

Friends With Benefits

("Pilot")

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FRIENDS WITH BENEFITS

COLD OPEN

SFX: "Electric Avenue" and the squeaking of a mattress.

INT. BEN'S BEDROOM - AFTER MIDNIGHT

The squeaking stops as a woman, SARA WELKER (28), rolls off a man, BEN HARRISON (27). They look up at the ceiling, catching their breath. Sara leans over and shuts off the music.

SARA  
You realize that's a weird song to  
have sex to?

BEN  
Is it?

SARA  
You have 16,000 songs on your Ipod.  
You chose that one. Just saying.

BEN  
I like that song.

SARA  
Yeah I could tell.

BEN  
(singing)  
"We gonna rock down to..."

SARA  
Not getting less weird...

BEN  
(now doing a little dance)  
"And then we take it higher."

Sara stands up to get dressed.

BEN  
So... was it all that you hoped for?

SARA  
It was... ok.

BEN  
What do you mean "ok?"

SARA  
I've had better.

BEN  
Really...? I have rugburn on the top  
of my head.

SARA  
What are you talking about?

BEN  
What are you talking about?

SARA  
My date tonight.

BEN  
(beat)  
Right. Me too.  
(beat)  
I thought you liked this guy.

SARA  
I did. I mean I do. We had a great  
time tonight.

INT RESTAURANT - EARLIER THAT NIGHT

Where a good-looking guy, RICH (30s, Anchorman-style haircut), raises a glass to toast Sara. It's a nice, romantic moment.

INT BEN'S BEDROOM - SAME

BEN  
But...?

Off her look, CUT TO:

INT. RESTAURANT - EARLIER THAT NIGHT

Right after the toast, Rich's Iphone buzzes. He checks it.

RICH  
Bears up by 10 in the 4th. Hi five!

INT. BEN'S BEDROOM - AFTER MIDNIGHT

BEN  
He blew it.

Sara throws on a pair of hospital scrubs.

SARA  
I don't know if he "blew it."  
(off his confused look)  
What? He's cute. He's got great hair.  
He's the VP of a company.  
(beat)  
You're a guy, you wouldn't  
understand.

BEN  
I understand. He's a douche.

SARA

He's not a douche. And I want three kids.

BEN

Sorry?

SARA

A girl and two boys, each two years apart. Which means if I'm not married by, like, June, then there's a 40% chance my youngest is born with a tail.

BEN

Sara... you're 28.

SARA

Exactly. I can't just sit around and wait like you do.

BEN

I don't sit around and wait. I'm out there. I'm looking.

(off her dismissive look)

I go on more dates than you.

SARA

You go on first dates.

BEN

I'd be happy to start with third dates but most girls won't let me.

SARA

Haha. So what was wrong with the girl last week?

BEN

(beat)

She didn't like "Top Chef."

Sara picks up a pillow and throws it at Ben.

BEN

It's a great show!

SARA

Do you even want a relationship?

BEN

That's all I want! Someone to eat brunch with and... wake up next to and... wear sweatpants around. I want that more than anything I just... haven't found the right girl yet.

(off her look)

(MORE)

BEN (CONT'D)

I am trying. Gotta date tomorrow  
night I'm excited about...

SARA

You'll find something wrong with her.  
You always do.

BEN

Go make babies with Phone Guy.

SARA

Maybe I will. If he calls.

BEN

He'll call. He's Phone Guy.

Sara kisses him on the cheek.

SARA

Next time I pick the music.

When she's halfway out the door:

BEN

Sara --  
(she comes back in)  
I'm not that bad, am I?

SARA

No, Ben. You're great.  
(beat)  
That rugburn was totally worth it.

And with that, she's gone.

END OF COLD OPEN

ACT ONE

INT. CHICAGO MOVIE THEATRE - NIGHT

Ben sits watching "Caddyshack." He belly laughs at the movie. All around him people are reacting similarly. Not so Ben's DATE (late 20s).

BEN  
What's the matter?

DATE  
Nothing. This is fun. I'm having fun.

BEN  
OK, good.

DATE  
(beat)  
I just don't think this is funny. And that gopher looks fake.

Off Ben's horror, CUT TO:

INT. MALONEY'S TAVERN - NIGHT

Where Ben sits with Sara (in her scrubs) and his best friend AARON GREENWAY (27, nerdily cute). Reacting to the previous:

AARON  
That is sick! I don't even -- Who does this girl think she is?

Sara and Ben exchange a look.

SARA  
I'm not saying a word.

BEN  
(to Aaron)  
Let me ask you something... you think I'm too picky?

AARON  
No I think you're selective. It's a good thing.

HOON (27, Aaron's roommate, Ed Hardy style douchebag) walks up, flicks Aaron's ear. When Aaron turns reflexively, Hoon steals his drink. The whole thing takes half a second.

HOON  
Who rejects a girl cause she doesn't like a movie?

SARA

For the first time in history, I agree with Hoon.

BEN

(to Aaron)

What's he doing here?

AARON

Followed me. Nothing I could do.

BEN

Sense of humor, Hoon. It's important.

HOON

Really, Ben? Can you have sex with her sense of humor...? Can you play leapfrog with her sense of humor while her sorority sister films it...? I rest my case.

Beat as everyone absorbs that. And then ignores it.

BEN

The worst part is... I was gonna bring her to my sister's wedding. Molly will kill me if I don't bring a date.

AARON

Why would she care?

SARA

You know how expensive these things are? You RSVP'd plus one, you'd better show up plus one.

A girl comes in from outside dressed head to toe in a bumblebee costume. This is RILEY KULECK (24, effervescent, adorable). Upon seeing Hoon:

RILEY

(to Sara)

What's he doing here?

Sara rolls her eyes. Aaron just throws up his hands. Nothing he could do. Meanwhile, Riley has hopped over the bar and begun to change out of her costume in front of the gang. They look at her like what's up with that?

RILEY

This guy I'm seeing...

As if that explains anything. Sara's beeper buzzes.

SARA

Back to work.

BEN  
See you later maybe?

SARA  
(shrugs)  
Text me.

And that's that. She leaves. As Riley changes, Aaron looks away, uncomfortable while Hoon is enjoying the show.

HOON  
Daddy like.

RILEY  
Look away or I will punch you in the balls.

HOON  
You'd still be touching them...  
(snaps out of it)  
What were we talking about?

AARON  
His sister's wedding.

HOON  
I got the perfect girl for you. Her teeth pop out.

RILEY  
Why would that be the perfect...  
ohhhh.  
(beat)  
Ewww!

HOON  
Someone else then. There's loads of girls out there. Here, I'll show you--

They try to stop him but it's too late. Hoon heads over to hit on a BLONDE at the other end of the bar. As soon as he's gone, the guys turn away.

AARON  
Look at Hoon. Out there sleeping with a different woman every night. That's not what you want.

BEN  
(suddenly conflicted)  
No... that's.... No.

AARON  
You're a romantic. Like me...

BEN  
That's... not it either.

AARON

But you know what I'm saying. Why waste time on someone who isn't your soulmate?

BEN

You've been watching The Notebook again, haven't you?

AARON

Ben, they were meant for each other. And I'll tell you, the first time I saw Kelly Finelli, it was like a lightning bolt, no, like a taser to my soul. I knew instantly she was the one.

Both Ben and Riley roll their eyes at this.

BEN

You realize you've said that about every girl you've ever dated, right?

AARON

I've never felt this way before.

SERIES OF SHOTS

- A pimply 17-year Aaron with braces turns to 17-year old Ben in gym class (SUPER: 10 YEARS AGO).

AARON

I've never felt this way before.

- 20-year old Aaron (with long hair and a soul patch) enters his dorm room, dramatically clutches his heart. (SUPER: 5 YEARS AGO).

AARON

I've never felt this way before.

- Aaron and Ben in the same bar, in the exact same spot (SUPER: JUNE):

AARON

I've never felt this way before.

INT. MALONEY'S TAVERN - SAME

AARON

Well this time is different.

BEN

You've been on three dates.

AARON  
The best three dates of my life.  
Friday night's our two week  
anniversary.

BEN  
And let me guess, you're gonna do  
something crazy?

AARON  
I wouldn't put it past me.

ANGLE ON: Hoon and the Blonde. He writes her number down in a matchbook.

HOON  
I'll call you.

She smiles. Hoon winks at her, turns and walks across the bar.

On the way, in plain view of both his friends AND the Blonde, Hoon proceeds to light the matchbook -- phone number and all -- on fire! The Blonde is horrified. Aaron is horrified. Ben is horrified (and kind of impressed).

Hoon smiles. Passes another GIRL on the way back. Lights her cigarette with his flaming matchbook.

HOON  
What are you doing tonight?

At which point, Riley grabs him by the ear and says:

RILEY  
(to Hoon)  
Get out.

INT. HOSPITAL - SAME

Sara leaves an exam room. Feels a buzz in her coat. It's not her beeper, however, it's her private Blackberry. She looks at the message from Rich. "I'd love to see you again."

Sara pumps her fist in excitement. Her colleagues, both older nurses, ANNIE and KAY (50s), catch this.

SARA  
(excited)  
He asked me out again.

ANNIE  
In a text message?

SARA  
Of course.  
(off their look)  
He's not a stalker!  
(MORE)

SARA (CONT'D)

A phone call is aggressive. Means he's a little too eager, a little too soon. Now an email, on the other hand -- no matter what it says -- means he just wants to be friends. An IM means he just wants to have sex and a BBM means he's gay. So a text message, that's what you want, trust me.

ANNIE

Oh thank God I'm married.

INT. BEN'S OFFICE - LATER

Ben is "hard at work" at his computer -- hard at work on his fantasy football team. A young woman pushing the mail cart catches his eye. Potential?

BEN

(to himself)  
Hello...

When she gets closer, Ben notices she's wearing Mom Jeans.

BEN

...and goodbye.

INT. GYM - LATER

CLOSE UP: a woman's ass in tight spandex. It rises and falls.

VOICE (O.C.)

That's it. Yes. A little deeper.

REVEAL: the ass belongs to a SEXY MILF (late 30s) doing leg lifts. The voice belongs to Hoon, her personal trainer. Hoon puts his hand on her ass (for "spotting" purposes). Hoon smiles. He loves his job.

ANGLE ON THE OTHER SIDE OF THE ROOM. Ben is running on a treadmill. Next to him is Aaron, walking slowly, reading a magazine. Attractive women are everywhere.

BEN

(gesturing)  
How bout her?

AARON

Hooned.

BEN

That one?

AARON

Hooned.

BEN  
Over there?

Hoon happens to walk by. He points to the same girl.

HOON  
Hooned her last night.

BEN  
Are there any girls here you haven't  
slept with?

One walks towards them...

HOON  
Never seen her before.

And once she's walked by, seeing her from behind...

HOON  
Oh yes I have.  
(beat)  
Hooned.

Aaron closes his magazine.

AARON  
Why don't you just take Sara to the  
wedding?

BEN  
Because... I'm not dating Sara.

AARON  
Oh right, you're just sleeping with  
her.

BEN  
Exactly.

AARON  
Not dating, just having sex.

BEN  
You got it.

AARON  
I don't understand.

BEN  
Understand what?

AARON  
You're friends... but then  
occasionally... you poke each other  
in the sexual way. It makes no sense.

BEN

You can invent an algorithm that Google buys for 12 million dollars but this is over your head?

AARON

You don't have sex with your friends! Friends are like family. You don't get naked with your family.

HOON

Where do people come up with these rules?

BEN

You didn't have sisters.

HOON

But I had a mom and two Great Aunts. Tremendous Aunts.

Ben and Aaron absorb this. Ignore him.

AARON

I don't get it, Ben.

BEN

What's not to get? We like sex, we like each other...just not in that way.

HOON

You wanna know what I think?

AARON/BEN

No!

HOON

Three things. 1: It's a wedding. You don't take someone you're already boning to an event that's guaranteed sex with somebody new. That's bush league. 2:

(a hot girl walks by)

Hooned... And 3: Take my advice. Show up stag, find yourself a slutty bridesmaid, and bang her in your car. Hoon style. Trust me, you'll love it.

BEN

It's like he's never not auditioning for "Jersey Shore."

INT. BEN'S APARTMENT - LATER

Ben's place is slightly less adult than his age (vinyl records everywhere, movie posters, more video game systems than furniture, etc). Ben is playing Madden when his phone rings.

The screen splits. On the left, Ben on his couch. On the right, Ben's sister MOLLY, the bride-to-be, staring at a giant seating chart.

BEN  
Hey Molls. Listen, about the wedding,  
I know I RSVP'd --

MOLLY  
Let me guess, you don't have a date.

BEN  
...there's a chance -- wait, what?

MOLLY  
Don't worry, I wasn't counting on you  
bringing a date.

BEN  
You... why not?

MOLLY  
You've never had a girlfriend and I  
don't want you bringing some random  
chick to my wedding.

BEN  
No, I wouldn't --

MOLLY  
Ben, you're my brother, and I love  
you, but you're a disaster.

BEN  
That is not -- you know what, it just  
so happens I do have a date. And...  
she's... my girlfriend.

MOLLY  
(beat)  
Really? Is it serious?

BEN  
Oh yes. We wear sweat pants and  
everything.

MOLLY  
You're kidding me.

BEN  
I'm telling you Molls, I think this  
one's my soulmate.

Ben looks at the phone like "what is wrong with me?"

MOLLY  
Oh my God, that's amazing. Mom's  
gonna be so excited.

BEN  
We don't need to --

MOLLY  
Mom, get in here!

BEN  
What?

Ben's MOM appears.

BEN'S MOM  
Hello?

BEN  
(rolls his eyes)  
Hi Mom.

MOLLY  
He used the word "soulmate."

Mom starts freaking out with excitement. Ben has to hold the  
phone away from his ear.

MOM  
Oh Ben, this is wonderful! We all  
thought you were gonna die alone.  
(beat)  
Let me get Grandma.

BEN  
Oh god.

Ben is exasperated. And on his mortified look...

END OF ACT ONE

ACT TWO

INT. BEN'S CUBICLE - DAY

Ben stares intently at the computer. Deep in stressful work stuff? REVEAL, no, he's on Facebook. ANGLE ON THE SCREEN. A cute girl. CLOSE UP on her "status": "In a Relationship." Ben clicks on another girl. Same "status." A third. Same.

BEN  
How is it possible every girl I ever  
went out with is "in a relationship?"

Eventually he finds one that reads: "It's Complicated." Hmm. What does that mean? Stares it down, curiously. Then takes out his Iphone. The screen splits.

On the left, Ben in his office. On the right, Sara in the ER.

TEXT BUBBLES appear over their heads. Like so:  
BEN: "Your friend Jane, what does that mean - 'it's complicated?'"

Sara stops what she's doing. Reads this. Types back.

SARA: "Lives with her ex, dates his best friend. Stay away!"  
BEN: "Still need a date for the wedding."

Sara winces. Picks up the phone and calls Ben. (CONTINUE SPLIT SCREEN, END BUBBLES).

SARA  
What about... the ballerina?

BEN  
Not enough going on upstairs, if you  
know what I mean.

SARA  
She wasn't smart enough?

BEN  
Downstairs of that.

SARA  
You mean her breasts?

BEN  
I wouldn't really call them that.

SARA  
See that's what I'm talking about,  
Ben. That is exactly what I'm talking  
about.

BEN  
Stop biting your nails.

SARA  
I'm not biting my nails.  
(she totally is)  
Just because someone's an A-cup or  
has Cow Ankles --

BEN  
They're called cankles.

SARA  
No they're not. Ben, you can't be  
this choosy.

BEN  
I'd rather be choosy than desperate.

SARA  
(beat)  
Desperate?

BEN  
(immediate regret)  
That came out wrong.

SARA  
I'm not desperate. You think I'm  
desperate? Cause I am not desperate.

BEN  
That sounded a little desperate.

And Sara's now thinking about it.

BEN  
Sara?

SARA  
Hmm.

BEN  
My family thinks I'm bringing my  
"soulmate" to this wedding. Help me,  
please...

SARA  
How bout... the girl from the Cupcake  
Place?

BEN  
(remembering)  
Cupcake Girl...

Looks her up on Facebook. Cute. And her status says "Single."

BEN (CONT'D)  
Devan.

SARA  
And besides the name Devan, what was  
wrong with Devan?

BEN  
(thinks)  
I know it was something...

SARA  
You can't even remember?! Bam, that's  
your girl.

BEN  
There was definitely --

SARA  
Ben!

BEN  
Ok I'll call her.

SARA  
Great then I'll talk to you --

BEN  
Sara --  
(beat)  
When I said "desperate," I didn't --

SARA  
I'm over it.

BEN  
No, I... what I mean is... I just  
think you deserve... more.

They hang up. End Splitscreen. Stay with Sara, stewing:

SARA  
Desperate.

INT. AARON MASERATI - LATER

Aaron on his cell phone driving down the highway.

AARON  
...did you see Dancing with the Stars  
last night? They played that song you  
like so much. I thought of you.

INT. EXCLUSIVE GARAGE - CONTINUOUS

Still on the phone, Aaron walks to the fancy elevator.

AARON  
...Skype'd with your Mom today, she  
says hi...

INT AARON AND HOON'S PENTHOUSE LOFT - CONTINUOUS

The doors of the elevator open right into Aaron's crazy loft.

AARON  
...anyway... That's all. Hope you  
like the puppy.  
(beat)  
You should probably open that box  
soon. Ok call me. Bye. Call me.

As he walks out, a WOMAN gets in. Matchbook girl from the bar!  
Aaron can't believe it. Hoon is in the kitchen pulling up his  
pants and writing something on a wipe-off board.

AARON  
What's that?

HOON  
My goal for the month. I'm trying to  
be more spiritual... And have sex  
with someone from each of the world's  
7 major religions.

AARON  
Which one was she?

HOON  
(crosses one off)  
Hoon do Hindu!

Aaron slumps down on the couch.

HOON  
What's the matter with you?

AARON  
Don't want to talk about it.

HOON  
(heading upstairs)  
Great. Don't want to hear about it.

AARON  
Kelly's acting weird.

And Hoon has to stop walking.

AARON  
Our anniversary's Friday. I gotta it  
all planned. Dinner at Spiaggia.  
Weekend in Paris. I chartered a jet.

HOON  
So what's the problem?

AARON  
I haven't heard from her all week.

HOON  
Maybe she's sick.

AARON  
You think she's sick?

HOON  
Of you.

Sara comes in with a fury.

SARA  
Ben called me "desperate."

AARON  
Sara, thank god you're here --

SARA  
Just because I have a particularly well-considered life plan that's 4 months behind schedule does not make me desperate.

HOON  
Are you sure? Cause I would totally hit that --

SARA  
You know I can take out your kidneys while you sleep...

That's Hoon's cue to go upstairs.

SARA  
Desperate... Please. If I was desperate, I'd be dating Ben.

AARON  
I thought you were dating Ben.

SARA  
Why would you think that?

AARON  
You're having sex with him.

SARA  
And...?

AARON  
(blinks a few times)  
Never mind.

At which point Ben comes in out of breath.

BEN  
Got your text, what's wrong?!

AARON  
Kelly Finelli.

BEN  
You said it was an emergency.

AARON  
It is an emergency. Three days now.  
No emails, IMs, Facebook messages...

BEN  
Are you still on for Friday?

AARON  
Dude, I chartered a jet.

BEN  
Then you're fine.

AARON  
I'm not fine I'm going crazy!

BEN  
Wow you so need a job.

AARON  
I have 12 million dollars. Do I  
really need a job?

SARA  
Do you really need a roommate?

HOON (FROM UPSTAIRS)  
I heard that!

AARON  
Let me ask you something. You're a  
woman. Why wouldn't you call someone  
back?

Sara and Ben share a look. Know what to do.

SARA  
(beat; lying)  
Cause I'm busy. Doesn't mean  
anything.

AARON  
I should go over there.

SARA/BEN  
No!

AARON  
Maybe buy her Mom a house?

BEN  
Do nothing!

AARON  
Really?

SARA  
Sure. You'll see her on Friday.  
You'll have a great time. It'll work  
itself out.

BEN  
That's exactly right, Aaron. Just  
take a deep breath. Relax. Don't do a  
thing.  
(beat)  
Can you do that?

INT. KELLY FINELLI'S APARTMENT BUILDING

Where Aaron is now outside Kelly Finelli's door with six dozen roses. And YO-YO MA playing "Lady in Red." Kelly answers. Surprised to see him. Aaron just walks in.

AARON  
Sorry to come here like this but I've  
been so worried, Kel. Did you get the  
puppy?

And then the door buzzes. Kelly hears it. Doesn't get it.

AARON  
Something's bothering you, isn't it?  
It's ok. I know it's something...

Another buzz. Kelly Finelli remains frozen.

AARON  
You need to get that or...?

Kelly Finelli blinks a few times. Presses the intercom.

AARON  
If you're busy, I can --

KELLY FINELLI  
Listen Aaron --

AARON  
Whatever it is, just know that I'm  
here for you. Ok? It know it's early  
but I think I might be fallin--

And a TALL BLONDE GUY appears in the doorway. With the puppy  
(wearing a red bow) on a leash.

AARON  
-- who the hell is this?

KELLY FINELLI  
(not sure what to do)  
This is Helmut.

AARON  
Helmut?!

TALL BLONDE GUY  
(German accent)  
I'm Helmut.

AARON  
He's German?

KELLY FINELLI  
I was going to tell you.

AARON  
I don't care that he's German, what's  
he doing here?  
(off her silence, realizes)  
Wow. I mean... wow. I don't even...  
this is... Wow. Just... wow.

Aaron falls into a chair in shock. Sits there saying nothing.

HELMUT  
(to Kelly, impressed)  
I think that's Yo Yo Ma.

KELLY FINELLI  
Aaron?  
(but he's in his own world)  
We're going out now. You want to stay  
or --

AARON  
I just need a minute.

And he takes his minute. Kelly and Helmut stand there  
confused. What's happening right now? Finally, Aaron gets up.  
On his way out the door, he scoops up the dog from Helmut.

AARON

This is mine!

(beat)

Come on Yo-Yo, let's go.

And as the three of them walk off...

END OF ACT TWO

ACT THREE

Music Up: "Stellify" by Ian Brown. SUPER: FRIDAY NIGHT.

SERIES OF SHOTS - DATE NIGHT

On the backbeat of the song...

Ben: outlook positive. He shaves, brushes his teeth, tries on several different t-shirts, plucks a grey hair.

Sara: outlook, also positive. Blow-dries her hair, puts on make-up, tries different outfits. Looks good in all of them.

Hoon: the most psyched of all. He shaves, brushes his teeth, puts on cologne. He also flexes his arms, shaves his balls, rinses the razor in the sink, blow-dries his hair, and makes faces in the mirror like the killer in "Silence of the Lambs."

Finally, Aaron (and the puppy): They just stare at us. Aaron looks like shit. Feels like shit. Turns out the lights. END MUSIC.

INT. MALONEY'S TAVERN - NIGHT

Ben is drinking at the bar with Riley, waiting. In walks THE WORLD'S MOST BEAUTIFUL BRUNETTE. He cocks his head in surprise. That can't be her. BRUNETTE (Devan) sees Ben and sure enough:

DEVAN  
(waving)  
Ben!

Ben is in shock. They hug. He can't believe how cute she is.

DEVAN  
It's been a while. I'm surprised that you called.

BEN  
Yeah I, uh, traveling, swine flu, was your hair always this shiny?

DEVAN  
I... think so?

BEN  
And you've always had...  
(re: legs)  
...those?

DEVAN  
Well this one is new.

Ben laughs. She's funny too. This date has some potential.

BEN  
You hungry? Let's get some food.

DEVAN  
I thought we were just having drinks.

BEN  
I just got really hungry. Wait...  
(beat, suspicious)  
You're not Vegan, are you?

DEVAN  
Oh hell no.

BEN  
Andiammo!

He holds the door open, watches her exit. Looks back at Riley -  
- stunned but psyched!

EXT. MALONEY'S TAVERN - STREET

Ben follows Devan out onto the street. As they start to walk,  
we WHIP PAN across the way where Sara is walking with Rich  
(who really does have terrific Anchorman hair).

SARA  
Ben?

Ben hears his name.

BEN  
Sara!

The two couples come together. Sara gestures to Ben,  
impressed. Ben signals back -- "I know, right?"

SARA  
And this is Rich.

Ben shakes his hand. Introduces himself.

BEN  
Great hair.

RICH  
(that's weird)  
Ok.

When Rich isn't looking, Ben gives Sara the thumbs up. She  
nods assent. Then it's time for them all to move on. They go  
in different directions. Meanwhile:

INT. SPIAGGIA - NIGHT

The most romantic restaurant in all of Chicago. Candlelit tables. At every one a loving couple. And then there's Aaron. Miserable. REVEAL he's with Hoon, enjoying the rolls.

HOON  
Aren't you glad I dragged you here?

AARON  
This was a bad idea.

HOON  
This was a great idea. And I got my passport with me. How do you say "Menage A Trois" in French?

AARON  
(looking around, paranoid)  
Everyone thinks we're a couple.

HOON  
Don't be ridiculous...

AARON  
They're all looking at us.

HOON  
They're just looking at me.

In a gesture of friendship, Hoon touches his hand which he immediately, self-consciously pulls away.

AARON  
No touching!

HOON  
No one sulks around the Hoon. I promise when I'm done with you, you won't feel a thing.

The WAITER approaches. He totally heard that last part.

WAITER  
Ready to order, gentlemen?

AARON  
Uh, yeah. Porterhouse. Medium.

HOON  
Yummy, I'll have the same.

AARON  
Wait, what, no.  
(to Hoon)  
(MORE)

AARON (CONT'D)

We can't order the same thing. That's what couples do.

HOON

Then I'll get the fish. We'll go halvesies.

AARON

No!

HOON

Why not?!

AARON

That's even worse!

HOON

Shhh!

They very much look like a fighting couple.

AARON

(exasperated)

This is why I don't take you to nice places.

Aaron signals for the Waiter. He returns.

AARON

I've changed my mind. I'll have the filet of sole instead.

HOON

That sounds good. I'll have that too.

Aaron shoots Hoon the look of death.

INT. UPSCALE BISTRO - NIGHT

Where Sara and Rich are having dinner. Rich is talking but we only hear snippets of what he's saying.

RICH

...then I moved to Lincoln Park...

Sara is pretending to listen. Here's what's happening instead:

SARA (V.O.)

We could buy a nice house with our salaries. A big one. And our kids would be tall. That's important.

RICH

Want another?

SARA  
No, I'm good thanks.  
(voice over)  
Is he going for a record? Hmm. Must  
have had a rough day.

RICH  
(to a passing Waitress)  
One more CHAR-donnay.

SARA (V.O.)  
He's not pronouncing it --

RICH  
(to Waitress)  
CHAR-donnay. Thanks.

SARA (V.O.)  
Oh god, he is. That's unfortunate.  
But is it a dealbreaker? No. It's  
most certainly not. Not with that  
hair and those eyes --

RICH  
...and that's when Heather and I  
split...

SARA (V.O.)  
He says the word "Heather" one more  
effin' --

RICH  
Do you know how beautiful you are?

That takes her by surprise.

RICH  
You're just so lovely.

Sara can't help but be charmed. He takes her hand. She beams.

SARA (V.O.)  
See Ben. Sometimes you are just so  
wrong.

INT. SWANKY LOUNGE - NIGHT

Where Ben and Devan are on a couch having drinks.

DEVAN  
Football's my favorite but I also  
like baseball, hockey. March  
Madness...

BEN (V.O.)  
She must be hiding something. What is  
it? Cankles?

Ben drops his napkin on the floor. Bends down to retrieve.  
Checks out her ankles.

BEN (V.O.)  
It's not cankles.

Her ankles are perfect. Ben sits back up.

BEN  
Please. Continue.  
(VO)  
Those legs are tremendous. And those  
lips. Look at her. She's interesting,  
smart.  
(out loud)  
I can't find anything wrong with you.

DEVAN  
Um... thanks?

And then a song comes on. "I'm Alright" by Kenny Loggins.

DEVAN  
Ooh I love this song. It's the theme  
song from Caddyshack!

BEN  
You like Caddyshack?

DEVAN  
Who doesn't like a fake dancing  
gopher?

BEN (V.O.)  
(beat)  
She must have a penis.

EXT. SPIAGGIA - LATER

Aaron and Hoon exit the restaurant. Hoon tries to hi-five him.

HOON  
You got digits, dude!

AARON  
From Carl.

HOON  
Still digits.

AARON  
I'm going home now.

HOON  
The night is young! There's  
breadlines for boners out there. Just  
follow the Hoon.

AARON  
I'm really not feeling --

HOON  
Hey. You're my friend. This is what friends do. Friends take care of each other.

A PRETTY BRUNETTE walks by. She makes eye contact with Hoon.

HOON  
Friends stand by one another.  
Friends...

ZOOM IN on her Star of David necklace. Hoon's eyes light up.

HOON  
...Shalom!

And Hoon goes after the girl, leaving Aaron just standing there, alone, miserable, not at all surprised.

INT. MALONEY'S TAVERN - NEAR CLOSING TIME

Aaron sits, guzzling whisky. Riley tends the bar.

AARON  
How many dates do you have to go on before your girlfriend tells you she's longshoring with Dolph Lundgren?

She pours more drinks for them both.

RILEY  
(glass raised)  
Screw relationships.

Aaron sees the bee costume in the trash.

AARON  
You too?

RILEY  
Said I was too into it. Believe that? It was his fetish! I'm allergic to bees!

AARON  
You know what my problem is?

RILEY  
What's your problem?

AARON  
I feel too much.

RILEY  
So feel less.

AARON  
I don't know how. I'm not like you. I can't just roll with the punches. Punches hurt. Now If I was more like Hoon, who doesn't have feelings, or like Ben who just sleeps with his friends like it's Scrabble or something... how does he do that?

RILEY  
Who?

AARON  
Ben. Anyone. How does anyone have casual sex?

RILEY  
(shrugs)  
Easily.  
(off his look)  
It's just sex. Doesn't always have to be a big deal.

AARON  
Of course it does.

RILEY  
It really doesn't.

AARON  
That's ridiculous.

RILEY  
Ok.

AARON  
It's sex, Riley. Sex! It's never casual. It's the most serious, meaningful, intimate thing two people can share with --

Riley shuts him up -- with a kiss. Hold, before we CUT TO:

EXT. DEVAN'S BUILDING - STREET - NIGHT

BEN  
I actually had fun tonight.

DEVAN  
You sound surprised?

BEN  
(beat; he's going for it)  
So I was wondering... my sister --

And that's when Devan kisses Ben. Or more accurately mauls his face with her mouth. It's the sloppiest, filthiest, most disgusting kiss in television history. When it's over:

BEN  
Riiight.

DEVAN  
You... wanna come up?

BEN  
(beat; wipes his face)  
I'll call you.

DEVAN  
Oh not again.

BEN  
Sorry?

DEVAN  
This is just what happened last time,  
Ben. We had a great date and you blew  
me off.

BEN  
No. It's --

DEVAN  
Be honest with me, will you? I  
deserve that at least. What is it?  
What do I do that's so --

BEN  
(beat)  
It's the kissing.

DEVAN  
The what?

BEN  
You kiss like a thirsty bird, like a  
hobo cleaning out a margarine  
container.

DEVAN  
So you're saying you don't like it.

BEN  
It's like going through a car wash  
with my face.

DEVAN  
Wow.

BEN

You wanted honesty.

DEVAN

Honesty. Huh. Well here's some honesty. Whatever it is you're looking for... doesn't exist. There's no one who likes all the music you like and hates all the movies you hate, who eats french fries and pizza yet still has a great ass. That's a fantasy, Ben. Everyone's got something. You think you're perfect? You talk with your mouth full, your wallet is velcro, your ears are crooked. There's plenty wrong with you. I may use too much tongue but all things considered you could do a lot worse.

Ben realizes. She's right. And as Devan turns to go:

DEVAN

Oh and by the way, you have no idea what else this tongue can do. And now you never will.

She shuts the door and is gone. Ben thinks about that a beat.

INT. RILEY'S APARTMENT - LATER

Riley and Aaron tumble in from the hallway, lip-locked, frantically removing clothes. Aaron pauses for a moment.

AARON

Are you sure about this?

RILEY

Not at all.

She yanks him into the bedroom, shuts the door in our faces.

EXT. BEN'S APARTMENT - SAME

Ben comes around the corner to his apartment building. Keys out, ready to go inside. And finds Sara on his stoop. Sits.

BEN

So... how was the date?

EXT. CHICAGO STREET - FLASHBACK

Where Rich says to Sara:

RICH

I could really see this going somewhere. What do you think?

CUT TO: QUICK SERIES OF SHOTS

- Sara and Richard get married. Rich takes a drink mid-vows.
- Sara giving birth in the delivery room. Rich checks his phone for a sports score, not paying any attention.
- Sara and Rich, with their three kids, open Christmas gifts. Rich opens one of them.

RICH  
Heather would have loved this shirt.

EXT. CHICAGO STREET - SAME

Where Sara looks at Rich. And that look says it all.

EXT. BEN'S STOOP - SAME

SARA  
Maybe I could be a little choosier.

BEN  
(sighs)  
Maybe I could be a little less.

FADE UP: "Real" by Dogs Die in Hot Cars

BEN  
(he stands)  
But, in the meantime...

Ben reaches out to her. She takes his arm. He helps her up. Opens the door. Sara enters and Ben follows her in. As they make their way inside, we hear:

BEN  
Are my ears crooked?

SARA  
Yeah. I think it's adorable.

The door shuts behind them. Ben's Voice intones:

BEN'S VOICE  
All friendships have benefits.  
Friends can support you...

- IMAGE: Ben and the Gang at the Bar (from page 5).

BEN'S VOICE  
...make you smile...

- IMAGE: Hoon lights the matchbook on fire (from page 8).

BEN'S VOICE  
...they tell you the truth.

- IMAGE: Ben and Sara splitscreen (from page 14).

BEN'S VOICE

As you get older, the world gets more  
confusing...

- Riley sleeping soundly in her bed. REVEAL, next to her,  
Aaron is wide awake, stunned!!!

BEN'S VOICE

... the rules change...

- Hoon lip-locked with the Jewish Girl he picked up on the  
street. As they bound towards his bedroom, he wipes "Jewish"  
off the wipe-off board without her seeing. He then kisses his  
fingers and points to the big man upstairs like Manny Ramirez.

BEN'S VOICE

...the boundaries disappear...

- And finally, Ben and Sara. In bed. Back where we started.  
Are they having sex? No. They're watching "Top Chef." And Sara  
is totally enraptured.

BEN'S VOICE

And you begin to realize the biggest  
benefit of all...

- Aaron comes home to find Hoon on the couch in his underwear  
playing XBOX next to the puppy. Aaron plops himself down,  
still in a daze.

Hoon notices Aaron's state. Throws him a controller. Aaron  
looks at it a beat before sitting back to play.

- And finally, BACK TO Ben and Sara in the bed. Easy. Relaxed.  
Comfortable. They watch the show and laugh.

Ben sees through the window a LONELY ELDERLY NEIGHBOR watching  
TV by himself.

BEN'S VOICE

...is going through it together.

He looks back at Sara. Doesn't say anything. Doesn't need to.

SARA

This is a really good show.

And on Ben's knowing smile:

END OF ACT THREE

TAG

INT. WEDDING - SAME

Where Ben sits in his tux at the kiddie table, surrounded by children. His Sister walks by in her wedding gown, gives him a knowing, disappointed look. Ben waves.

10-YEAR OLD BOY  
She likes "The Wiggles." I hate "The Wiggles." It could never work out.

BEN  
Trust me, Owen. Give "The Wiggles" a shot. You might be surprised.

The kid's not convinced. At which point, Hoon, also in a tuxedo, walks over excited.

HOON  
Dude, you never told me your cousin was Native American.

BEN  
(alarmed)  
That's not a religion.

HOON  
They're spiritual people. Give me your car keys.

BEN  
No!

Before Ben knows what's happening, Hoon reaches into his pocket and grabs the keys. Runs off. Ben chases him.

BEN  
Hoon!

END OF SHOW