTAURANT - NIGHT

The Sorenson family is sitting at the best spot in the place. Champagne buckets are littered about the table.

JIMMY
How soon before you move back?

AUDREY
Well, I have to finalize the deal. I'll probably keep my place in New York. I bought it when the market was down so it's a good investment. And there is obviously going to be a certain transition period. Hopefully it won't take too long.

JIMMY
Are you going to buy a house here?

AUDREY
Definitely.

JANE

Don't buy a real big one. People
will think you're showing off.

AUDREY

I want one big enough for a family.

Bill stops eating.

He throws down his napkin.

He leans over and looks his daughter dead in the eye.

BILL

Are you knocked up?

AUDREY

No, I'm not...

JANE

(mortified)

Who's the father?

AUDREY

I'm not pregnant, I promise you.
I've been on the pill since senior
year...

Repulsed by the very thought of sperm swimming up his
daughter's vagina, Bill cuts off the conversation.

BILL

This conversation is over.

Jane changes the subject.

JANE

It would have been nice if Zach and
Maxine could have joined us.

AUDREY

If they did we probably would've
had dinner AND a show.

Jimmy looks at Audrey.

JIMMY

You caught that fish, after all.

JANE

What?

AUDREY

Nothing.

(a beat)

Zach and Maxine had plans. Well
Zach had a plan. For Maxine it was
more of a surprise.

INT. BELLISIO'S RESTAURANT - BAR - NIGHT

In another room of the same restaurant, Maxine is sitting
alone at the bar.

The BARTENDER walks up to her.

BARTENDER

Another?

MAXINE

Yeah.

(a beat)

Hey. Do you know who I am?

BARTENDER

Should I?

MAXINE

Yes.

He stares long and hard at her.

She positions her body to show off her good side and smiles.

BARTENDER

Sorry. I have no idea.

MAXINE

So. I don't know who you are
either.

BARTENDER

Ted.

He points to his name tag.

BARTENDER (CONT'D)

Ted.

(a beat)

You should get a name tag.

EXT. SORENSON'S HOUSE - MORNING

Audrey walks to the end of the driveway to get the morning paper.

Her neighbor comes jogging by.

NEIGHBOR
Hey, Audrey.

AUDREY
Good morning!

She flips open the newspaper.

Her eyes widen with joy and a giant smile comes over her face. She looks like a kid that just got the best Christmas gift ever... and she has!

Audrey clutches the paper to her chest and lets out a scream.

AUDREY (CONT'D)
(screaming)
Yes!

INT. SORENSON'S HOUSE - MORNING

Jane is cooking breakfast.

Audrey bursts into the room waving the paper.

Jane gets frantic.

JANE
Is there a bee in the house?
(to Audrey)
Did it sting you?

Jane starts waving her spatula in the air at the phantom bee.

JANE (CONT'D)
Get it out of the house. Shoo, you
wicked little bee. Shoo.

Bill comes running in rolling up a magazine ready to do battle.

BILL
Alright, who let the bee in the
house?

AUDREY
There's no bee.

She whips open the paper.

AUDREY (CONT'D)
But this is what everyone is
buzzing about.

There, on the front page of the Duluth News Tribune, is a picture of Audrey and the headline "The First Runner-Up Finishes Second to None".

Jane's eyes avert to above her head.

JANE
I can still hear that bee.

EXT. MAXINE'S HOUSE - MORNING

The PAPER BOY is riding his bike down the street. He tosses a paper onto Maxine's driveway.

Maxine peers out her front door to make sure the paper boy has passed by and no one is watching.

She sneaks out to the driveway and grabs her paper.

On her way back to the safety of her house she stops.

She has read the headline.

She lets out a scream of anguish.

MAXINE
(screaming)
No!

The paper boy is making his way back down the other side of the street.

He waves politely to Maxine.

PAPER BOY
Good morning.

She spins around and whips the paper at him.

The kid ducks as the paper goes sailing past him.

PAPER BOY (CONT'D)
What the heck, lady!

He gets off his bike, fetches the paper and whips it back into Maxine's driveway.

Maxine marches back, picks up the paper and re-whips it back at him.

She stomps into her house and slams the door.

PAPER BOY (CONT'D)
(pleading)
I'm just trying to earn a living
here.

INT. STOFER VETERINARIAN CLINIC - DAY

Zach is doing inventory when Audrey comes bounding in.

AUDREY
Morning.

She jumps on him and plants a big kiss on his lips.

ZACH
(jokingly)
Why so glum?

AUDREY
I got some big news.
(a beat)
It's done. I sold my company.

Zach's face lights up.

AUDREY (CONT'D)
I mean it's underway. Nothing is
signed yet. But it's done. I'm
ready.

ZACH
This is good.

They put a big squeeze on each other.

AUDREY
I know, I know. It's like after all
these years everything is starting
to go my way.
(a beat)
Did you see the paper this morning?

ZACH
I sure did. Front page.

AUDREY
Did you also see that they barely
mentioned Maxine.

Zach's smile wilts.

AUDREY (CONT'D)

She must be killing herself. All those years in the limelight and now she's going out in a puff of smoke instead of a blaze of glory.

He pulls away.

AUDREY (CONT'D)

Kind of like the witch in the Wizard of Oz. All that hullabaloo and yet she just melts away.

ZACH

Did you take some mean girl pills with those Flinstone chewables this morning?

AUDREY

Oh, stop.

ZACH

I'm sorry, but you have to be careful as far as Maxine is concerned. She's going through a really tough time.

AUDREY

Oh that's right.

Audrey feigns compassion.

AUDREY (CONT'D)

How did she take it when you dumped her?

Zach lets out a sigh and leaves the room.

AUDREY (CONT'D)

Did she cry?

Audrey skips after him.

AUDREY (CONT'D)

Did her mascara run?

EXT. STOFER VETERINARIAN CLINIC - EVENING

Zach is locking up the office for the night.

He spots Maxine's car, top down, parked next to his.

Zach approaches her.

ZACH
Hey, Maxine.

MAXINE
Hi, Zach. I'm not stalking you, if that's what you're worried about.

ZACH
Are you kidding? A stalker. I'd take it as a compliment.

MAXINE
I was wondering when I could come by your house and pick up my stuff?

ZACH
Gee, I didn't even know you had stuff at my place.

MAXINE
Not much. Just a couple of sweatshirts, my "Beaches" DVD and a pair of Stuart Weitzman pumps.

ZACH
I was hoping you'd let me keep the pumps. They really give my calves definition.

Maxine smiles.

MAXINE
There's no way you could get your foot into a size eight shoe.
(a beat)
I've got the rehearsal for the pageant tonight, can I stop by after that?

Zach shifts back and forth, uncomfortable with the suggestion.

ZACH
Tonight? I'm a little busy.

Maxine turns her head and looks straight ahead.

MAXINE
Audrey is coming over.

ZACH

Yeah. Yeah, she is.

(a beat)

Why don't you come over? The three of us are still friends. Right?

Maxine's not quite sure of what her answer is.

MAXINE

It's okay.

She starts her car.

MAXINE (CONT'D)

I always knew the two of you would eventually end up together. You can't blame me for trying.

She starts to back out, but then stops.

MAXINE (CONT'D)

It's funny how Audrey came running back to you after I started seeing you. She never made a commitment to you until then.

Maxine shrugs her shoulders and cheerfully adds...

MAXINE (CONT'D)

But, as long as it doesn't bother you. Have a good time tonight.

She drives off.

Zach stands there, thinking.

EXT. BAYFRONT FESTIVAL PARK - SUNSET

The outdoor stage for the Miss Duluth Pageant has been fully dressed in its red, white, and blue regalia.

The contestants are on stage rehearsing the opening number. Maxine is there helping Lillian run through some cumbersome choreography.

Zach comes bolting across the lawn. He's looking for Audrey.

He walks up to the edge of the stage, gesturing to Lillian.

ZACH

Excuse me, Mrs. Barrett, have you seen Audrey?

LILLIAN

Indeed I have. She's in the tent.

As soon as those words are out of her mouth, Zach takes off.

ZACH

Thanks.

Maxine watches him go.

MAXINE

Lillian, I think we need a quick
break.

Lillian looks over at the weary contestants.

Their shins are starting to bruise from the various
missteps they have taken.

LILLIAN

You're right. We've been working
the poor dears too hard.

Maxine exits stage left.

LILLIAN (CONT'D)

Okay girls, take five.

The contestants deflate from their perfectly poised posture.

LILLIAN (CONT'D)

Make sure you hydrate and eat a
snack. We don't need anyone passing
out up here. If you go down it
throws off all the formations and
there isn't enough White Claw to
get me through another rehearsal.

INT. VIP TENT - SUNSET

Behind the stage is a VIP tent for the judges.

Audrey is mingling with her fellow judges when Zach
approaches her.

AUDREY

Well this is a nice surprise.

ZACH

We need to talk.

EXT. VIP TENT - SUNSET

Audrey and Zach exit the tent to find a quiet place to talk.
Maxine, seeing them, goes to find a hiding spot to eavesdrop.

ANOTHER ANGLE

AUDREY

What's wrong?

ZACH

Why are you with me?

AUDREY

Because you fit the suit, Johnny
Bravo.

Zach's not laughing.

Audrey realizes he's serious when a nostalgic Brady Bunch
reference passes without a chortle.

AUDREY (CONT'D)

What kind of question is that?

ZACH

It's an important one.

AUDREY

It's one you shouldn't have to ask.
It's one you should know the answer
to by now.

ZACH

Are you with me because of Maxine?

AUDREY

I'm with you in spite of Maxine.

Zach asks the question staring right into Audrey's eyes.

ZACH

You've been in New York for a long
time and never considered coming
back before. You've got a career
and success and all of that. I
start dating Maxine and suddenly
you are moving back. Tell me, did
you sell your company and do all of
this, not for me, but because I
started seeing Maxine?

AUDREY

That is the most ridiculous thing I have ever heard.

ZACH

Of course it's ridiculous, but that doesn't mean it's not true.

Audrey doesn't want to lie to him.

AUDREY

It's a little true.

Zach thrusts his finger toward her as though he were jousting.

ZACH

A-ha!

AUDREY

What A-ha?

ZACH

You were just using me for your perverted plan of revenge.

AUDREY

I never used you.

ZACH

You used me to get back at Maxine.

AUDREY

I never set out to use you. I wanted us to be together again. Getting back at Maxine was an added bonus.

ZACH

A-ha!

AUDREY

Will you knock it off with the a-ha-ing. I'm trying to be honest here.

ZACH

I can't believe I'm having this junior high conversation with the woman I want to spend the rest of my life with.

The wheels in Audrey's head start to run at full speed.

ZACH (CONT'D)

Whatever Saved By The Bell, High School Musical, whacky Hannah Montana scheme you and Maxine have going on, it's time to grow up and put an end to it.

Audrey snaps back from her thoughts.

AUDREY

Maxine planted this demon seed in your head, didn't she?

ZACH

Can we please leave Maxine out of this.

AUDREY

I'm being truthful, you should too.

Zach knows that if he answers truthfully he's screwed.

He lets out a sigh.

AUDREY (CONT'D)

A-ha!

Zach throws up his hands in exasperation.

ZACH

I'm out of here.

AUDREY

That little bitch.

Zach leaves.

AUDREY (CONT'D)

Zach, come back. Can't you see? This is exactly what she wants.

He keeps walking.

AUDREY (CONT'D)

Don't give her the satisfaction!

(a beat)

Zach!

(a beat)

ZACH!

Maxine walks around from the other side of the tent.

Maxine and Audrey lock eyes.

MAXINE

Here.

Maxine lobs a pair of panty-hose to Audrey.

She catches it.

MAXINE (CONT'D)

Now we're even.

LILLIAN (O.S.)

We need the contestants back on stage. Judges, we're ready for you down front.

EXT. BAYFRONT FESTIVAL PARK - SUNSET

Audrey is with her fellow judges in front of the stage.

Justin is showing them the judges table.

JUSTIN

Your score sheets will be set up right in front of you. Please don't doodle on them, or make a grocery list, or anything, it could affect the final tabulations.

Audrey listens intently until she sees Maxine take center stage.

Justin's words drift off as she focuses entirely on Maxine.

EXT. BAYFRONT FESTIVAL PARK - STAGE - CONTINUOUS

Maxine is on stage rehearsing the crowning of her successor with Lorraine acting as proxy.

LILLIAN

Now Maxine, you remove the crown from your head...

Maxine removes the crown from her head, but stops short.

MAXINE

I get to keep my crown, right?

She pulls the crown back.

LILLIAN

Of course, dear.

MAXINE

Okay.
 (losing patience)
 Let's move it along.

LILLIAN

Uh, yes. Now you take the crown and
 gently place it on the head of the
 new Miss Duluth.

Maxine goes to place the crown on Lorraine's head.

As Maxine places the crown on Lorraine's head she sees
 Audrey.

The two exchange stony steely gazes.

LILLIAN (CONT'D)

You'll have to quickly put some
 hair pins in to hold the crown in
 place.

Lillian turns to the contestants standing up-stage.

LILLIAN (CONT'D)

Now, whoever wins, make sure not to
 leave before Maxine gets the pins
 in. If she should happen to bore
 into your scalp with the bobby pin,
 just keep smiling. It would be
 better to have a throbbin' noggin',
 than to have your crown crash to
 the ground.

MAXINE'S POV

Audrey mouths something to her.

AUDREY

(inaudible)
 You suck.

AUDREY'S POV

Maxine mouths back.

MAXINE

(inaudible)
 You suck for money.

MAXINE'S POV

Audrey is getting steamed.

AUDREY
 (inaudible)
 Backstabber.

AUDREY'S POV

Maxine is getting just as mad.

MAXINE
 (inaudible)
 Loser.

MAXINE'S POV

Audrey's not playing fair anymore.

AUDREY
 (inaudible)
 Yoga pants.

AUDREY'S POV

Maxine's eyes open wide. So does her mouth.

MAXINE
 (shouting)
 What did you say to me?

ANOTHER ANGLE

Lillian stops addressing the contestants and turns to Maxine.

Audrey approaches the foot of the stage.

AUDREY
 I said...

The whole congregation has come to a halt.

AUDREY (CONT'D)
 (shouting)
 Yoga pants!

Maxine and Audrey are in their own world now.

MAXINE
 You've got a lot of nerve! I still
 fit into the dress I wore in the
 pageant.

AUDREY
 Oh please, that dress has had more
 alterations than the Kardashhians.

LILLIAN

Maxine! Audrey! This is not how the reigning Miss Duluth and her first runner-up behave.

Lillian is wasting her breath.

AUDREY

Look at you, swaggering around up there, you show off. It's just like back in junior high when you were the first one to get boobs.

MAXINE

That's right, I was first. I was first to get boobs, I was first to get a boyfriend, I was first to rock the smoky eye look. I was first for everything. Except I wasn't first runner-up.

AUDREY

That may be true, but when it comes to true success and true love, it's no contest and you can't stand losing. You can't stand the fact that I am successful and that I will live happily ever after and you will end up decrepit and alone with only several hundred stray cats for companionship. People will stop on the street and point at you. And they won't be saying "look there goes Maxine Rumson, she used to be Miss Duluth" they'll say "look there goes that crazy, smelly cat lady who used to be something".

Maxine stands, fists clenched, seething.

Audrey has hit home and she knows it.

AUDREY (CONT'D)

Me-ow.

She turns to leave.

MAXINE

Second place is first loser bitch and I got your consolation prize right here!

Maxine runs to the end of the stage and dives onto Audrey's back.

Audrey falls to the ground, flattened by Maxine.

All of the contestants run to the edge of the stage to watch the battle royale.

Maxine clearly has the upper hand and starts to slap Audrey around.

Audrey throws her off and springs to her feet.

Lillian comes running off the stage.

LILLIAN

Ladies! Ladies! What kind of example are you setting?

Audrey grabs a pitcher of lemonade from the judges table and throws it in Maxine's face.

Maxine covers her eyes.

MAXINE

The citrus! The citrus! It burns!

LILLIAN

(to Audrey)

That lemonade was for all the judges.

Maxine pulls her hands away. Her eyes are red, giving her a devilish quality.

She is drenched.

They start to circle each other.

AUDREY

You're mine.

MAXINE

You only wish you could have me.

AUDREY

Why not? Everyone else has.

(a beat)

At least I'll be satisfied when I'm done with you.

Audrey steps up and gets Maxine in a headlock.

Maxine's only line of defense is to reach around and grab Audrey by the teat.

Audrey lets go of Maxine and backs off, clutching her aching boob.

They come at each other kicking fast and furious.

It looks like some bizarre Russian folk dance.

Then, like rams vying for superiority, they charge each other.

Audrey grabs Maxine around the waist and tackles her to the ground.

The two "pals" roll, kicking, scratching and screaming, around on the ground.

EXT. BAYFRONT FESTIVAL PARK - NIGHT

The sun has set.

The stage is empty.

Rehearsal is over and everyone has gone home.

Suddenly, from around the back of the stage, Audrey runs being chased by Maxine.

INT. SORENSON'S HOUSE - KITCHEN - NIGHT

Jane and Bill are playing Scrabble at the kitchen table.

JANE

Jostulate is not a word.

BILL

The hell it ain't. It's right there in front of you.

JANE

Use it in a sentence.

BILL

When you come near me you make my heart jostulate.

JANE

Flattering, but not a word.

Audrey comes barreling through the back door.

She's more than disheveled and less than clean.

She tries to get through the kitchen without being stopped.

JANE (CONT'D)

Audrey.

Too late.

JANE (CONT'D)

Your father and I would like to have a word with you.

Audrey doesn't turn around.

AUDREY

Now is not a good time.

JANE

Lillian called. She said you and Maxine were fighting? Were you picking on her?

Audrey spins around.

AUDREY

Picking on her? What the hell is this, second grade?

At the sight of her bludgeoned daughter, Jane careens into mother mode.

JANE

Is that blood?!

AUDREY

Yeah,
(proudly)
But it ain't mine.

Jane gets up from her chair.

JANE

You won't be such the braggart when that leaves a stain.

She drags Audrey over to the sink.

BILL

Honestly, Audrey, I expect this kind of behavior from your brother, heck I probably even encouraged it back in the day, but you're my baby girl.

Jane is trying to clean Audrey's sooty face, but Audrey is putting up a fuss.

JANE
I think you should call Maxine and apologize.

AUDREY
(defiantly)
I will not.

BILL
Don't talk back to your mother.

AUDREY
(defiantly)
I'm not.

JANE
Don't talk back to your father.

AUDREY
Jesus.

JANE
Don't bring him into this. He didn't do anything.

BILL
This is ridiculous. Just swallow your pride, call Maxine and apologize.

Audrey pulls away from her mom.

AUDREY
Dad, I've been swallowing my pride for so long, I'm choking on it.

Audrey storms out.

INT. DEEP LAKE LODGE - BAR - NIGHT

Zach and Jimmy are playing pool.

ZACH
This whole thing has gotten out of hand. I'm fighting with Audrey, Audrey's fighting with Maxine, Maxine is fighting with Audrey.

JIMMY

Quit your belly-achin'. You got two chicks fighting over you. Roll with it.

ZACH

Well, one of those "chicks" happens to be your sister.

JIMMY

Yeah! And I heard she kicked some mighty ass.

ZACH

They're not really fighting over me.

Jimmy lines up the six ball and shoots.

ZACH (CONT'D)

They're just fighting.

JIMMY

I saw it coming a mile away. This thing has been brewing since the Malibu Barbie incident. Maxine got the Malibu Barbie. Audrey got the Malibu Skipper.

ZACH

So what?

JIMMY

Since the Corvette belonged to Barbie, Skipper never got to drive it. Skipper always had to ride shotgun to Barbie.

ZACH

I always thought Skipper was a lot hotter than Barbie, anyway.

JIMMY

Skipper was younger than Barbie. That's jailbait, Elvis.

Jimmy lines up the four ball and shoots.

JIMMY (CONT'D)

You played with girl dolls?

ZACH

Well, when GI Joel went on shore leave.

JIMMY
 (knowingly)
 Oh, yeah.

ZACH
 Barbie and Skipper aside, it
 doesn't help the current situation.
 I'm not an action figure.

JIMMY
 Zach, pal, bud, pay attention.
 We're talking about two girls here
 that have been friends forever. We
 can never begin to understand the
 brotherhood of sisterhood so we're
 better off letting them do whatever
 it is they do and stay the hell out
 of their way.

EXT. SORENSON'S HOUSE - BACK DECK - NIGHT

Audrey is sitting on an Adirondack chair on the back deck.
 She is checking out the scratches she has from scrapping.

Jane steps up next to her carrying two beers.

She hands one to Audrey.

JANE
 Do we need a bottle opener for
 these?

AUDREY
 No. I just use my teeth.

Jane looks a bit shocked.

JANE
 That's very funny.
 (a beat)
 Right?

Audrey twists off the cap. Jane does the same.

Audrey takes a sip. Jane does the same.

AUDREY
 I'm sorry I wasn't a better
 daughter.

Jane is genuinely stunned by that statement.

JANE

You are a great daughter. You never got in trouble, you always had a job after school and, look at you, you made something of yourself.

AUDREY

Yeah, but I'm sorry I wasn't a better daughter. I never wanted to be on the cheerleading squad. I hated ballet class. And when it came to the pageant, I was probably the only one who was in it for the cash.

JANE

(joking)

Yep you were pure evil.

AUDREY

I'm sorry I wasn't more like Maxine.

JANE

Before you were born I had an idea of what I thought a daughter should be. But as I watched you grow, you kept changing the mold. And I am happy you did. All of these years I have been living vicariously through you, watching what this woman, my daughter, can do. And I've been having the time of my life.

AUDREY

Thanks, Mom.

JANE

Now, about Maxine...

AUDREY

I'll go apologize.

JANE

I don't want you to apologize just to get it off my chest.

(a beat)

There are things that you have done in your life that I don't know about and, quite frankly, I don't need to know about. Like your first sexual experience.

(MORE)

JANE (CONT'D)

I'm sure you've had one, but I really don't want to hear the details. That is something you share with your sister. Of course you didn't have a sister so, you shared it with Maxine. You and Maxine have grown up together. Now is not the time to stop. So grow up.

AUDREY

(sincerely)

This is a very "Terms of Endearment" moment.

Jane puts a comforting arm around Audrey.

JANE

The daughter dies at the end of that movie, doesn't she?

AUDREY

Yeah. Breast cancer.

A long pause.

JANE

You're not keeping something from me, are you?

AUDREY

Mom.

JANE

Mammograms aren't scary, you know.

AUDREY

Mom. I don't have cancer.

JANE

Shall we check for lumps together?

AUDREY

Let's bond another way, shall we.

INT. MAXINE'S HOUSE - LIVING ROOM - NIGHT

Maxine is sitting on her couch nursing a swollen jaw by holding a pint of frozen ice cream up to it.

She removes the ice cream and takes a spoonful from it then puts the container back up to her cheek.

The doorbell rings.

She gets up to answer it feeling every bruised muscle in the process.

She opens the door. This is Duluth. You don't have to ask who's there.

Audrey is standing on her front porch.

AUDREY
Hi. Can we talk?

MAXINE
Will there be slapping involved?

AUDREY
(nervously)
Only our knees when we're laughing
about this later. Ha, ha?

Maxine's not laughing, but she lets her in anyway.

INT. MAXINE'S HOUSE - KITCHEN - CONTINUOUS

Maxine leans up against a counter still clutching and eating her ice cream.

MAXINE
We'll talk in here. I'll feel safer
surrounded by knives.

AUDREY
Maxine, this has gone too far.

MAXINE
Yes it has. So apologize and we'll
forget it.

Audrey knows what she has to do and for the first time she doesn't mind doing it.

AUDREY
I'm sorry.

Maxine throws her spoon down.

MAXINE
Oh, that is so typical of you.

AUDREY
What are you talking about?

MAXINE

You always have to take the high road, always have to be better than me.

AUDREY

I'm not trying to be better than you. I'm just trying to do the right thing.

MAXINE

You make me sick.

AUDREY

What did I do?

MAXINE

You did everything, Audrey. You left town, you risked everything and came up the big winner. I stayed here and played it safe, and all I'll ever be is Miss Duluth. And now I'm not even that.

She storms out of the room.

AUDREY

Wait a minute.

INT. MAXINE'S HOUSE - BATHROOM - CONTINUOUS

Maxine is washing her face.

Audrey stands in the doorway.

AUDREY

You have always been the "it" girl. You've always had friends, fans, following. You have it all.

MAXINE

Well, whatever I had, I'm running out of it.

AUDREY

No you're not.

MAXINE

Look at me, Audrey. I'm running on fumes. I didn't get the promotion at the Duluth Tourism Office I wanted. I'm not good at relationships.

(MORE)

MAXINE (CONT'D)

(a beat)

Do you know why my engagement was called off?

AUDREY

You said Joel was smothering you.

MAXINE

I lied.

Maxine has a seat on the toilet.

MAXINE (CONT'D)

He said he was allergic to my cat. And because Butterscotch and I had been together longer, he couldn't bear to split us up. So, he did the "noble" thing and bowed out. Have you ever heard a bigger crock of crap in your entire life?

Maxine starts to break down.

MAXINE (CONT'D)

Then Butterscotch dies! And he doesn't come back.

She starts to sob.

MAXINE (CONT'D)

The truth is I wasn't good enough for him.

Audrey kneels down beside her.

AUDREY

Now that's a crock of crap.

MAXINE

I tried to be like you.

Audrey starts laughing hysterically.

MAXINE (CONT'D)

That's not funny.

AUDREY

Oh, that's funny. Because all I ever wanted was to be like you.

Maxine stares at her and starts to laugh through her tears.

MAXINE
(self-mocking)
Well, I am Miss Duluth.

AUDREY
Maxine, you have always been more than just Miss Duluth and I have always been more than just the first runner-up.

The two hug.

AUDREY (CONT'D)
And besides. You always said Joel was boring.

MAXINE
He was. All he did was talk about tacos. And he hated guacamole.

AUDREY
Well, babe. Just like guacamole: you are extra.

INT. MAXINE'S HOUSE - LIVINGROOM - NIGHT

Maxine and Audrey are sitting on the couch passing the ice cream back and forth, sharing the spoon.

MAXINE
I hope we never fight again.

AUDREY
Oh, we're gonna fight again. Things can't be perfect and peaceful all the time. We're not Quakers.

MAXINE
Actually, I wouldn't mind another crack at you. I have my period and feel a little sluggish.

AUDREY
I think our hellcat days are over.

MAXINE
Yeah, but at least we'll have the memories.

AUDREY
And the police report.

MAXINE

Oh, yeah. I should tell you: I have
a restraining order against you.

INT. STOFER VETERINARIAN CLINIC - DAY

Zach is at the front desk, looking over the day's schedule.

Maxine runs in, out of breath.

She's on her way to the pageant and is decked out in her Miss
Duluth sash and tiara.

ZACH

You are way too over dressed for
spay and neuter day.

MAXINE

I'm not here for that. I'm here
because there is someone we need to
talk about.

EXT. BAYFRONT FESTIVAL PARK - STAGE - DAY

Two young women, ALAINA and JESSICA, stand on stage clutching
each other.

This is the final moment of the Miss Duluth Pageant.

The tuxedoed host reads the list.

HOST

And the first runner-up is....
(pause)
Alaina Enoch.

Jessica's hands shake as they come to her mouth.

HOST (CONT'D)

That means Jessica Duffy is our new
Miss Duluth.

Alaina is handed her wee bouquet and escorted to stage left.

Jessica is given a lush bouquet of roses.

Maxine walks out to the new Miss Duluth.

She removes the crown from her head and places the twinkling
rhinestone tiara on the head of her successor.

Jessica takes off down the runway.

Maxine watches her go. She lets out a deep sigh. You could say it's a sigh of relief or regret, but it's not. It's a breath of fresh air.

Audrey is watching from the judges table. She isn't watching the winner. She is looking at the girl standing in the shadows.

She recognizes that "smile".

Audrey looks to Maxine.

Maxine gives her a wink.

EXT. BAYFRONT FESTIVAL PARK - NIGHT

After the crowning, Bayfront Festival Park turns into a party with a live band, food and drink.

EXT. BAYFRONT FESTIVAL PARK - STAGE - CONTINUOUS

Maxine and Audrey are sitting at the edge of the stage.

AUDREY
He didn't show.

MAXINE
Oh, he'll show.

AUDREY
No. I messed up. I messed up big.

MAXINE
You know what the best part of making a mess is?

AUDREY
What?

MAXINE
You can always clean it up.

Audrey nods.

MAXINE (CONT'D)
Of course, you might have to get down on your knees to do it properly.

Maxine accompanies her double entendre with a devilish grin.

AUDREY

No wonder you were so popular.

Alaina walks by still carrying her bouquet.

She stops in front of the two women.

ALAINA

(to Audrey)

Aren't you Audrey Sorenson, the
last first runner-up?

AUDREY

The one and only.

Alaina looks around and then whispers.

ALAINA

Do you have any advice for me?

The young woman is eager for some inside information.

AUDREY

You're going to accomplish much
more than this in your life and you
can't allow yourself to be defined
by this one moment in time.

Audrey smiles at the girl. She thinks to herself: Man, that's
good.

Alaina looks at Audrey with disgust.

ALAINA

Well, no duh.

(a beat)

What I need to know is how I can
get her to screw up so I can get
the crown.

AUDREY

Sweetheart, if I knew that...

She looks at Maxine. Then back to Alaina.

AUDREY (CONT'D)

... well, I don't.

Alaina stomps off.

Audrey looks over to Maxine who is staring at her.

MAXINE

(mockingly)

Allow yourself to be defined by
this one moment in time?

(a beat)

What sappy self help book did that
come from?

AUDREY

Actually, I read it on the inside
of a Snapple cap.

They laugh.

EXT. BAYFRONT FESTIVAL PARK - LATER THAT NIGHT

The day's festivities are coming to a close with a dazzling
fireworks display.

Audrey and Maxine stand together watching the show.

Audrey looks into the crowd. All of the faces are staring at
the sparkling sky. Except one.

Zach is looking at her.

She gestures for him to meet her away from the activity.

EXT. BAYFRONT FESTIVAL PARK - CONTINUOUS

Zach and Audrey move to an empty area of the park away from
the ooh's and ah's of the crowd.

The fireworks explode around them.

AUDREY

It's too bad you had to miss the
pageant.

CROWD (O.S.)

Oooooh!

ZACH

Yeah, I had to deliver the
Henderson's puppies.

The crowd reacts, as if on cue.

CROWD (O.S.)

Aaaah!

AUDREY
I'm really sorry for the way I
acted.

CROWD (O.S.)
Ooooooh!

AUDREY
The last thing I wanted was to make
you angry.

CROWD (O.S.)
Aaaaah!

He hasn't said anything.

She's growing nervous.

AUDREY
I have to leave tomorrow.

CROWD (O.S.)
Ooooooh!

ZACH
Are you coming back?

AUDREY
Do you want me to?

CROWD (O.S.)
Aaaaah!

Zach smiles.

ZACH
I asked you first.

Audrey smiles back.

AUDREY
I asked you second.

CROWD (O.S.)
Oooooooh!

Zach steps toward her, ready for the "confrontation".

ZACH
I asked you first, infinity.

CROWD (O.S.)
Aaaaaaah!

Audrey has an ace up her sleeve.

AUDREY
I asked you second, infinity plus
one.

CROWD (O.S.)
Ooooooh!

Zach grabs her.

He dips her into a passionate kiss.

CROWD (O.S.) (CONT'D)
Aaaaaaaaaaaaaaaaaah!

From the crowd a single voice stands out.

MAXINE (O.S.)
Yes!

Audrey and Zach ignore the fireworks going on around them,
and concentrate on the fireworks inside.

Aaah.

EXT. BAYFRONT FESTIVAL PARK - PARKING LOT - NIGHT

The crowd is filing out of the park.

Audrey and Zach hold hands as they walk Maxine to her car.

MAXINE
I can't believe it's over.

ZACH
(to Maxine)
So, now what are you going to do?

MAXINE
Hell, I don't know. My job is going
nowhere. I'm not Miss Duluth
anymore. I think I need something
new.

AUDREY
When I get back I'll help you with
a resume and we'll get you on track
for your next chapter.

MAXINE

Resume? The only skills I really have are looking good in front of a camera, composure in front of a crowd, smiling at all costs, answering all kinds of questions and constantly promoting Duluth. What job can I possibly get?

INT. HOTEL BALLROOM - ONE YEAR LATER

The room is festively decorated with balloons, streamers, banners and posters.

Red, white and blue confetti is falling like rain.

The crowd that fills the room is cheering wildly.

Andy is on stage standing at a podium. He quiets the crowd.

ANDY

As the campaign manager for this dedicated and wonderful woman, it is my pleasure to introduce the new Mayor of Duluth, Maxine Rumson.

Maxine steps out on the stage to a thunderous roar.

Smiling broadly, she takes her spot at the podium.

She pulls out her acceptance speech.

Maxine winks at Audrey who is standing on the far side of the stage with Zach.

Audrey winks back.

Maxine quiets her adoring constituents.

MAXINE

I have a speech written for this occasion. But, before I get to that I need to introduce someone. Without her friendship and support I would not be here. Ladies and Gentlemen, my speech-writer and very best friend in the world, Audrey Sorenson-Stofer.

She motions for Audrey to join her on the stage.

Audrey kisses Zach and steps up to the podium.

The two friends hug.

They turn to the crowd.

And with the applause growing and cameras flashing they share the spotlight.

Together.

INT. SET OF "PROJECT RUNWAY" - DAY

Karli Kloss, Brandon Maxwell and Nina Garcia are seated alongside each other.

KARLI

Designers, please welcome guest judge, designer of The Dozen Dress, Design Consultant to J. Crew and Project Runway alumni, Audrey Sorenson-Stofer.

Audrey smiles and waves.

AUDREY

Hi designers!

FADE OUT.

THE END