

THE OTHER WOMAN

Written by

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FADE IN:

INT. HOTEL -- BEDROOM -- NIGHT

A COUPLE stumbles into the ROOM, furiously MAKING OUT. They look perfectly matched -- both sleek, gorgeous, and sexy.

The MAN is MARK KING, 40, an Alpha's Alpha. Expensive suit. Laugh lines in all the right places.

The WOMAN is CARLY WHITTEN, mid-30's. Perfect body, clothes and face. But there's something more. Confidence. She's been at the top of her game for so long that it's not even work anymore. It's a reflex. Like breathing. Or sex...

...which is what we THINK she's about to have with Mark...
until he STARTS to UNZIP her DRESS.

CARLY

Mark, wait -- I need you to stop --

MARK

(he backs off, sheepish)
I'm sorry. You're right -- we barely know each other. Maybe we should have a drink and just talk for a while.

CARLY

Actually...I just needed to unhook my necklace. It was caught on my zipper. ...but we can talk if you want.

MARK

Oh. Okay. Great.

They both look BUMMED. Trapped by being POLITE. BEAT.

CARLY

Or...we could just talk after?

She GRINS. He does too. They JUMP EACH OTHER and MAKE OUT.
As they FALL INTO BED (and OUT OF FRAME) -- we CUT TO...

LATER. Mark and Carly sprawl in BED immediately after SEX. Carly's GLOWING and rumpled in a sexy, could-be-a-perfume ad way. She smiles at Mark, still trying to catch his breath.

CARLY

I thought you said you were a runner.

MARK

I am. I'm just not used to running three times a night.

CARLY
(laughing)
Technically, it's morning.

Mark checks the CLOCK -- *it's 6:00 a.m.* When he looks back at Carly, she's grabbing her PANTIES off the FLOOR --

MARK
Don't even *think* about getting dressed.

CARLY
This is when I turn into a pumpkin.

MARK
Come on. Just get back in bed and we can order breakfast.

CARLY
...breakfast isn't really my thing.

MARK
What about lunch?

CARLY
I don't do lunch. It makes me sleepy.

Mark frowns as she slips into her DRESS.

MARK
What about dinner?

CARLY
Mmm. I prefer drinks.

MARK
Fine. Drinks it is.

CARLY
Aw, that's sweet. But we don't have to make a plan right now.

Mark waits for her to say more. *She doesn't.* He's puzzled --

MARK
I can't tell if you're messing with me or *actually* blowing me off.

He looks so shocked by the idea that Carly laughs --

CARLY
You never get blown off?

MARK
...not lately.

CARLY

I'm not messing with you. I just don't think we need a meal and small talk to rationalize the fact that we had sex. I'm not one of those girls who melts down and writes in her blog if there's no date right after doing The Cocktapus.

MARK

Was that the move where you were using your thumb?

CARLY

That wasn't my thumb.
 (he blinks -- *it wasn't?!*)
 Look...we wanted to have fun and we did. It was a great night. But it never ends well when you chase the party.

Mark's surprised as she grabs her BAG. *She's not kidding.*

MARK

What if I actually *like* you?

CARLY

Then you'll still like me in a couple of days. You can ask me out then.

MARK

You didn't even give me your number.

Carly pauses by the DOOR. *Her tone is light and teasing --*

CARLY

I already slept with you. How much easier am I supposed to make it, really?

DAZZLING him with one last SMILE -- she's OUT THE DOOR.
 BEAT. Mark looks around, stunned. *WTF just happened?!*

INT. HOTEL -- HALLWAY -- MOMENTS LATER

Carly waits for the ELEVATOR with a HOTEL MAID -- *both aware that Carly is doing the walk of shame.* They SMILE awkwardly.

DING! The ELEVATOR opens. Carly lets the Maid go ahead -- just AS -- Mark bursts out of his ROOM, wrapped in a SHEET.

MARK

I need a meal and small talk to rationalize the sex! And we're *going* out!

CARLY
 (beat; to the Maid)
 I'll get the next one.

Curious, The Maid cranes for a look as the ELEVATOR CLOSES.
 Carly shakes her head as Mark approaches in his sheet --

CARLY
 Seriously? It's *that* hard for you to
 wait a few days?

MARK
 Yes. I'm impatient and narcissistic.
 You should know that going into this.

CARLY
 What's "this"?

MARK
 Dinner. Which is what we're having
tonight because I don't need a few days
 to know that I like you.

CARLY
 (beat; fighting a smile)
 I told you, I prefer drinks.

MARK
 Fine. You can drink your dinner.

CARLY
 One drink. That's it.

MARK
 One drink. And a steak to wash it down.

CARLY
 (smiling)
 ...I prefer lobster.

Laughing, Mark pulls her close. *Ding!* The ELEVATOR opens
 and the Maid sees them KISSING. AND...

**OVER OPENING CREDITS, WE SEE THEIR RELATIONSHIP (AND COMFORT
 LEVEL) DEVELOP AS WE QUICKLY CUT TO A SERIES OF KISSES...**

...outside a ROMANTIC RESTAURANT.

...late at NIGHT, as they ENTER CARLY'S LOFT. [*Note: think
 white, glass, modern, PERFECT order. Chic, but chilly.*]

...in the MOVIES, their POPCORN spilling everywhere.

...on a blanket in CENTRAL PARK, with the SUNDAY NY TIMES.

...on CARLY'S SOFA, with CHINESE FOOD on the COFFEE TABLE.
 [*Note: the loft is more 'lived-in'. Still chic, but warmer.*]

AND, AS THE CREDITS END, WE FIND THEM...

INT. CARLY'S LOFT -- NIGHT

...in Carly's BED, sneaking kisses as they talk.

MARK

...come on. Let me tag along for a drink. You said I'd like him.

CARLY

It still feels a little *soon*, you know? Once you meet my Dad, or we start meeting family and friends, they become a part of...*this*. I just want to stay in the bubble a little longer.

MARK

The bubble *is* pretty great. But it's not that soon. It's been four weeks.

CARLY

(teasing, but PLEASED)
 You're keeping track?

He rolls over and pulls a wrapped BOX from his BRIEFCASE.

MARK

Happy anniversary.
 (off her TOTAL shock)
 I know it's a little high school to celebrate a month, but I saw this and I thought of you. Go ahead. Open it.

CARLY

I can't *believe* you got me a gift.
 (baffled as she sees it)
 ...a handheld milk foamer?

MARK

I know I can't get you to eat breakfast, but I figured at least this way, you can do your coffee right.

Carly's touched, but not the type to talk feelings. So she shows him -- with a KISS that DEEPENS as they pull CLOSE. And we sense REAL EMOTION along with the LUST as we CUT TO...

INT. BEDROOM -- DAY

CLOSE ON: Mark, sound asleep.

SFX: an ALARM CLOCK buzzes...then STOPS as it's turned OFF.
A WOMAN'S HAND comes into FRAME -- gently SHAKES Mark --

MARK

Argh. Five more minutes.

WOMAN'S VOICE (O.S.)

Sorry, Sweetie. You have a breakfast at
8:00. Remember?

Mark GROANS. Rolls over to face... **HIS WIFE -- KATE KING.**
*Kate could be pretty, but she's not working with what she's
got. Her hair needs a good cut and color (to hide the
grays), her sleepwear is a ratty HARVARD T-SHIRT, and she has
her glasses on to check her BLACKBERRY.*

MARK

Why do I schedule breakfast meetings?

KATE

Mostly for the bacon, I think. But you
need to lay off it until we get your
cholesterol down.
(as he GROANS again)
Just have turkey bacon.

MARK

Fuck Turkey. I like pig.

KATE

I heard a story on the news about a guy
who ate an under-cooked pork chop and
ended up with this worm that made his
brain swell up super fast, so they had to
take off part of his skull and stick it
in his groin to keep it alive until his
brain shrank back down. Which it did,
but now he has a bald spot and
Frankenstein skull, so... just think
about *that* when you want pig bacon.

MARK

I should probably get in the shower.

KATE

Sounds good, Sweetie.

Kate returns to her BLACKBERRY as Mark GETS up. *There's no
kiss good morning. But no tension either. They're a
friendly TEAM. And we see that (and their home) as...*

IN THE BATHROOM: they stand at separate SINKS with room to maneuver. Kate FLOSSES as Mark brushes his teeth. She GLANCES over and BLINKS. Hands him NOSE-HAIR TRIMMERS.

KATE

Hey, Rapunzel. We need to trim that.

MARK

Oh. Thanks. Ears too?

KATE

Nah. We're good.

IN THE CLOSET: they seamlessly PASS each other items without being asked -- *cufflinks for him, FLESH-TONED BRA for her.*

IN THE KITCHEN: Kate uses a HANDHELD FOAMER (identical to Carly's) to make a PERFECT CAPPUCINO. She takes one sip -- heaven! -- then hands the CAPPUCINO to Mark as he ENTERS.

Before Mark can get a gulp, THUNDER, their GERMAN SHEPHERD, jumps on him. COFFEE SPLASHES as Kate pulls Thunder off --

KATE

Thunder, down. Down, boy --

MARK

He has got to get trained, Kate.

KATE

I'm sorry. We've got class today. And which suits do you need for Miami? I'm going to the dry cleaner.

MARK

I dunno. Can you just drop all my summer suits and I'll pick later?

That's a fucking hassle, but...

KATE

...sure. Are you good with an afternoon tee time on Saturday? Remember, Ted fades in the heat and you want him on the board of one of the startups.

MARK

In that case, yes. But I'd love to play with my new clubs...

KATE

That's why I'm picking them up today.

MARK

Aww. Who's the best?

KATE

We are.

She LEANS UP for a KISS. He SMILES...and hands her his CAPPUCCHINO CUP. She LAUGHS it off --

MARK

I gotta go or I'll be late. Love you.

KATE

Love you more!

She gets a QUICK PECK and...he's OUT the DOOR.

INT. HADLEY COOPER LLP -- DAY

DING! The ELEVATOR opens and Carly arrives at HADLEY COOPER LLP -- the white-glove, Wall Street law firm where she works.

As she CROSSES THE LOBBY, PEOPLE nod a polite hello. But there's no warmth. Respected and remote. That's her.

OUTSIDE CARLY'S OFFICE, her SECRETARY, LYDIA, a zaftig brunette, is ONLINE SHOPPING. Carly pauses at Lydia's desk.

CARLY

Any messages?

LYDIA

Mmm. I don't think so, but I've kind of been in the zone here.

INSIDE CARLY'S OFFICE -- a DIPLOMA from COLUMBIA LAW SCHOOL hangs beside a HUGE WHITEBOARD covered with a LIST of DEALS and related ACTION ITEMS. The office is HYPER-ORGANIZED -- EXCEPT for the BOXES OF FILES piled all around her DESK. Carly sees the BOXES and turns to Lydia from her DOOR --

CARLY

You didn't want to mention these?

LYDIA

Why would I need to mention them? They're the first thing you see.

Lydia trundles in as Carly checks the NAME on the BOXES --

CARLY

It's all the MicroMix files. I thought Dave Cohen was handling that merger?

LYDIA

The client said he was too emotional.
They wanted a ruthless law robot, so...

CARLY

I'm getting MicroMix!

Lydia eyes Carly's GLEE and the BOXES with a sigh --

LYDIA

I don't know why you work so hard. The best part of being pretty is that you don't have to. I mean, you never see me worrying about my "job" do you?

CARLY

Unfortunately, no.

LYDIA

That's because I have Stan. He works. I come here because it's like having a hobby that pays well. You need a Stan.

CARLY

That's a whole other type of work.

Carly SMILES, and we see her point as we CUT TO...

INT. PRO SHOP -- DAY

...Kate, checking the MONOGRAM on Mark's NEW GOLF CLUBS with the PRO SHOP CLERK --

KATE

They look great, but I'd love it if we could shine them up just a *teeny* bit.
(smiling -- *sorry!*)
Mark hates a dusty club.

INT. DRY CLEANER -- DAY

Kate peers at the DRY CLEANER from behind a MOUNTAIN of Mark's SUMMER SUITS --

KATE

They're mostly linen, so starch them until they feel like cardboard.
(smiling -- *thanks!*)
Mark hates wrinkled suits.

INT. KATE'S HOUSE -- MARK'S HOME OFFICE -- DAY

A DECORATOR watches as Kate holds a PHOTO of MARK up against DOZENS of RED PAINT SAMPLES painted on the WALL.

KATE

They're *okay*, but I'd love a power color that also pops with his skin tone.

(smiling -- *keep trying!*)

Mark hates to look washed out.

INT. CARLY'S OFFICE -- DAY

Carly ENTERS her OFFICE with a DIET COKE, and JUMPS as --

LYDIA (O.S)

You've been holding out on me.

(Lydia's sitting on the SOFA)

Your *Dad* called to confirm that *you* and *he* were still on for drinks with...*Mark*.

But WHO is Mark?

CARLY

Just a guy I've been seeing.

LYDIA

Obviously. But which one?

CARLY

...the only one.

LYDIA

There's one guy?! And he's meeting your Dad?! And you're calling him...Mark?!

(off Carly -- *so?*)

You never use their names.

CARLY

That's not true!

LYDIA

Model Man Boy. Lithium Drip. Doctor Not So Smart. The Hot Rabbi. The Hot Rabbi's Hot Cousin --

CARLY

Okay. You made your point --

LYDIA

The Grower. The Show-er. Cries Like A Girl. Return Of The Hot Rabbi. You called that one guy Chip, but his name was really Doug --

CARLY

Alright! I get it. I'm evil and heartless because I give out nicknames.

LYDIA

Well, *that's* not the only reason. And, to be fair, I'm sure those guys probably call you "That Bitch, Esquire" or "Ice Queen At Law" or "Legally Mean" --

CARLY

Again, I get it.

LYDIA

I'm just saying, it's *good* that Mark doesn't have a nickname. It means he's still viable. You haven't started to reject him.

CARLY

He's not a donor kidney!

LYDIA

That's *not* the organ *I'm* thinking of.

CARLY

Goodbye. Let me eat lunch in peace.

Lydia rolls her eyes, but EXITS. Carly opens a bottle of EXCEDRIN and washes two down with DIET COKE. *Lunch.*

EXT. DOG TRAINER'S -- A LITTLE LATER

Thunder's still BARKING as Kate gets him in the CAR. He promptly ATTACKS the BACK SEAT as her PHONE rings. *It's MARK.*

KATE

Hi Honey --

MARK

You okay? Why's Thunder barking?

KATE

We just left class, and I think he's still struggling with the Alpha thing.

INT. MARK'S TOWN CAR -- CONTINUOUS

Mark checks his WATCH, not even listening --

INTERCUT WITH KATE AND MARK

MARK

That's nice, Hon. So, listen, the guys on my Canadian deal want to do dinner and it's gonna run pretty late, so I'll just stay in the city tonight --

KATE

Again? You were there all last week! And the week before! And tonight's Phil's birthday party.

Mark grimaces. *Shit. He forgot about that.*

MARK

That guy hates me.

KATE

No. He just thinks that you hate him.

MARK

He's not wrong.

KATE

You don't need to confirm it for him on his birthday. Can't the Canadians wait?

MARK

I'm sorry, Sweetie. I didn't expect to get so involved with this deal when it started. But sometimes these things take on a life of their own.

KATE

I know...I'm sorry. I'm being selfish.
(thinking a beat)
Why don't I go to the party alone, then meet you in the city after your dinner?

Mark stiffens, worried -- NOW she has his attention.

MARK

No -- don't. It's, uh, sweet of you, but dinner's gonna go *really* late --

KATE

I don't mind. It'll be fun. And at least we'll have some time together.

Mark's stuck without an excuse to stop her. He sighs.

MARK

No...I'll come home. The Canadians will just have to understand. But let me call them now, okay?

KATE

Okay! Sure! Love y--

He HANGS UP. *But Kate's too happy to care -- UNTIL she sees THUNDER, squatting to POOP in the BACK SEAT --*

KATE

Thunder! NO!!

She scrambles for the CAR DOOR, as --

INT./EXT. TOWN CAR/STREET -- CONTINUOUS

-- Carly climbs into Mark's TOWN CAR and KISSES him.

CARLY

Hey -- sorry I'm late, but I think we can cut up Broadway to save time --

(as she sees Mark's grim face)

What's wrong?

MARK

The housekeeper called. A pipe burst in the bathroom and my contractor's M.I.A., so I have to go handle it.

CARLY

You're going to *Connecticut*? Now? When you're finally meeting my Dad?

MARK

Sorry. I'll have to take a raincheck. Don't be mad.

Mark KISSES her and grabs her BOOBS. She pulls away.

CARLY

You don't get to cancel on me and then feel me up! And I don't do rainchecks, so I suggest you call your housekeeper and tell her to find a plumber and deal.

Pushback is new for Mark -- and he does NOT like it.

MARK

You're not being very understanding.

CARLY

Gosh. I'm sorry, Honey. You're right. You shouldn't have to worry about anyone else. Just do exactly what you want.

MARK

...I can't tell if you mean that or not.

CARLY

Forget it. Just go to Connecticut.

Carly opens the DOOR as they stop at a RED LIGHT.

MARK

Oh, *come on*. Don't be a drama queen.

CARLY

I'm not being anything. I'm taking a cab uptown.

MARK

Fine. Why don't you call me when you're done being pissed.

CARLY

That could be a while!

She SLAMS the DOOR and watches as the TOWN CAR pulls AWAY. Shaking off her hurt (and disbelief), she grimly FLAGS a CAB.

EXT. PHIL'S HOUSE -- NIGHT

A BIRTHDAY BBQ is in FULL SWING and EVERYONE'S having FUN -- including the HOST, PHIL -- *hot, rich enough, full of common sense and good at Man Jobs...he's a MELLOW ALPHA. He's also one of Kate's oldest friends -- and NOT a fan a Mark's.*

Phil approaches Kate to REFILL her WINE GLASS; she stops him.

KATE

Sorry. I told Mark I'd drive tonight.

PHIL

A little bribe him to get him here, huh?

KATE

No! He's having fun.

ANGLE ON: Mark, standing alone, checking his PHONE.

KATE

(off Phil's amused look)
Screw it. We can always take a cab.

They share a GRIN as he fills her GLASS. *But she looks sad as she sneaks another glance at Mark -- and Phil notices.*

As Kate's distracted by a FRIEND, Phil WATCHES Mark. *Sensing something, Mark looks up.* Phil stares back, impassive. Mark hesitates, then pockets his PHONE and heads toward Kate.

INT. CARLYLE HOTEL -- BEMELMANS BAR -- NIGHT

Carly WAVES to her DAD, FRANK WHITTEN, a handsome *CHARMER* who is NOT slowing with age. *Carly can be cynical, but (deep down) she loves that Frank is NOT.*

CARLY

Hi, Dad --

FRANK

(handing her his COCKTAIL)

Hi, Hon. Here -- take this. I hate it.

CARLY

Why did you order something with gin?

FRANK

I couldn't read the menu because I left my glasses at Nina's apartment.

(he waits for her to ask --)

Don't you want to know who Nina is?

CARLY

I do not, no.

FRANK

She's my new girlfriend. We met at Trader Joe's. She told me about naan bread and then we went to her place and nature took over.

CARLY

...since when do you eat naan?

FRANK

She's 24 and she's a dance major. I'll eat anything she tells me to.

Frank GRINS, pleased with himself, as Carly rolls her eyes --

CARLY

I saw Liv at our reunion. She looked terrible. Very bloated. Like when they pull a body from the river.

FRANK

That's because she's *pregnant*. She and The New Wang are having a baby.

CARLY

NO! I thought they just met!!

FRANK

Either it's true love, or she was cheating on me longer than we thought.

Carly's sympathetic. *She knows which idea bothers him more --*

CARLY

It's *not* true love. She's always been a giant whore.

FRANK

Thanks. It's nice of you to say that. So, speaking of *true love*, where's Mark?

CARLY

I think we just broke up.

FRANK

What!? Why?

CARLY

He's remodeling his house, and a pipe burst, so he went to Connecticut to deal with it instead of coming here.

FRANK

...is there part of this story where he acts like a jerk?

CARLY

It was more how he handled it. It's like everything's all about him.

FRANK

And it should be all about you?

CARLY

Exactly.

(smiling, but still troubled)

I dunno. Sometimes I think his last girlfriend must've been a Geisha.

FRANK

Honey, if you want to be with a man who doesn't expect you to take care of him, you're going to have to become a lesbian. And good luck with that because then you'll have to take care of a woman. Which is exactly like taking care of a man, only there's more crying and no one has upper body strength.

CARLY

Something just feels *off*. And when I get that feeling, there's always a reason.

FRANK

Oh, please. Every relationship I've ever had, something felt "off."

CARLY

Did you ever think that's why you're wrapping up divorce number five with one of my sorority sisters?

FRANK

Obviously, I make mistakes. But if I keep falling in love, one of these days it might actually be with the right person.

CARLY

That seems highly unlikely, but I am rooting for you.

FRANK

And I'm rooting for you. Which is why I think you should forget the fight and go surprise him in Connecticut. Maybe bring him some cookies or something.

CARLY

Oh. My. God. Are you telling me to play the *Geisha*?!?

FRANK

What? No. I'm telling you be nice and stop thinking so much --
(hearing it himself)
Yes. I'm telling you to be the geisha.

CARLY

Sorry Old Man. But there's not enough gin in the world to make me do that.

She SMILES at Frank and DRAINS HER DRINK. And we CUT TO...

INT./EXT. TAXI/STREET -- LATER

...Carly, PASSED OUT in BACK with a GROCERY BAG on her lap. The METER reads \$187.00. She wakes with a start as FERNANDO the CABBIE hits the BRAKES and peers OUTSIDE --

FERNANDO

Hey! We're here! I like your boyfriend's house. It's got a lot of curb appeal.

Carly looks around, confused. The GROCERY BAG holds a bottle of MACALLAN and TUBE of COOKIE DOUGH. *Oh NO.* She presses her face to the WINDOW. *Oh yes...*

OUTSIDE, Mark's HOUSE is HUGE. It's also DARK and QUIET.

CARLY

You know what, I think I made a mistake. We should just go back to the city.

Fernando shakes his head -- turns to her, earnest --

FERNANDO

Carly, I know you're scared, but this Lone Wolf act makes no sense. First of all, wolves are pack animals -- so when they come for you, they work as a team to break your neck and rip out your hamstrings -- but, leaving nature aside, all you're really doing is trading the *possible* pain of something failing for the *actual* pain of being alone. And that's a dumb trade. So you gotta be brave and give this thing a real chance.

CARLY

(a long, amazed beat --)
I gather I did some talking before I passed out?

Fernando nods. *SO much talking.*

EXT. TAXI/MARK'S HOUSE -- MOMENTS LATER

Fernando hands Carly's RECEIPT through the WINDOW.

FERNANDO

You'll call me if you need anything?

CARLY

Probably not, but thanks for the ride.

He sighs -- *Lone Wolf* -- and SPEEDS off. Shaking off her DOUBT, she STRIDES forward like a MODEL on the CATWALK, AND --

-- RINGS THE BELL. No answer. She RINGS again. *Nothing*. She steps INTO THE BUSHES and struggles TOWARD THE WINDOW to look in. Halfway there, FLOODLIGHTS come on. *Shit*. She turns around and tries to get OUT OF THE BUSHES -- BUT --

-- it's TOO LATE. Kate OPENS the DOOR, PHONE in hand --

KATE

Who are you and what are you doing?
Because I'm about to call 911.

CARLY

No -- it's okay! I'm Carly -- I was just
looking for Mark.

As Carly gets free of the BUSHES, Kate notes her expensive clothes and purse. *She's puzzled, but not scared*. Carly's equally puzzled. *Why is Mark's housekeeper in PYJAMAS?*

KATE

Mark's walking the dog.

Carly BLINKS at Kate's HUGE DIAMOND RING. *And WHAT is THAT?*

CARLY

I'm sorry...are you Mark's housekeeper?

KATE

No. I'm his wife. Kate.
(off Carly's SHOCK)
What's this about exactly?

CARLY

...actually, I think I have the wrong
address. I'm looking for someone else.

KATE

You just said you were looking for Mark.

At a loss, Carly spots the COOKIE DOUGH in her bag --

CARLY

Mark *Pillsbury*. I think he's one street
over. Maybe two. It's hard to navigate
in the dark. And with so many trees.
Okay. Have a good night. Sorry.

Kate's confused as Carly turns and BOLTS down the FRONT WALK.

KATE

Are you sure you don't need directions?

CARLY

Nopeallgoodthanksbyeforgetthishappened!!

As Carly SPRINTS out of SIGHT, Kate FROWNS...and we CUT TO...

EXT. STREET -- NIGHT

...Carly, sitting on the CURB. Teary and still in shock, she squeezes COOKIE DOUGH into her mouth and washes it down with SCOTCH. But as a TAXI approaches, she COMPOSES herself.

The TAXI BRAKES and Fernando peers out, worried. Carly stands and points at him with the tube of COOKIE DOUGH --

CARLY

Fuck Love. Lone Wolves are awesome.

He NODS. *Got it.* And as they speed off, we CUT TO...

INT. MARK'S HOUSE -- BEDROOM -- NIGHT

...Kate, STARING at Mark as he SLEEPS peacefully -- *he's like a puzzle she can't figure out.* He ROLLS OVER, and her gaze MOVES TO the CELLPHONE on his BEDSIDE TABLE. *Hmmm.*

CUT TO:

INT. HADLEY COOPER LLP -- DAY

Dressed to KILL in a SEXY SUIT and STILETTOS, Carly turns HEADS as she STRIDES into the LOBBY. Her ARMOR is ON.

Awed, Angie sits up straighter as Carly passes RECEPTION. Carly rewards her with a brief SMILE and heads --

DOWN THE HALL. *She's kind of like a super-hot DARTH VADER, and PEOPLE react accordingly. Except for Lydia, who GRINS at her like an idiot. Carly's not sure why until --*

ENTERS HER OFFICE. *A HUGE BOUQUET is on her DESK. Carly's armor slips and her face softens as she OPENS the CARD.*

CARLY

*"Let's make up. Mark." ...That's it?!
Is he kidding!?*

She FLIPS the CARD over. *That's it.* Lydia POPS in, cheery. But she sees Carly's face and plucks the CARD from her hand.

LYDIA

Oh no. What did you do?

CARLY

I didn't do anything.

LYDIA

Are you sure? Because I know sometimes you think that, but I always feel like you're wrong.

CARLY

It doesn't matter anyhow. We're over.

LYDIA

Because of *one* fight?

Carly hesitates. But Lydia lives for this shit. She waits.

CARLY

Not exactly, but it's kind of personal.

LYDIA

That's okay. I don't mind.

(she grabs a SEAT)

It had to be something big because you were crazy about him two days ago... And it can't be the sex because you've been a lot nicer and your hair is shiny... So I'm guessing it's one of the other fatal flaws -- he's cheap, broke, poor, or more than 50% gay.

(off Carly)

Under 50%, you have a fighting chance.

CARLY

He's married, okay? He has a wife.

LYDIA

...and you don't think you can take her?

CARLY

No! I mean, I don't want to! I don't do married guys. At least not on purpose.

LYDIA

Really? I feel like married guys would be a good fit for you. I mean, Mark was able to lead a whole other life without you even noticing. Maybe you need a guy who has something else to keep him busy.

CARLY

Not a wife!! That's why there are guys who play golf or run marathons! I don't want to wreck someone's life for a date!

LYDIA

It's not always a wreck. Stan and I were married when we met, but we weren't happy. Now we are.

CARLY

Are your exes happy?

LYDIA

Of course not. They're alone and we have each other.

CARLY

And don't you feel bad about that?

LYDIA

Why would I feel bad? I just told you Stan and I are happy.

CARLY

You broke up two marriages.

LYDIA

First of all, one of them was mine, so that doesn't count. And Stan's wife was a Canadian with no sexual charisma -- so their marriage was doomed, which means technically it wasn't cheating.

CARLY

I don't think that's how that works.

LYDIA

Really? Well, when you've been married three times, we'll call you the expert.
(pointed; as she stands)
Maybe you think it's your job to worry about the wife, but I'll tell you what my mother told me -- and these are words to live by: *selfish people live longer.*

As Lydia EXITS, Carly's CELL PHONE rings. UNKNOWN CALLER. She hesitates. *Could it be Mark? Should she be selfish?* BEAT. She declines the call. Sighs and gets to work.

LATER. Carly closes a FILE, exhausted, and checks her PHONE. *12 missed calls from UNKNOWN CALLER.* She eyes her FLOWERS, thinking, when...her OFFICE LINE rings -- it's RECEPTION.

CARLY

Hey Angie, what's up?

ANGIE (O.C.)

There's someone here to see you.

CARLY

Let me guess. Tall guy, super handsome?

ANGIE (O.C.)

No. It's a woman. Kate King?

IN THE LOBBY, SECONDS LATER: Carly SPRINTS into the LOBBY -- and STOPS as she sees: (1) Kate, sitting in the CORNER and (2) the PARTNERS are all in the CONFERENCE ROOM by RECEPTION. The RECEPTIONIST, ANGIE, (24) explains --

ANGIE

Partners' meeting. It's almost over.

GRIM, Carly CROSSES THE LOBBY. *Kate's composed, but there's a thread of hysteria bubbling as she stands to greet Carly.*

KATE

Hi. I'm Kate, we met on Friday?

CARLY

I remember. What are you doing here?

KATE

I got your number from my husband's phone. Well, actually, his phone bill. I couldn't quite crack the password on his phone. Which is fitting, right? I mean, obviously, I don't know everything about him. Anyhow, I've been calling all day, but you never pick up, so... here I am. Wanna talk?

CARLY

(upset; whispering)

No. I don't. I'm at work and this isn't appropriate. If you want to know things about your husband, talk to him.

KATE

I would, but I'm pretty sure he's lying to me and sleeping with you.

Kate's STUNNED as Carly STIFFENS and looks at her, contrite --

KATE

Oh my GOD. I'm right...? It really happened?? You slept with him?!

CARLY

I'm sorry. I didn't know. I swear.

Kate sways, then sits on the SOFA. Carly looks at Angie --

CARLY

You are not seeing this. This is not happening.

Terrified of Carly, Angie nods. Kate looks up, dazed --

KATE

I came here so you could tell me I was crazy. I never thought I'd be *right!*

CARLY

...Really? Not even a little?

KATE

...maybe a little. But only in that too horrible to be true kind of way. Like where you say the awful thing so the awful thing doesn't happen? But THIS is happening. ...OH GOD. WHY? WHY is this happening???

As Kate SOBS, Carly sees movement in the CONFERENCE ROOM. *The PARTNER'S MEETING is OVER. FUCK.*

CARLY

I'm so sorry. Really. But I don't have any answers. You need to talk to Mark --

Hearing his name, Kate WAILS. *PARTNERS are starting to EXIT the CONFERENCE ROOM.* Desperate, Carly WHISPERS to her --

CARLY

I will tell you anything I know if you will please, PLEASE cry someplace else.

KATE

...anything?

Knowing she's fucking herself, Carly nods. Anything.

INT. BAR -- A SHORT TIME LATER

Kate and Carly sit at the BAR. It's empty and kinda DIVE-Y. Kate's teary and tipsy.

KATE

...I keep waiting for you to tell me it's all a sick joke, you know?

Carly's surprised as the BARTENDER hands a SHOT to Kate.

CARLY

What's that?

KATE

I switched to tequila when you went to the bathroom.

CARLY

(as Kate DOWNS the SHOT)
Maybe I should get you home.

KATE

No. I'm sad now, but if I get mad it'll be safer for you to have people around.
(to the BARTENDER)
She's screwing my husband, so you should probably just leave the bottle.

The Bartender gives Carly a LOOK -- she serves it right back.

CARLY

I'm sorry, was it *your* husband?

He leaves the BOTTLE and backs off. Carly turns to Kate --

CARLY

If I've given you the impression that I'm nice enough to kick around, you should know: I'm not. Like, not even close. I'm trying to be patient because you know where I work -- but you're not the only one who got screwed over. It's not like it was my dream to be "the other woman" and get ambushed by my perfect boyfriend's *wife*!

KATE

You want a pity party because you're the MISTRESS?!!

CARLY

No. I'm just saying he lied to both of us! And I'm not blaming you for that, so don't blame me. He's an awesome liar and we both got fooled.

Kate grudgingly considers this. She's silent for a BEAT.

KATE

I can't believe my husband is your boyfriend.

CARLY

EX-boyfriend. Very, very, EX.

She means it. Kate sighs and pours a SHOT for Carly. *Truce*.

KATE

So...how long has it been going on?

CARLY

Not too long. Just over a month.

KATE

That's it? So did you just start sleeping together?

CARLY

Well, I was trying to wait for prom, but then we got carried away!

(off Kate)

We're adults and we had sex. I don't think the details really matter.

KATE

Of course they matter! If it happened one time, that's different than...ten. Oh my God. Was it more than ten?

CARLY

I think specifics are a bad idea.

KATE

Do you want me back at your office?

CARLY

...ugh. Gun to my head -- which is what this feels like -- I'd say...50?

KATE

...50!?? 50 times?! Don't you two have jobs? Or...hobbies?! Wait -- does this mean he's not really training for the Marathon?

CARLY

Yeah. He's not.

KATE

What about his big "Canadian Deal"?

CARLY

I don't know for sure, but I did mention that my Mom lives in Montreal.

(as Kate sways)

Are you okay?

KATE

Considering I'm married to Keyser Fucking Soze? No. Not really.

(downing another SHOT)

We're *Team King*. The team comes first. That's our deal. And I stuck to it! I gave up my job, waited for kids - I even moved to CHINA for him! Do you know how fucking FAR away China is? And it's not all Hong Kong either, let me tell you!

CARLY

I know. Lots of pollution.

KATE

For 10 years I held up my end of the deal so Team King could build a LIFE and a COMPANY -- and he threw ALL of it away to go have dirty filthy cheater sex?! 50 times?!

CARLY

Seriously, my math could be off on that.

KATE

And what am I supposed to do now? Get a job? Find a condo? Start *dating*? The last time I was single, I was 25. The dating pool was everyone. But now? There's just a shallow puddle of age-appropriate men. And they all want women like you. Or younger!

(Carly frowns -- *younger*?!)

I'll either have to muster the energy to sport fuck guys who were in pre-school when Kurt Cobain died, or pray I find some 60 year old who won't make me take a lot of cruises! It's not fair!

Carly downs a SHOT. Pats Kate's arm to comfort her --

CARLY

I know you think it's that bad, but honestly, it's not. It's MUCH worse.

(Kate HICCUPS, horrified)

Even if you meet a "good guy" -- and by that I mean 'not an obvious sociopath' -- you can't get excited. You *KNOW* better. You *know* it's just a matter of time until someone's bored and unhappy and saying it's over. And that's a happy ending. In the shitty ending, there's lying and cheating and you accidentally ambush someone's wife. It's exhausting.

Sorry. But you should know what you're getting into before you do anything.

KATE

Are you saying I shouldn't leave him?

CARLY

I'm saying everything fails. Monogamy isn't natural. If you can accept that, like the French, stay put. If you can't, leave -- but have a game plan.

KATE

(HICCUPING again)

That's it!? What about working it out? Don't you think people do that?

CARLY

I think cheaters don't change. And Mark's a cheater. If you 'work it out' he'll do it again, and you'll be in the same spot you're in now, only wishing you left the first time. But that's me. You're the one who's married to him. What does your gut say?

Kate's face CRUMPLES -- and -- she *BARFS* in her *PURSE*.

INT./EXT. TAXI -- A SHORT TIME LATER

Carly hands a stack of CASH to Fernando.

FERNANDO

It's nice that you're helping her.

INSIDE THE CAB: Kate bangs her FACE on the CAB TV as she tries to get a closer look.

CARLY

That's me. Mistress of the Year.
(handing him KATE'S PURSE)
That's a bag full of vomit.

FERNANDO

It's not my first.

He takes it to the TRUNK as Carly leans down to talk to Kate.

CARLY

Fernando's driving you home, okay? He's nice, so don't puke in his cab. And good luck with everything. I hope it all works out...whatever you decide.

KATE

Wait. Won't I see you again?

CARLY

I doubt it. At least not on purpose.

KATE

Hey -- thanks. I'm glad you didn't turn out to be a total whore.

CARLY

You're welcome. And goodbye.

Carly quickly shuts the DOOR. *Thank God that's over.*

INT. KATE'S HOUSE -- MORNING

Kate's asleep in the GUEST ROOM. Her face is streaked with MASCARA and PUFFY from crying. She's foggy as Mark wakes her.

MARK

Hey... Why are you in here? And when did you get home? It had to be late.
(gesturing re: her face)
And what's going on with your face? Did you have some kind of allergic reaction?

Kate stares at her handsome husband. *Of course he cheated. He's a 10 and she's...not Carly. Insecurity and a dread of losing him suddenly overwhelm her.* Mark sees her MISERY --

MARK

Sweetie? Are you okay? What happened?

His concern is GENUINE. And that TIPS it. She chickens out.

KATE

...I'm just a little hungover. I-- I think I overdid it at book club.

MARK

Oh... Are you sure you're okay?

KATE

Yeah. I'll be fine with some coffee.

Touched by his worry, she musters a smile. He smiles back.

MARK

Does that mean you can grab my suits from the dry cleaner? I need them for Miami and you didn't get them yesterday.

He's worried about himself. And Kate's too taken aback to do anything but revert to Stepford Mode. She nods, DAZED.

MARK

Thanks, Sweetie. You're the best. I'll call you later. And feel better, okay?

She looks rough, so he skips a kiss and EXITS. A PHOTO of them is next to the BED. She grabs it and curls into a BALL.

INT. KATE'S HOUSE -- LATER

Kate still looks like hell as she reads her TO DO LIST. *It's all Mark-related.* Grim, she gets started --

-- BUT as she RUNS her ERRANDS, we see Kate start to NOTICE other WOMEN who LOOK and SOUND just like her.

INT. GROCERY STORE -- LATER

WOMAN AT DELI

-- I need it thinly sliced. Like paper. Otherwise Brian won't touch it --

INT. PEET'S COFFEE -- LATER

WOMAN BUYING COFFEE

-- and it's *totally* organic? Because Tom will read the fine print and if it's not, I'll be back here tomorrow --

INT. DRY CLEANERS -- LATER

WOMAN AT COUNTER

-- I don't care if you have to salt them, but his white shirts have to be WHITE. Cal hates a dingy cuff --

ANGLE ON: Kate, standing at an adjacent COUNTER. She looks ill as the DRY CLEANER returns with Mark's SUITS for Miami.

INT. KATE'S HOUSE -- LATER

Kate struggles in with the DRY CLEANING -- and -- *sees THUNDER, sitting on the SOFA, where he's NOT allowed.*

KATE

Thunder, off! Now!
 (he ignores her)
 Thunder, I mean it! OFF!! NOW!!!
 (he cocks his head, curious)

GODDAMN IT! GET OFF THAT FUCKING COUCH
RIGHT NOW!!!!!! I AM THE ALPHA!!!!

Kate's AMAZED as Thunder STANDS. But then he walks to the end of the SOFA and LICKS his balls. *It's the LAST STRAW.* She sees Mark's NEW GOLF CLUBS by the DOOR and DRAGS them --

KATE
ARGH!!!!!!!

-- OUTSIDE with the DRY CLEANING. Curious, Thunder FOLLOWS.

EXT. KATE'S YARD -- CONTINUOUS

She drops the SUITS on the LAWN and BEATS them with a DRIVER.

KATE
Goddamn monogrammed spoiled asshole
cheating motherfucker lying liar!

She hurls the DRIVER across the LAWN. *But as Thunder FETCHES the driver and CHEWS on it, she has an IDEA.*

INT. KATE'S HOUSE -- LATER

IN THE KITCHEN, Mark ENTERS on his PHONE and TRIPS. *His NEW CLUBS are in a HEAP and the GRIPS have been CHEWED TO SHREDS.*

MARK
KATE!!!!!!

IN THE MASTER BEDROOM, Mark marches in, looking for Kate. Sees his open SUITCASE, full of WINTER SUITS -- and a NOTE: *"Thunder ate your clubs, so we're at the Vet. Sorry! Love you! Travel safe! P.S. The Dry Cleaner lost your suits."*

INT. 230 MAIDEN LANE -- LOBBY -- CONTINUOUS

CLOSE ON: KATE'S PHONE. Mark's calling. She DECLINES him.

PULL BACK. Wearing GIANT SUNGLASSES, Kate sits with Thunder and a FEMALE SECURITY GUARD. Carly BULLETS over, FURIOUS.

KATE SECURITY GUARD
Hi. I'm so sorry -- Do you know this woman?

CARLY
That depends what the hell is going on.

SECURITY GUARD

Ray Charles here tried to pass herself off as a blind person to get her dog upstairs and see you.

Kate yanks her glasses off and points to her face --

KATE

I'm wearing these because I look like shit. She saw a dog and sunglasses and drew her own conclusions. And if I *was* Ray Charles, I would *actually* be blind and need this dog, so thanks for making no sense.

CARLY

Is this some kind of revenge thing? Are you trying to get me fired!?

KATE

No! I had to get out of the house and Thunder's my excuse. And it's a long story, but I can't leave him in the car.

CARLY

So you came to my office?! AGAIN?!

KATE

I'm sorry! It's been a rough day! I was going to confront Mark, but I wimped out. And I am not French. I had a tiny Edith Piaf moment where I was sad, but the idea of worrying about white shirts and thin turkey -- while I pretend like I don't know about his whores -- fills me with a very all-American rage.

(beat)

Not that you're a whore, but I think you know what I mean.

EXT. 230 MAIDEN LANE -- MOMENTS LATER

The Security Guard escorts Kate (and Thunder) OUT of the BUILDING as Carly follows. The Guard turns to Carly --

SECURITY GUARD

If you need her to disappear, I've got keys to the roof.

Carly nods - *thanks*. As the Guard goes INSIDE, Kate opens her mouth, but Carly holds up a hand. DON'T.

CARLY

I'm assuming that you came here because you think we're friends and I care about your problems. I don't. I don't care about you, or Mark, or your marriage, or your dog, or anything in between. If Edith Piaf rises from the grave and you have a threeway? I don't care. The only reason I talked to you was to make you GO AWAY and NOT come back. Which is exactly what I want you to do now. And if that sounds mean...I don't care.

KATE

I think you're being kind of hostile. I'm just trying to keep you in the loop.

CARLY

I want OUT of the loop! That's the whole point!! Take the loop and GO.

KATE

Where? *Where* should I go? You said I need a game plan if I leave, but I've got no job, no money of my own, and no clue what that means. And I'd ask my friends, but they're Mark's friends too. Or they're married to his friends and they'll blab. So I can't talk to them. I can't talk to anyone -- except you. And yes, I know that's pathetic.

Kate hugs Thunder to hide her TEARS. Carly's silent. *Fuck. This isn't her problem, but now she feels bad.*

CARLY

I can't help you unless you stop crying.

KATE

I can't help it! I'm sad!

CARLY

So cry on the inside. Like a winner.

KATE

Forget it. I can't talk to you.

CARLY

...you do have money. You have half of what Mark has.

(as this lands on Kate)

Find the money. Take the money. Leave. That's your game plan.

KATE

I can't do that. It wouldn't be right.
It'd be like *stealing* from Mark.

CARLY

I'd be more worried about him stealing
from you. Because liars usually lie
about more than one thing.
(she's got Kate thinking now)
You need to be smart. Protect yourself.

Kate hesitates, then NODS. *She gets it.*

KATE

Okay. Find the money. Thanks.

Unsure how to say goodbye, Carly nods curtly and turns to go.

KATE

Um, one last thing? Can I hang out with
you until Mark leaves for Miami? It's
only a few hours -- and if your office is
no good, we can totally go to your place.

CARLY

...when I tell you to go away, WHAT do
you actually hear in your head?

KATE

Come on. It's 500 degrees out and I
can't take Thunder anywhere --

CARLY

PLEASE don't make me give you the "*I
don't care*" speech again. It gets ugly.

KATE

Fine. I guess Thunder and I will just
get back in the car and drive around
Connecticut like gypsies.

CARLY

Good. Buckle up.

KATE

It will be good. I'll have plenty of
time to call every lawyer at your firm
and ask who can handle my divorce. Of
course, I'll have to tell them all about
you so they know there's a conflict.

CARLY

...you don't have it in you. Sorry.

KATE

You wouldn't think so. And I guess most wives wouldn't dish the dirty details. But weirdly enough...I don't care.

INT. CARLY'S LOFT -- A SHORT TIME LATER

Kate and Thunder trail Carly as they enter.

CARLY

...don't touch anything and do NOT talk to me. Those are the rules. Got it?
(as Kate gives her the FINGER)
Perfect! Silence is golden. Sit.

Carly points to the SOFA. Kate walks over and hesitates.

KATE

I can't sit someplace where I know you and Mark probably had sex.
(Carly looks around, at a LOSS)
How about that chair? Or the ottoman?
(off Carly; *still a NO*)
There has to be at least one place in this apartment where you didn't do it.

MOMENTS LATER, Kate sits on the TOILET with the seat down.

CARLY

Are you sure you're okay in there?

Kate glares at her in reply and kicks the DOOR shut.

EXT. MIAMI INTERNATIONAL AIRPORT -- DAY

Mark SWEATS as he WAITS for a TAXI in a DARK SUIT. He's on his PHONE, and LEAVING a MESSAGE --

MARK

-- hey, it's me. I'm in Miami and I wanted make sure everything's okay. I still haven't heard from you, and I'm getting a little worried, so...call me.

He HANGS UP, troubled, as we CUT TO...

INT. CARLY'S LOFT -- LATER

...Carly, listening to the VOICEMAIL from Mark. As she DELETES IT, she hears the BATHROOM DOOR OPEN. Carly does a DOUBLE TAKE as Kate emerges, wearing her BATHROBE.

CARLY

Why are you in my bathrobe?

KATE

I wanted to see what a mistresses' robe felt like. Plus I found a little nibble of Xanax when I was going through your stuff, and once I started to relax, this was more comfortable than my clothes.

CARLY

You took your clothes off?

KATE

Just my pants. I couldn't figure out how to work this, but I'm totally buying one!

Kate pulls a SEXY CUPLESS BRA from the ROBE's POCKET.

CARLY

Or you could just write "*I met your mistress*" on your tits and flash him.
(grabbing the bra, pissed)
No touching; no talking. It's TWO rules!

KATE

Were those the rules for Mark's penis?

CARLY

Okay. That's it. You gotta go. He's in Miami anyhow, so you're all set.

KATE

...how do you know he's in Miami? ...Did he CALL you?!

CARLY

(*aw, shit...*)
Yes, he called. *BUT* I haven't talked to him or called him back since I met you.

KATE

You've totally ignored him, no contact, and yet somehow, he's *still* calling you?

CARLY

I think that's WHY he's still calling.

KATE

And you just stay dark? No explanation? Really? What if he's calling to say he's in love with you? Or that our marriage is over and he wants to be with you?

CARLY

Who cares what he wants? He's a spoiled dick who cheats on his wife.

She's right. And it SUCKS. Kate heads INTO THE KITCHEN --

KATE

If Mark can do what he wants, so can I!
I can have fun! I don't have to go home!

CARLY

YES! You DO! Right now!!

Kate finds a BOTTLE OF WINE; starts looking for a corkscrew.

KATE

Come on. If you won't have a drink out of guilt, you have to at least want one to blunt the experience of today.

(seeing the HANDHELD FOAMER)

Hey! I have one of these! Aren't they best? Mark had me buy like 10 for his office.

Of course he did. Carly grabs GLASSES and nods to the WINE.

CARLY

That's a screw top.

LATER, the WINE's EMPTY. They've moved to BOTTLE NUMBER TWO.

KATE

I don't a man defining me. I'm a wo-man. That's a man, *plus* something extra. From now on, it's all about my power. No more being nice! No more people pleasing! No more Good Girl! I'm bigger than that! I'm done caring what anyone thinks!!!

CARLY

...We should tweeze your eyebrows. It would really open up your face.

KATE

Okay!

LATER, Kate's EYEBROWS and MAKEUP have been RETOOLED. Tipsy, they now DRINK MARTINIS as Kate examines Carly's CLOSET.

KATE

Are all your sweaters cashmere?

CARLY

Yes. Guys like to touch soft things.

KATE

What about fat jeans? Do you have those?

CARLY

No. I have running shoes.

KATE

What about flats?

CARLY

Those are for Moms, Lesbians and girls who want their calves to look fat.

KATE

Kitten heels?

CARLY

Bitch, please. Commit already.

KATE

I can't. I have a hard time in heels.

LATER, MUSIC BLARES as Kate walks an IMAGINARY CATWALK in Carly's HIGH HEELS. She reaches Carly and Thunder -- and Carly rewards her with a shot of VODKA and an OLIVE.

CARLY

WORK IT!! You GOT IT!!

Kate turns to STRUT back...and WIPES OUT. Carly and Thunder WINCE as we cut to...

INT. CARLY'S LOFT -- MORNING

...THUNDER, licking Kate's CHIN as she snores. She stirs -- waking Carly, beside her in the BED. Carly shoves her --

CARLY

Wake up. Something gross is happening.

KATE

Argh! Thunder, OFF!

(sputtering; to Carly)

Did he get to my mouth, or does it taste this way because of what I did last night?

Carly shakes her head, uncertain, then FROWNS --

CARLY

What's on your knees?

Kate BLINKS. TAMPONS have been DUCT-TAPED to both knees.

KATE
I think we couldn't find any Band-Aids.

CARLY
Why did you need Band-Aids?

KATE
...I'm not sure.

Carly sighs. *Fair enough.* She FROWNS as she sees --

CARLY
What's Thunder doing?

Kate's eyes WIDEN as Thunder circles, preparing to SQUAT --

KATE
THUNDER, NO!!! DO NOT DO IT!!!

He stops, genuinely considering the command, then LOWERS his HAUNCHES as we cut to --

A SHORT TIME LATER. Carly's dressed for WORK and Kate's ready to head home. They stand by Carly's front door --

KATE
I really thought I had him that time.
You'll send me a bill for the cleaning?

CARLY
Believe it.

KATE
I feel like we should hug.

CARLY
I think you said that in bed last night.

Kate considers it. *It's possible.*

KATE
Um, look... I just want to thank you --

CARLY
Yeah, yeah. Feelings, feelings, blah, blah. I get it. I had fun too. Good luck, and keep me in the loop, okay?

KATE
Absolutely.

Pleased, Kate WAVES goodbye to Carly -- AND IN A SERIES OF QUICK CUTS, WE SEE THE DAY UNFOLD AS --

1. Kate returns HOME. BEAT. *Nope. She's not ready to deal yet.* She grabs her KEYS and walks BACK OUT THE DOOR.
2. Carly begins a PUNISHING WORKOUT. *Back to reality.*
3. Kate EXITS a SALON with HIGHLIGHTS and a GREAT HAIRCUT. She passes a MANICURE PLACE. *Why not?* She goes in...
4. Carly's in the WAR ROOM, neck deep in FILES. She looks up as two FEMALE ASSOCIATES walk by, laughing. She's wistful for a beat, then shakes it off. *Focus!*
5. Kate returns home. Her nails and hair are perfect, and she has several SHOPPING BAGS. But now that she's home, she DEFLATES. *Shopping helped, but she still wants to hide.*

UNTIL -- she sees Mark's RUINED GOLF CLUBS, piled in a HEAP on Thunder's BED with a NOTE: **UNACCEPTABLE**. FURIOUS, she SHREDS it and -- MARCHES DOWN THE HALL -- TO MARK'S OFFICE.

KATE

Alright, Asshole. Where's our money?

6. Exhausted, Carly gets home from work. The loft is DARK and EMPTY. *It (read: she) feels LONELY tonight.*
7. Kate sits at Mark's DESK and yanks on a DRAWER. *It's LOCKED.* She tries another. *ALSO locked. They ALL are! WTF?! Furious, she tugs on them as we cut to --*

INT. CARLY'S LOFT -- EARLY MORNING

There's a HALF-EATEN PIZZA on the coffee table, the TV is on, and Carly's asleep on her SOFA. The PHONE wakes her. She GROANS as she sees the time (5:30 a.m.) and caller (Kate).

CARLY

You SUCK for calling this early.

KATE (O.S.)

I thought your phone would be off.

CARLY

Then why call in the first place?

INT. KATE'S HOUSE -- CONTINUOUS

IN THE HALLWAY, Kate PACES. She's a MESS.

KATE

I don't know! Why leave your phone on when you're going to sleep?

INTERCUT BETWEEN CARLY AND KATE.

CARLY

Kate. Why are you calling?

KATE

...you know how sometimes, you have just a hint of a zit, but you pick at it and in a matter of seconds, it becomes a soul-sucking, life-ruining face crater that you absolutely cannot hide? I might've done that. Metaphorically.

(as she passes a MIRROR)

Also, I got highlights. Literally. They look really good.

CARLY

Just tell me what happened!

KATE

I sat down to look at the money, and now I think we have a face crater.

Kate stops OUTSIDE MARK'S OFFICE and GRIMACES. We see WHY --

LATER: as Carly stares at the OFFICE. *It's been TORN APART. CABINETS are pried open, HOLES dot the WALL, Mark's DESK is in pieces, and BILLS and BANK STATEMENTS are in a HEAP.*

CARLY

Jesus. Were you on PCP?!

KATE

I couldn't help it. His desk was locked and I started thinking how it was probably full of secrets, just like him, and it was like this red mist came down.

Carly lifts a GLOBE with a HOLE smashed into AFRICA. WTF?

KATE

We went on safari for our Honeymoon.

CARLY

(re: the BILLS and STATEMENTS)

Did you even read these?

KATE

Yes. And it's weird. He didn't use our money for anything he did with you - no dinners, no hotel stays - but as far as I can tell, he didn't expense them either.

CARLY

So...if he didn't use your money, or company money, what DID he use?

KATE

I don't know. But he gets back tomorrow and I'm gonna take a look at his laptop.

CARLY

Tomorrow!? What's your plan to fix this office?!

(spotting something OUTSIDE)

There's someone coming up your steps.

Kate LOOKS OUT THE WINDOW. *It's Phil.* He sees them; waves.

KATE

He's my plan. But I didn't think he was coming over yet, so don't mention the mistress thing.

CARLY

(beat; as Kate hurries out)

Why is he the plan?? Who is he?!

MOMENTS LATER. Phil shakes Carly's hand. She checks him out.

PHIL

-- I'm Phil.

CARLY

I'm Car...mela. Kate's decorator.

Kate looks at Carly. *WHAT?!* Phil looks at Kate --

PHIL

When did you fire Joel?

KATE

I didn't. Carmela is a...feng shui specialist. We met in Hong Kong.

CARLY

That's right. We bonded over dim sum and spatial reasoning.

PHIL

Ah. Two of my favorite things.

Phil SMILES, flirty, and Carly smiles BACK. Kate glares --

KATE

Phil's my contractor and an old friend. He's known Mark and I forever.

(so please shut the fuck up)
 He's going to take a look at the office
 while I run you to the train.

PHIL

Unless you want to stick around and give
 us your input?

Carly glances at Kate. *The answer is clearly NO.*

CARLY

I probably shouldn't complicate things
 today. The project's already pretty
 tricky. But it was nice meeting you.

PHIL

You too. I hope I see you again soon.

He SMILES again. *Definitely FLIRTY.* But there's no chance
 for a moment, because Kate's already hustling Carly OUTSIDE.

INT. KATE'S CAR -- A FEW MINUTES LATER

Carly and Kate get in the CAR and SHUT the DOORS. BEAT.

KATE

Carmela?! Really? Did you and Tony like
 living in Hong Kong? Uncle Junior and
 Meadow didn't miss you too much?

CARLY

I didn't want to say my real name in case
 he's friends with Mark!

(off Kate)

Whatever. Tell me about hot-hot Phil.

KATE

Forget it. He's like my brother.

CARLY

The dirty brother you used to wrestle
 with in college? Or were you guys more
 into Tickle-wars?

KATE

Ew. It's not like that. I just don't
 need you sleeping with my husband and my
 best friend. It's a little greedy.

CARLY

I'm not sleeping with your husband. And
 I think he's starting to figure it out,
 because he didn't call yesterday.

(as Kate frowns)
Is it bad that I told you that? I sort of figured we were sharing that stuff.

KATE
We are. It's just a little weird.

CARLY
Yeah, and it's about to get weirder.

INT. KATE'S HOUSE -- NIGHT

IN THE KITCHEN, Mark ENTERS with his suitcase --

MARK
Kate? I'm home.

In search of Kate, he heads DOWN THE HALL -- and LOOKS -- INTO HIS OFFICE. PLASTIC SHEETING covers everything, and it's been PAINTED the SAME COLOR as Carly's LOFT. WTF?!

KATE (O.C.)
Surprised?

He IS surprised. *Between her HIGHLIGHTS and SHOPPING, she looks GREAT.* BUT she's talking about the OFFICE --

KATE
I started redecorating!

MARK
Mmm. What happened to painting it red?

KATE
It's just so cliché. Like I'd expect it from other guys, but not you. I thought your office would be better than that.

Not sure WHAT to make of THAT, Mark eyes the OFFICE again.

MARK
Yeah. It's great. And I love that airy, white, lofty look.
(*he means Carly's place!*)
Thanks, Sweetie. You're the best.

He KISSES Kate. And it's a REAL kiss. She's DAZED. WTF?!

KATE
...h-how was Miami?

MARK

Perfect. This project's coming together much faster than I expected. In fact... I feel like celebrating. Let's go out.

KATE

You want to go out? With me?

MARK

Why not? You certainly look ready to go.
(checking her out)
I'll just clean up real quick.

Kate nods dumbly as he heads UPSTAIRS. *WHAT just happened?*

INT. CARLY'S OFFICE -- NIGHT

Carly's at her DESK, working LATE when her PHONE rings --

CARLY

Hey. Is he back? How's it going?

INT. RESTAURANT -- CONTINUOUS

Kate's waiting for the LADIES' ROOM. There's a OLDER WOMAN behind her, so she WHISPERS --

KATE

Not well. We have a situation.

INTERCUT BETWEEN CARLY AND KATE.

CARLY

If you killed him, don't tell me. I can't defend you if I know you did it.

KATE

How far gone do you think I am?

CARLY

I think that question answers itself.

KATE

I'm dealing with something WAY worse than hiding a body... Sex.

The Older Woman raises an eyebrow. *She's listening now.*

CARLY

You had sex with him?!

KATE

Of course not! It's barely dark out!

Carly exhales -- *slightly surprised by her own relief.*

KATE

But he's on some kind of business high from his trip, and he's got that look in his eye and I'm not sure I can hold out.

CARLY

What?!

KATE

I'm trying! But there was wine and hand-holding at dinner and it just felt so good to be touched. You know?

The Older Woman NODS -- *she knows.* Kate smiles awkwardly as the LADIES ROOM opens up. Kate ENTERS.

CARLY

I do. Because he touched me a lot.

KATE

Argh! I don't need to hear that!

CARLY

Then why are you calling? To get my permission? If you want to make a mistake, just go do it.

KATE

I'm trying not to make a mistake --

CARLY

Good. Because if you're going to cave every time he pays attention to you for more than ten minutes in a row, I'll stop wasting my time right now.

KATE

Fine! Let's stop. Forget I called.

Carly feels bad as Kate HANGS UP. Kate looks in the MIRROR.

KATE

Ignore her. You're NOT going to cave and you can totally resist Mark.

INT. KATE'S HOUSE -- NIGHT

Kate and Mark stumble in, MAKING OUT --

<p>MARK</p> <p>I missed you so much -- <i>(pawing at her)</i> You don't look like yourself tonight -- it's so hot -- <i>(squeezing her boobs)</i> -- take off that top and show me your tits --</p>	<p>KATE</p> <p>-- oh God, I missed you too -- <i>(attacking his face)</i> -- you always look hot, please never change -- <i>(BEAT; she FREEZES)</i> -- um...can you hold that thought? <i>(as he groans)</i> -- and take off your pants.</p>
---	--

He brightens. *That works.* Kate sprints DOWN THE HALL --
INTO THE BATHROOM. Scrambling, she unbuttons her blouse --
she's wearing a CUPLESS BRA like the one Carly has.

CARLY (V.O.)
 ...you might as well write "I met your
 mistress" on your tits...

She tries to REMOVE the BRA without taking her top off -- *but this isn't FLASHDANCE and she can't quite do it.* Frustrated, she yanks her TOP off and struggles out of the BRA.

She chucks the BRA under the sink, fluffs her hair, and turns to grab her TOP -- BUT IT'S IN THE TOILET. Kate groans.

KATE
 I liked that shirt.

She can deal with it now, or get back to Mark. Mark wins. She opens the DOOR, slaps a hand over each BOOB and EXITS.

BUT, as she walks DOWN THE HALL, she hears a MUFFLED voice --

IN THE KITCHEN, NEAR THE MUDROOM. *Mark's almost out of sight. He's on his PHONE, WHISPERING --*

MARK
 -- we'll have the whole weekend, I
 promise, but right now I've gotta go -- I
 know, I've missed you so much --

IN THE HALL, Kate sags against the wall, totally gutted.

IN THE KITCHEN, Mark BLINKS. *Did he hear a noise?*

MARK
 -- so we'll connect tomorrow to clarify
 the schedule, okay? Good. Take care.

He HANGS UP. Listens a BEAT. *Nothing.*

IN THE HALL. Kate's hustling back to the BATHROOM -- as --

MARK (O.C.)

Kate?

Hands on her BOOBS, she spins around as he ENTERS THE HALL --

MARK'S POV: she's TOPLESS and it looks like she's just come out of the BATHROOM. He relaxes slightly --

MARK

I wasn't sure you were coming back.

KATE

I'm sorry. Dinner's not sitting right.

MARK

So...why is your top off?

KATE

Oh, I had a slight...backsplash issue.

Mark SHIVERS, grossed out. Holds up a hand as he backs away.

MARK

Stop. No details. Mystery is good.
I'll let you have a zone of privacy.

He scurries UPSTAIRS, repulsed, as we CUT TO...

INT. CARLY'S OFFICE -- DAY

...Carly, lost in thought as Lydia pops in --

LYDIA

Hey -- I'm going to lunch.

CARLY

It's 10:45.

LYDIA

I know. I need time to get a pedicure before I eat.

CARLY

Before you go - can I ask you something?
(as Lydia grimaces)
It's totally unrelated to work.

LYDIA

Oh! Okay! Shoot.

CARLY

What would you do if you had a friend who refused to leave an awful, toxic, evil, lying dickhead of a guy?

LYDIA

It depends. Do I want to date him?

CARLY

No. He's evil and toxic.
(Lydia looks dubious)
And cheap.

LYDIA

Say no more. Bad boys are simply handled. Just act like they're good. Be supportive and she'll bail on her own.

CARLY

...that's it?

LYDIA

You're not exactly breaking the mold with that problem. I'll be back around 3. I'm gonna get a mani as well.

Carly sighs. *Yeah, yeah.* She pulls out her PHONE...

INT. KATE'S HOUSE -- DAY

IN MARK'S OFFICE, Kate reads a TEXT FROM CARLY: *sorry for the tough love. Do what you need to do. I support you.*

KATE

Ha. As if.

Phil glances up from MEASURING and shakes his head --

PHIL

If you put a skylight above his desk, he's gonna be like an ant under a magnifying glass.

KATE

It's fine. He loves natural light.

PHIL

Maybe we should rope Carmela in on this.

KATE

Carmela is *off* the project.

PHIL

Oh. Okay. ...Can I get her number?

KATE

Don't you even care why she's gone?

PHIL

I could pretend like I do, but we both know better. ...She was really hot.

KATE

So, because she's hot, the fact that I've been true blue and loyal and never once let you down in 15 years -- *and* I might have a good reason for not wanting her around -- that goes right out the window?! Amazing! You're all animals.

PHIL

I'm guessing you didn't fire her because you realized feng shui is bullshit.

KATE

It is not! I love feng shui!
(as her face CONTORTS)
See? This happens now because Carly won't let me cry on the outside.

PHIL

Who's Carly? And what is going on?

A LITTLE LATER. Phil and Kate sit side by side on the floor. Kate's calmer, but Phil's still trying to digest everything --

PHIL (CONT'D)

One more time. Like I'm five years old.

KATE

I know they're cheating again because I heard Mark on the phone with her, and this morning he told me he's going golfing in the Hamptons with the Canadians: aka, *Carly*. But Carly doesn't know that I know they're back together. So she's pretending to be my friend so she can spy on me. Like a double agent.

PHIL

And you're letting her pretend because--?

KATE

That's how you run a double agent.

PHIL

Right. So as soon as you take out their nuclear program, this will all be over?

(Kate is NOT amused)

Look, I've been in your shoes. And it's a clusterfuck even when everything's out on the table. If you think she's full of shit, call her on it. But don't waste time on some game that won't get you anywhere.

This lands hard on Kate as we CUT TO...

EXT. SOHO -- RESTAURANT -- DAY

...Carly and Kate, sitting at a TABLE on a CROWDED PATIO.

CARLY

I'm really glad we're doing this.

KATE

Yeah. Me too. SO glad.

CARLY

I felt bad about the other night. And I ...support your relationship.

KATE

Oh. So even if I *was* sleeping with Mark, you'd be supportive?

Carly's eyes widen -- Kate assumes she's upset for herself.

CARLY

Yes. I'd be supportive...as long as you felt sure he wasn't still cheating.

KATE

And what if I wasn't sure about that?

BEAT. Carly stares at her, baffled.

CARLY

Then I'd be pretty concerned.

KATE

I bet you would.

CARLY

I'm sorry. I know he's your husband, and you feel entitled to do whatever you want, but does that really mean I'm not supposed to care?

KATE

Wow. You care?! Look at that! Someone programmed the Robot for feelings!

Too hurt to reply, Carly drops CASH on the TABLE and STANDS to go. Kate throws down MONEY and FOLLOWS her OFF THE PATIO.

KATE

Oh NO. YOU are NOT icing ME out! You don't get to do that. See? I'm icing YOU out. Brrr --
 (moving a hand in front of her)
 This is my ice shield coming down.

Carly tries to SIDESTEP her, but Kate gets in her face --

CARLY

Seriously? What's next? Are you gonna pull my weave out?

KATE

Just tell the truth and I'll back off.

CARLY

Fine! He's all yours and you're a dope for wanting him. Enjoy it while you can because he'll be cheating on you again soon.

KATE

Like when he fucks you this weekend?

Kate sees Carly's naked SHOCK and freezes -- as we CUT TO...

LATER. The girls sit on a BENCH on the HI-LINE, talking.

KATE

-- I'm sorry I called you a robot. I know you were just trying to be a friend and tell me that you cared.

CARLY

Did I really say I cared?

KATE

You did.

CARLY

I guess we both got carried away.

They both SMILE. *Carly may not be full of hugs and rainbows, but she does care. And they both know it.*

KATE
I think we should follow him.

CARLY
Don't be crazier than normal.

KATE
If he's not seeing you, he's seeing someone.

CARLY
You don't know that.

KATE
I heard him! He was on the phone, making plans for the weekend.

CARLY
But maybe you misunderstood? I mean, I just can't imagine he's seeing anyone else. He doesn't have the time! And between the two of us, he has the perfect woman. What more could he want?

KATE
The one thing we're not giving him. Sex.
Huh. She didn't think of that.

CARLY
Okay, you may have a point. But would he really cheat on both of us?

KATE
I think the answer's YES, but there's only one way to find out. Unless you just want to be French about it.

BEAT. Carly FROWNS. *Nope, she's not French either.*

CARLY
If we want to follow him, we need to know where he's going.

Kate SMILES as we CUT TO...

EXT. STREET -- A SHORT TIME LATER

...her OPEN CAR TRUNK. There's a LARGE BOX full of various (unopened) DEVICES. Carly stares at Kate, amazed --

CARLY

It's like you bought one of everything. Spyware, voice activated recorder, nanny cams... There's a lot of stuff in here.

KATE

The internet is a slippery slope.

CARLY

You already think he's going to the Hamptons, so I say we keep it simple -- go with a classic...

She holds up a GPS TRACKER as we CUT TO...

EXT. KATE'S HOUSE -- DAY

...Kate, parking her CAR next to Mark's. She "drops" her keys, and as she bends to pick them up, she SLIPS the GPS TRACKING DEVICE under the BUMPER of MARK'S CAR. She looks around. *All clear. She kind of can't believe it.*

EXT. CENTRAL PARK -- DAY

Carly grabs an ICE CREAM with her Dad, Frank --

FRANK

You're going on a yoga retreat?

CARLY

Yeah. You know, with the gals.

FRANK

You don't have gals. Gals annoy you.

CARLY

No they don't.

FRANK

And don't yoga me, either. If you said Krav Maga, I might've believed you.

CARLY

So I don't have friends and if I did, they'd be killing machines?

FRANK

Yes. And they'd kill the girls who did yoga.

CARLY

Can I borrow your car or not?

Frank rolls his eyes and hands her the KEYS as we CUT TO...

INT. KATE'S HOUSE -- DAY

...Kate, waving from the WINDOW as Mark BACKS DOWN the DRIVEWAY. She OPENS an APP on her PHONE. A RED DOT blinks and begins MOVING as Mark drives AWAY. She DIALS --

KATE

He's gone.

EXT. SUBURBAN STREET -- MOMENTS LATER

A LARGE BLACK MERCEDES pulls away from the CURB. It drives about thirty feet and turns ON TO KATE'S STREET...as...

EXT. KATE'S HOUSE -- CONTINUOUS

...Kate's GARAGE DOOR OPENS. We get a HERO SHOT of Kate, in her ROBE, with two DUFFEL BAGS by her feet. She PULLS off her ROBE -- revealing black cargo pants and a black tank top. Kicks off her SLIPPERS and STEPS into BLACK BOOTS. Grabs the BAGS and strides OUT of the GARAGE -- as --

CARLY

You're going to sweat balls in that outfit.

(as Kate opens the CAR)

Seriously. The seats in this thing are black leather.

KATE

(showing Carly the GPS)

Do you want to lose him?

CARLY

What about him?

Kate looks -- Thunder's standing in the GARAGE. *Oh FUCK.*

INT. CARLY'S CAR -- A SHORT TIME LATER

Carly drives, Kate's shotgun, and Thunder's in BACK -- he's PANTING and DROOLING in a VERY big way.

CARLY

-- I'm super glad you skipped booking a dogsitter. Nothing says incognito like a 120 lb. German Shepherd!

KATE
Don't yell at me! I had a lot of other
balls in the air.

CARLY
I think he's carsick too.

KATE
Dogs don't get carsick! ...Do they?!

MINUTES LATER, Thunder's in the PASSENGER SEAT with his head
out the WINDOW. The WIND pummels Kate BEHIND him. She's HOT.

KATE
Does he really need that much air?

Carly LOWERS the window ALL the WAY as they -- *SPEED PAST a
HIGHWAY SIGN: EAST HAMPTON, 90 MILES.*

EXT. SOUTH HAMPTON -- STREET -- DAY

Mark's CAR turns into the DRIVEWAY of a HUGE, GORGEOUS BEACH
HOUSE with HIGH HEDGES. As the GATES close behind him, we --

ANGLE ON: the MERCEDES, rolling to a STOP down the BLOCK.

INT. CARLY'S CAR -- CONTINUOUS

CARLY
When you divvy up friends in the divorce,
try and keep whoever owns this place.

Kate POPS forward -- she's sweaty and SUPER WINDBLOWN --

KATE
He's in jail for tax fraud. We should go
before someone sees us.

CARLY
(pointed; re: Thunder)
Go *where*, exactly?

KATE
...you think he'll be a problem?

Carly shoots her a LOOK as we CUT BETWEEN -- SIX DIFFERENT
SIGNS THAT SAY "NO PETS" -- THEN CUT BACK --

-- INSIDE THE CAR. It's LATER, and the Girls are dejected.

KATE

I did not expect that kind of hostility.
 (beat; sighing)
 There is one other option, but it's kind
 of a last resort --

CARLY

I don't suppose it's another friend with
 a fabulous beach mansion?
 (as Kate HESITATES)
 IS it?!

EXT. PHIL'S HOUSE -- DAY

PHIL'S BEACH HOUSE is TINY. And it needs LOTS of work.

CARLY

...Okay, technically, I think you have to
 call that a shack. Or a shed. Whichever
 is smaller.

KATE

It's not that bad.

CARLY

Is it leaning to the right?

KATE

Yeah. He's gotta fix that... Um,
 there's one more thing...

INT. PHIL'S HOUSE -- DAY

The house is sparsely furnished, but charming overall.

PHIL

So. You're Mark's mistress.

Carly gives Kate a DARK look. *Thanks a lot.*

CARLY

Former mistress.

KATE

And she comes in peace, so be nice.

PHIL

Can I just ask, in all seriousness, what
 the hell you two are doing? And I don't
 just mean generally, although I do want
 to get to that -- right now, I want to
 know why you're in the Hamptons.

KATE

We think Mark has a second mistress and we're here to find her.

Kate UNZIPS the DUFFEL full of SPY GEAR for Phil. He's deeply concerned as he pulls out NIGHT VISION GOGGLES.

PHIL

And *then* what happens? If you find this girl, are you going to confront her? What are you even hoping to accomplish?

KATE

Don't come at me with all of your *logic*. We're not there yet. This is a one day at time kind of an operation. And today is about light recon! And right now, I'm gonna get the rest of my stuff.

Carly and Phil size each other up as Kate exits --

CARLY

Go ahead. I see The Thoughts. You may as well just say your piece. That way we can either move forward or go straight to hating each other.

PHIL

Okay... I don't know if you're here because of morbid curiosity, or if you and Kate really are friends -- but Kate's a good person, and even though Mark's a dick, they had something real. Sooner or later she'll realize it's gone. So try not to make that part any worse for her.

CARLY

...that was way less hostile than I was expecting. And I worry about Kate too.

There's DETENTE. Kate enters, breathless, with her PHONE --

KATE

They're on the move!

EXT. BEACH -- DAY

Kate's atop a DUNE, in a FLOPPY HAT and RASH GUARD, looking through BINOCULARS. Carly sunbathes in a WHITE BIKINI.

BINO POV: two sets of FEET stick out from a RED UMBRELLA.

KATE

I can't believe you're not even curious.

CARLY

I am, but staring at her feet won't tell me anything.

KATE

I don't know about that. I see a toe ring and a tattoo on her heel, not her ankle. Right there, we know she's a free thinker. And smart. Because heels never get fat or stretched out.

Carly glances up at Kate. *Oh brother. She's losing it.*

CARLY

Remember, we're just observing her.

KATE

I'm observing. You're aging in the sun.

CARLY

I'm getting my Vitamin D. And you don't know if she'll run back to Mark, so you have to stay calm when you see her. No losing it like you did with me. And do NOT say you didn't lose it.

KATE

I totally did. But you were my first. I was a mistress virgin with you. Now I'm broken in like an old glove. ...Oh shit! She's getting up!

Kate raises the BINOCULARS as Carly scrambles up to see...

SLOW MOTION: AMBER, 20'S, jogs down the BEACH. Amber is STUNNING. She looks backlit in real life. She has shampoo commercial hair. As she runs, everything jiggles just right or not at all. Like Carly, she wears a WHITE BIKINI.

CARLY

I look like I'm wearing a diaper.

KATE

I know. Do you think she had hers made? It just fits so perfectly.

CARLY

Everything fits when you have that ass. I know because I had it in the 90's.
(groaning, she turns away)
I can't look. It's too depressing.

KATE

I can't stop looking. She's a really good runner too. I kind of run like a girl, but she's got a very nice stride.

Now Carly HAS to look again. And she is NOT happy. Despite her earlier caution, she's the one who's starting to lose it.

CARLY

I can't believe he's sleeping with her!

KATE

I know. I'm kind of impressed.

CARLY

She's a Perfect 10-Lemon Tart-obviously natural D cup-walking cliché version of every wife's waking nightmare! How are you not freaking out?

KATE

I play tennis. But if I played John McEnroe, I'd expect to get beat.

Carly shakes her head, something visceral welling up inside --

CARLY

I AM McENROE!!

She JUMPS up and STARTS running. Kate YELL/WHISPERS --

KATE

What are you DOING? Stop! What about being calm??

FUCK calm. She's going after AMBER! So Kate goes after her. And yes, Kate runs like a GIRL.

ANGLE ON: Carly, she's running FLAT OUT. Her pace inelegant, her FACE RED. AHEAD: Amber seems to float above the sand.

CARLY (V.O.)

(her inner monologue)

She's like a fucking gazelle! But it's okay. You're a lion. You're McEnroe.

(beat)

Does referencing McEnroe prove I'm old? I think it does. Fuck. But if I reject him for aging, what do I deserve myself?

(beat)

I need more oxygen. Why is there no air?

BEHIND CARLY, Kate is struggling --

KATE (V.O.)
 (inner monologue)
 I'm gonna die. Heart explosion. Dead
 beekeeper on beach.
 (beat)
 At least it'll be quick.

AHEAD, Amber's pulling ahead of the girls, oblivious --

AMBER (V.O.)
 (inner monologue)
 Lalalalalalalalal. Yippee! LalalalaLA.

BEHIND AMBER, Carly sidesteps a HORSESHOE CRAB and twists her ankle. Her pace slows as she run/limps --

CARLY (V.O.)
 (inner monologue)
 No! No quitting! Ten years ago you
 would've caught her no problem.
 (beat; losing speed)
 But it's not ten years ago. And having
 some bikini bitch fight won't make you
 feel better...
 (steeling herself)
 It will if you beat her!

BAM! Kate TACKLES her OUT OF FRAME. They STRUGGLE --

CARLY
 Ow! Get off me, you maniac!

KATE
 You're gonna ruin everything!

CARLY
 I just want her FACE to talk to the SAND!

She HOPS UP, but Kate sweeps her LEG. Kate PINS her, as we --

ANGLE ON: Amber, turning as she hears the COMMOTION. She can't make out what they're saying, but she sees Carly get a HAND free. Carly grabs the STRAPS of Kate's HAT, as we --

ANGLE BACK ON: Carly, YANKING Kate's HEAD back and forth. Kate pulls back -- *fighting it like a fish on the line.*

CARLY	KATE
I'm the Lemon Tart! NOT her!	You can BOTH be TARTS!!
(kicking SAND)	(blocking the SAND)
He's supposed to cheat WITH	Oh BOO HOO! HE CHEATED ON ME
ME -- not ON ME!	TOO!!
(as Kate pulls free)	(trying to pin Carly)
That's different! You're the	Will you shut up before she
WIFE!	hears you!

TOO LATE. They freeze as a BAFFLED Amber stares at them.

A LITTLE LATER. Amber's SOBBING on the SAND, inconsolable.

AMBER

-- I just can't believe he'd lie. To ME.
I thought we were soulmates!
(looking at Kate; horrified)
Oh my God. I'm so sorry. I can't
believe I just said that. He's your
soulmate. I'm a whore. I apologize.
I know you probably hate me so much, but
if it's any consolation, right now, I
hate me more.

KATE

It's okay. Honestly. And I don't hate
you. I got those feelings out of my
system when I met her.

Carly frowns as Kate nods her way. *Seriously?!*

AMBER

I can't believe you're amazing enough to
be friends with your husband's mistress.

CARLY

I tell her it's like a dream come true.

AMBER

I'm sorry. It's clear you're struggling
with this. I'm sure it was traumatic
enough being a mistress without finding
out you weren't the only one.
(heartbroken; to both of them)
I am SO sorry to be a part of your pain.

CARLY

Are you for real?

Amber looks at Kate, confused. Kate smiles gently --

KATE

Ignore her. She's working through some
stuff.

AMBER

The worst part is that you seem so nice. This whole time I've been thinking you were the devil.

KATE

Why? What did he say about me?

AMBER

That you cheated on him.

(as Kate GASPS)

He said you guys were best friends with this other couple, but then you started cheating with the other husband on some trip to Aspen, and then you left him and married your divorce lawyer.

KATE

(SICK, to Carly --)

Mark and I were best friends with Phil and his Ex, Sarah.

CARLY

Okay...but that doesn't mean anything --

KATE

And we went to Aspen with them.

CARLY

Everyone goes to Aspen.

KATE

And she cheated on Phil and married her divorce lawyer.

CARLY

...Yeah. That last one's a toughie.

Kate GROANS. DIZZY, she BENDS over next to Amber --

KATE

ARGH!!! It's like 5,000 Keyser Soze bombs just went off in my head.

(beat; sniffing Amber)

God, you smell good. What is that?

AMBER

Um, I think it's just...sweat.

Kate nods. *Of course it is.*

CARLY

Do you really think Phil's wife cheated with Mark?

KATE

I don't know. I mean, if she did, I think Phil would know about it. But if he knew about it, he'd tell me. Which means maybe it didn't happen. Or maybe it did happen, but he thinks I knew and didn't tell him, so he didn't tell me. But I didn't know, and if I was clueless, maybe he is too. And it would suck to hurt Phil if none if it's even true, so I probably can't say anything anyway until I confront Mark. Right?

CARLY

...is that what it's like in your head all the time?

KATE

I've been drinking more. That helps.

AMBER

Who's Phil again?

Carly eyes Amber in all her bikini-clad glory. BEAT.

CARLY

You don't need to meet him.

Kate's FURY is building as all the implications SINK in.

KATE

I knew Mark was a selfish man-whore, but this...? THIS is some next level shit. He's a life-ruiner and he needs to be STOPPED.

Carly nods in agreement. Amber raises a hand, worried --

AMBER

Um, you guys? Just so you know, I suck at lying. So if you're planning to kill him, don't say anything more or I'll definitely be the reason you get caught.

KATE

It's a little unnerving that I have to keep saying this, but nobody's getting killed. I want Mark to spend a *long* time reflecting on the fact that he got fucked by his wife. It's not about an exit strategy anymore. It's about justice.

Kate pumps her fist in the air. BEAT. As Carly and Amber wait for more, she lowers it and looks at Carly.

KATE
We can talk details on the ride home.

AMBER
What am I supposed to do about Mark?
(pointing at her perfect FACE)
Look at me. I'm a wreck.

CARLY KATE
No...but you will be someday. Your face is so great.

AMBER
I can't spend the weekend with him.

INT. PHIL'S HOUSE -- LATER

Kate and Carly enter. Phil's grinning as Thunder noses in a COOLER. Phil holds up a hand for the girls to stop --

PHIL
Check out what I taught Thunder --

Thunder trots back to Phil with a BEER and calmly SITS.

KATE
I think that dog just wants to break me.

Carly nods -- *totally* -- as Phil opens his beer with a GRIN.

PHIL
How was your stalking?

KATE
Pretty good. We hit the beach, had a run, and met Mark's other mistress.

CARLY
Amber. Super hot. Not a stripper.

PHIL
Jesus. Katie, are you okay?

KATE
Yeah. She's actually very sweet. She was devastated to hear he was cheating--

CARLY
She cried a lot. It's not necessarily the same thing.

KATE
Someone's a little jealous of Amber.

CARLY

I just don't have an insane girl crush.

KATE

How is it not sane? She's so much nicer than either of us. Especially you. And I like that she's super hot. I think it reflects well on us as a group --

CARLY

This isn't freaking Sister Wives!!

KATE

"When the tide comes in, all the boats rise."

Carly throws up her hands as Phil eyes Kate with concern.

PHIL

Are you sure you're not angry? Because letting it out is better than having to tell the cops you didn't mean to hug her to death.

KATE

You'll understand when you meet her.

PHIL

...what do you mean *when* --?

MOMENTS LATER, AT THE FRONT DOOR. Phil peers out at AMBER -- *she's still in her BIKINI, and she has her BEACH BAG. She paces by the Mercedes, talking on her PHONE.*

AMBER

-- I know you feel like I ditched you. But I feel like you should understand when I need personal time --

Amber spots Phil and WAVES, cheery. Dazed, he waves back.

EXT. PHIL'S HOUSE -- BACK YARD -- NIGHT

Amber chatters to a rapt Kate, as the gang finishes DINNER.

AMBER

-- so then I said, if I could explain why I need time to think, I wouldn't need time in the first place --

KATE

I love it! You're a genius.

Carly and Phil share a look. He silently grabs the WINE.

AMBER

He was still pretty upset, so I just pretended like the jitney was headed into the tunnel and turned off my phone.

KATE

Good. You don't need that aggravation.

Carly holds out her GLASS. Phil fills it to the BRIM.

AMBER

You are so sweet. Seriously. And Phil, you too -- it is *SO* nice of you to let me stay here. And Carly -- you're so... interesting and sharp. Mark might be a jerk, but he certainly put together a great little group.

KATE

That's what I've been saying!

PHIL

I think we need another bottle of wine.

As Phil heads INSIDE, Amber rummages in her BAG --

AMBER

Do you guys care if I have a smoke?

KATE

Not at all. I'd kind of love one too.

CARLY

Since when do you smoke?

KATE

Since whenever I want to.

Carly gives Kate a look -- *they both know she's trying to impress Amber*. But to their surprise, Amber pulls out a JOINT. Carly grins as she sees Kate's WORRIED look.

CARLY

Oh, this should be good.

MOMENTS LATER, Phil returns as Kate and Amber giggle wildly. Carly EXHALES a MASSIVE CLOUD of SMOKE.

CARLY

I think we're gonna need dessert.

INT. PHIL'S HOUSE -- THE MORNING AFTER

IN THE LIVING ROOM, Thunder's passed out with his PAWS in the AIR, surrounded by an EPIC MESS -- NOT his doing. Food, wine bottles, sofa cushions, clothing -- everything is everywhere.

IN THE GUEST BEDROOM, Amber and Kate share the bed. Amber looks like a sleeping ANGEL. Kate looks homeless.

IN THE MASTER BEDROOM, Carly blinks awake, then sits up, confused. Phil is beside her, but there's a wall of PILLOWS between them, and she's in a BUTTON DOWN SHIRT that's on BACKWARDS and (she checks) her panties. Phew. Phil pipes up.

PHIL

We didn't hook up. You just took your clothes off go skinny dipping --

CARLY

But...you don't have a pool.

PHIL

I know.

(as she groans, mortified)

I couldn't get to you to keep anything on, so I had to button you in backwards.

CARLY

And...why am I in your bed?

PHIL

Because you wouldn't get out of it.

CARLY

Did you ask me to?

PHIL

Yes. But after I woke up three times with you wrapped around me like a squid, I gave up and built the pillow wall.

CARLY

So basically, I stripped and tried to molest you and you made a straitjacket and built a pillow fort for protection? Wow. This is it. Rock bottom.

PHIL

If it makes you feel better, it was not your idea to go skinny dipping. And, while I normally love a naked bed squid, we were all pretty out of our heads, and I like to think I'm a good guy.

Carly does feel better hearing that. She smiles, flirty --

CARLY

So you *needed* the pillows to resist me.

PHIL

Let's say I was hedging my willpower.

SPARKS fly as he smiles back, and Carly waits for him to make a move. But he doesn't. *And suddenly it's a little weird.*

CARLY

I should probably hop in the shower.

PHIL

Oh, okay. There's towels in the closet.
Do you need help with that shirt?

Fuck, that sounded lame. Carly's cool as she gets up.

CARLY

I think I can figure it out.

She vanishes INTO THE BATHROOM. Frustrated, Phil stares at the door for a BEAT, then gets out of BED, as we CUT TO...

LATER, IN THE KITCHEN. Amber's whisking eggs in a bowl and Kate's at the table, broken. Carly enters, freshly showered.

CARLY

What are you guys doing?

KATE

Phil went for a run, I'm praying for death and Amber's making a fritatta.

AMBER

Did you sleep okay?

CARLY

Uh, yeah, since you rufied me with your super-weed.

AMBER

I'm so sorry. I would've cut you off, but you said you'd been smoking weed since the 80's, so I figured you knew what you were doing.

CARLY

(annoyed as Kate GRINS)
Are you enjoying yourself?

KATE
Thoroughly.

CARLY
(looking around the counter)
Have you guys seen my phone?

AMBER
I think you left it in the living room
after you called Mark.

SPEECHLESS, Carly looks at Kate -- she's also FREAKED OUT.

KATE
Oh God. Something about that *is* ringing
a bell.

AMBER
Carly's going out with him on Monday.

CARLY
I am!?

AMBER
Yeah. It's part of the plan.

KATE
There's a plan?!

AMBER
Wow. Don't take this the wrong way, but
you guys either need to party a lot more,
or a lot less.

CARLY
Just tell us exactly what happened.

AMBER
Kate was saying how Mark's got some
secret money stash, and then you said we
should try and find it -- because money
has to come from somewhere, so he's
either earning it or stealing it.

CARLY
I make a lot of sense when I'm high.

AMBER
You said that last night too. And then
Kate said it would be a lot easier to
investigate if we were still seeing Mark.

KATE

NO.

(Amber nods, apologetic; YES)
What kind of wife wants her husband's mistresses to keep sleeping with him?!

AMBER

You said we don't actually need to sleep with him -- he just can't realize we aren't sleeping with him anymore.

(beat; they're all confused)
That part made more sense last night. Anyhow, Carly called him after that.

CARLY

And he didn't think it was weird? I haven't talked to him in weeks!

AMBER

You mentioned something called The Cocktopus and he got right on board.

CARLY

(a long beat)
It's better for everyone if I don't explain that.

KATE

So, you two are supposed to go out with Mark and then what?

AMBER

I don't know. After we called him, we ate hot dogs to celebrate, and the planning sort of fell apart.

KATE

UGH! How did this happen? Why didn't Phil stop us?

AMBER

He gave up on us after you tried to go skinny-dipping in the bushes.

Kate grimaces. *Right...* They take a demoralized BEAT.

CARLY

Look, we've already done the worst, right? I mean, Mark's back on the line, and there is a certain logic to all of us spying on him. So maybe we just hit him with all of our spy ware and nanny cams and see if, between the three of us, we can figure out what he's up to.

(to Kate)
As long as it's not too weird for you?

KATE
I think at this point, it's safe to say that if he's not seeing you guys, he'll be seeing someone else. So, I'm in.

AMBER
Me too.

KATE
(beat)
Does anyone want to do like a team handshake or --?
(off Carly and Amber)
No? We're good? Okay. That's cool.

INT. KATE'S HOUSE -- DAY

IN THE KITCHEN, Kate pours a MUG of COFFEE as Thunder LICKS his ASS. *Hmm*. She bends to let Thunder LAP from the MUG -- then straightens up as Mark ENTERS. As always, he grabs the MUG from her. Kate GRINS as he GULPS the coffee.

MARK
God, that hits the spot.

KATE
Hey, Hon? Now that we're redoing your office here, I thought we'd freshen up work too. I was going to swing by this afternoon and drop a few things off.

MARK
I might not be there. I'm going into the City for dinner.

Kate smiles serenely. *She knows all about dinner.*

KATE
Perfect. That way we won't bother you.

MARK
We?

FUCK. Kate turns toward the COFFEE POT, wheels spinning --

KATE
Hmmm?

MARK
You said we?

KATE

Really? Thunder and I have been hanging out too much. Who's dinner with anyhow?

MARK

Oh. Uh...the Canadians are back. The deal looks like it's heating up again.

KATE

Oh, those crazy Canadians! Tell them your wife says they better stop teasing you and put out.

Mark smiles weakly as she refills his MUG and we CUT TO...

EXT. KING CAPITAL, LLC -- GREENWICH, CT -- DAY

***EST. SHOT:** rolling green lawns surround a FOUR-STORY OFFICE BUILDING that houses KING CAPITAL, LLC -- Mark's company. It's late in the day, and the PARKING LOT is mostly EMPTY --*

-- but KATE'S CAR is there. Kate carries a BOX and Amber wears a DARK WIG and GLASSES. They approach the ENTRANCE.

AMBER

...you can't say stuff like that, or he's going to figure out that you know.

KATE

I've been blindly loyal for 15 years. He knows I trust him.

AMBER

But you don't trust him! Because he's shady. And he knows he's shady too. Just be careful, okay?

Kate nods. *She's right.* Kate eyes the building, nervous.

KATE

Are we sure this is a good idea?

AMBER

I don't know. I'm pretty nervous. I'd love to bail, but then we'd have to tell Carly and I'm more scared of her.

(off Kate)

Sorry. I told you, I'm not a good liar.

KATE

Let's get it over with. And, um, it's okay if you don't want to talk inside.

INT. KING CAPITAL, LLC -- MOMENTS LATER

The LOBBY is EMPTY except for a LONE SECURITY GUARD, TOM.

TOM

Good evening. May I help -- Mrs. King...? I'm so sorry. I didn't realize it was you... You look amazing.

Amber fidgets as he glances at her. But Kate's smooth --

KATE

Thanks, Tom! My decorator and I are dropping off some items for Mark's office.

TOM

Sure. I just need to sign you in. Can I see your Driver's License?

Amber's worried, but Kate lets loose with a big fake laugh --

KATE

Oh, Tom! You're a riot! Carding the boss's wife! And her decorator?!

TOM

I can let yours go, because you're known to me personally, but I do need hers.

KATE

(she FAKE LAUGHS again)
The thing is...she doesn't have one.

TOM

How come?

As Kate hesitates, Amber lets loose with a FLOOD of GERMAN.

KATE

...because she's German.

TOM

Okay. A passport works --

Amber's FLOOD becomes a TIDAL WAVE. She sounds PISSED.

KATE

Tom, really...? You're asking for her papers?

TOM

What papers?!? I just need a passport!

Amber UNLEASHES on him, POUNDING the DESK. He recoils --

TOM
Okay! It's fine! Forget it!

Tom puts a KEY CARD on the DESK. Amber grabs it, smiles --

AMBER
Danke.

Tom exhales as they head DOWN THE HALL, and we STAY ON THEM.

KATE
You're fluent in German?!

AMBER
No. I know like three phrases. I kept yelling them louder, but I was basically asking where to buy schnitzel the whole time.

As they WALK, Amber looks around the EMPTY OFFICE.

AMBER
It seems kind of dead, doesn't it?

Kate looks around. *It does.* But she shrugs it off.

KATE
It's after 6 and it's Connecticut, so...

Amber's not totally convinced, but she drops it because MARK'S OFFICE is ahead. They share a look. *Game time.*

INT. CAFE -- CONTINUOUS

The CAFE is dark and intimate. A sexy space. Mark and Carly sit side by side at a small table, nursing drinks --

MARK
-- I was going crazy without you. I'm so sorry for being a jerk.

CARLY
No, *I'm* sorry. I overreacted because you were meeting my Dad. I've just been really protective of him since he's been going through so much with his divorce.

Mark's shocked as she WELLS UP. But she shakes it off --

CARLY

I'm sorry. It's just heartbreaking. He could get cleaned out by this woman who sat at home doing God knows what while he worked his ass off. It's NOT right.

MARK

It's awful, I know --

Mark PAUSES as his STOMACH GURGLES alarmingly. *But then it passes.* Not sure what's wrong, Carly tries to stay on track.

CARLY

He's going to end up giving her half of everything. I just know it. And there's nothing I can do to help him.

MARK

You know... He can't give away what he doesn't have.

BEAT. Curious, Carly lowers her voice and leans in.

CARLY

What are you saying? That he should hide the money?

MARK

No. Because *saying* that would be wrong. And because it's hard to hide money. Very hard. *Losing* it is much easier.

CARLY

...I don't get it.

MARK

(sliding an ARM around her)
Why don't I explain at your place?

Carly JUMPS as his HAND brushes her BOOB. *Uh oh. But Mark freezes as his stomach CRAMPS again.*

CARLY

You okay?

MARK

Actually, no. Something is...not right.
(as it passes)
I think I need to get out of here.

EXT. RESTAURANT -- MOMENTS LATER

Carly follows Mark OUTSIDE. A CAB stops, but he's FROZEN.

MARK

I'm not sure I should get in.

(beat)

No. I shouldn't. You take it.

CARLY

Really? Do you want me to wait...?

Mark's already racing BACK INSIDE, his BUTT CHEEKS clenched.

MARK

NO! I'll call you -- I'm sorry --

He races INSIDE. Carly's dumbfounded. *What just happened??*

INT. KING CAPITAL, LLC -- NIGHT

Amber sits at Mark's DESK, aiming a LASER POINTER at the BOOKSHELF. Kate moves a PICTURE FRAME on the SHELF until the dot of the LASER is centered on it.

AMBER

-- a little to the right... Perfect.

KATE

How do you know how to do all this?

AMBER

I've had a few guys get weird on me, so now I kind of have a sense of where the cameras should go.

Kate shrugs - *that makes sense*. Amber aims the POINTER at a VASE on another SHELF, then pulls Kate's LAPTOP from the BOX.

AMBER

Between these two, we should have pretty good coverage, but let's just see.

In a few strokes, Amber has a SPLIT SCREEN FEED of her and Kate on the SCREEN. THE FRAME AND VASE ARE NANNY CAMS.

AMBER

We're in business.

KATE

What do you think about some backup?

Kate shows her the BOX full of NANNY CAMS. Amber shrugs.

AMBER

It can't hurt, right?

A SHORT TIME LATER... Mark's OFFICE is FULL of new 'knick-knacks' (NANNY CAMS). TOO FULL. The girls look worried.

AMBER

I think we need to edit this look.

Kate nods as her PHONE rings. *It's Carly.* She answers it --

KATE

Hey. How's it going?

EXT. STREET -- CONTINUOUS

Carly's exiting a BODEGA with a bottle of water --

CARLY

It went. It's over. He got sick and had to go. But he did say that it's easier to lose money than to hide it.

INTERCUT BETWEEN CARLY AND KATE.

KATE

Huh. That's weird.

CARLY

I know. I'll try and get more out of him next time. But for now, he's on his way home.

KATE

Shit! We're still at his office.
(covering the phone, to Amber)
Mark's on his way back.

UH OH. Amber starts grabbing NANNY CAMS to de-clutter.

CARLY

You guys better get out of there! I left him a while ago!

KATE

Why didn't you call me!?
(as Amber grabs a gold pen)
Not a Nanny Cam!

Amber drops it. *Oy.* *It's confusing with all the new stuff.*

CARLY

Because you were supposed to be done!

KATE

We got a little carried away.
 (as Amber grabs an iPod)
 Nope. Not that either.
 (to Carly)
 I gotta go. Try and see him again this
 week so we can figure out what he meant.

CARLY

I will. Just get out of there.

Amber's sheepish as Kate hangs up. She de-cluttered, but...

AMBER

Everything's all scrambled now.

KATE

It doesn't matter. Let's go.

INT./EXT. CAR/KING CAPITAL, LLC -- NIGHT

Amber and Kate toss the LAPTOP and BOX in the CAR and hop in.
 Kate tosses her PHONE to Amber as she starts the CAR --

KATE

Check the GPS and see where he is.

AMBER

Does it matter? I mean, we're out of his
 office --

KATE

Your car's parked in front of our house.

FUCK. Amber frantically taps the PHONE as Kate PEELS out --

AMBER

I don't think I'm doing it right.
 The dot's not moving.
 (showing Kate)
 See? Mark's in the same spot.

INT. CAFE -- MENS'S ROOM -- NIGHT

A BUSBOY enters and wrinkles his nose. *It stinks.* As he
 stands at the URINAL, he hears someone INSIDE A STALL --

MARK (O.C.)

Hey, Man -- can you help me out?

A HAND holds a WAD OF CASH under the STALL DOOR --

BUSBOY

Sorry, Bro. Only the Waiters suck dick.

MARK (O.C.)

No! It's not like that! I need you to buy me some pants.

BUSBOY

Jeez. Things got tough in there, huh?

MARK (O.C.)

Very tough, yes.

(waving the CASH)

I think there's a Gap across the street.

BUSBOY

Seriously? You can't make a run for it?

MARK (O.C.)

No, Man. I *really* can't. It's bad.

BUSBOY

There's no chance of recovery?

MARK (O.C.)

No. None. There is NO chance.

BUSBOY

Like what if the building was on fire?

MARK

DUDE. If the building was on FIRE, I could put it out with MY ASS because shit is SHOOTING out of me with the FORCE of a FIREHOSE. Okay? Do you get it?! Have I painted you a picture?!

BUSBOY

Yeah. I think so.

The Busboy bends and TAKES the CASH from Mark. EXITS, as --

MARK (O.C.)

Oh God - THANK you! I'm a 34' waist, but the fit doesn't have to be perfect.

(beat)

Hello? Are you still there?

INT./EXT. CAR/KATE'S HOUSE -- NIGHT

Kate shuts off her headlights as they roll up to her HOUSE. Amber's lying on the BACKSEAT. But there's no sign of Mark.

KATE

I think we're good. He's not here.

Amber sits up and hands Kate the LAPTOP --

AMBER

Take a look at the feed when you can.
If we're missing any angles you might
have to go back.

KATE

I can handle that, but can you put the
spyware on his phone and laptop?

AMBER

Yeah. I'll see him this week. I kind of
can't believe it's all working out.

KATE

I know! It's been easy so far --

SUDDENLY, HEADLIGHTS ILLUMINATE THE CAR. They SCREAM and
DUCK. BEAT. The lights PASS BY. It's NOT MARK.

AMBER

I should go.

KATE

Yeah.

INT. KATE'S HOUSE -- LATER

Kate's on the SOFA with Thunder, checking the NANNY CAM FEED.

SFX: the KITCHEN DOOR SLAMS. Kate shuts her LAPTOP -- as --
Mark ENTERS in a pair of RED SKINNY JEANS. BEAT.

KATE

That's a lot of look for you.

MARK

I had an incident and I needed some pants
-- and the only person who didn't rob me
was a hipster. I may hate them less than
I think.

KATE

WHOA. Back up. What kind of *incident*?

MARK

A...fecal incident.
(Kate's JAW drops)

And it's about to happen again, so you should stay here while I go see if our toilet can take a punch.

He BOLTS. Kate's SHOCKED until she sees Thunder, licking his ASS. *Ass coffee!!* Thunder stops licking and she HUGS him --

KATE

Who caused Poopageddon? Yes. You did.
Good dog. Now let's figure out what cameras Mommy needs to plant.

As Thunder grins, she opens her LAPTOP and we BEGIN...

THE 'GIRLS SPY ON MARK' MONTAGE...

INT. KING CAPITAL, LLC -- DAY

Kate shows up at MARK'S OFFICE with a SURPRISE LUNCH BASKET. As Mark UNPACKS it, Kate SHIFTS a PICTURE FRAME and MOVES a VASE. She has to check the ANGLES, and Mark's sitting at his DESK -- so Kate sits in his LAP and HUGS him, then AIMS the LASER POINTER behind his back. *The cameras look good!*

She releases Mark, but...*he's FRISKY*. She SPILLS a COKE to get free.

INT. YOGA STUDIO -- DAY

Amber and Mark put their stuff in a CUBBY before CLASS. As Mark takes their MATS inside, Amber attaches a USB DRIVE to his PHONE. She sees Mark looking her way and "stretches" -- distracting him with her BOOBS for a beat. She stands up, unhooks the DRIVE and drops it in her BAG, then pulls a TOWEL from the CUBBY. *All done.*

Mark's HANDSY as she sits down -- but to Amber's relief, the YOGA TEACHER reprimands him.

INT. KATE'S HOUSE -- NIGHT

Kate's watching the NANNY CAM FEED, feeling good -- when a JANITOR enters MARK'S OFFICE and begins DUSTING. *OH NO!!!*

YUP. As the Janitor MOVES the NANNY CAMS, the FEED shifts.

INT. MADISON SQUARE GARDEN -- NIGHT

Carly and Mark watch the KNICKS. Every time Carly opens her mouth to try and talk, THE CROWD CHEERS.

Conversation is impossible. BUT GETTING GROPED is NOT. As MARK'S HAND gets close to her crotch, she fakes excitement for a BASKET and HOPS UP -- 'accidentally' nailing his FOOT with HER HIGH HEEL. He forgets her crotch in his agony.

INT. KING CAPITAL, LLC -- NIGHT

Armed with a BOX of SWIFFERS and the LASER POINTER, Kate adjusts the CAMERAS. On her way out, she leaves \$20 on MARK'S SECRETARY'S DESK and waves goodbye to the JANITOR.

EXT. STREET -- DAY

Amber's walking home when she passes a (high-end) SEX SHOP. There's a 50 SHADES OF GRAY display that features the BOOKS, and related SEX TOYS. *Hmmm.* She ENTERS the STORE.

INT. AMBER'S APARTMENT -- NIGHT

Mark's in his BOXERS, spread eagle on the BED, with his ARMS AND LEGS tied to her BEDPOSTS. A thick BLINDFOLD covers his EYES, and MUSIC blares from HEADPHONES that cover his EARS.

Wearing a CORSET and PANTIES, Amber takes Mark's LAPTOP from his BRIEFCASE and inserts a FLASH DRIVE. SPYWARE loads, as --

MARK
SWEETIE? ARE YOU THERE?

Amber FREEZES. *Oh God. He knows what she's doing! Shit!*

MARK
I KNOW YOU'RE IN CHARGE, BUT I'M READY
WHEN YOU ARE.

Phew. He doesn't know about the laptop. But he IS waiting for something else. With a RIDING CROP from her bag of "50 Shades" goodies, she SWATS him uncertainly at first... But there's a RESOUNDING SMACK as we CUT TO...

INT. CARLY'S LOFT -- NIGHT

...Carly and Mark, eating INDIAN FOOD in her LIVING ROOM. She loads CURRY onto his PLATE as he holds up a hand --

MARK
I'm so full, I'm short of breath. I
won't be able to move tonight.

CARLY

Let me just get you one more samosa.

Carly heads into the KITCHEN and grabs the samosas AND her PHONE. Waits a BEAT, then emerges with an OVERLY DRAMATIC --

CARLY

OH NO!

MARK

What's the matter?

CARLY

I just got the saddest text. My Dad wants to know if he can live with me if he gets cleaned out in the divorce. He's so worried about all this money stuff.

Carly's FISHING, and she's hopeful as Mark looks serious --

MARK

Ugh. I'm sorry... I know it'll be hard to say no, but it's better to be firm right from the start or he'll think living here is actually an option.

She should be 'investigating' but she's too mad not to react.

CARLY

It is an option.

MARK

No it's not. It's nice to be noble in theory, but we both know that's where it ends. You're like me that way.

CARLY

So if his choices are 'van down by the river' or 'my place' -- you think I'm sending him to the river?

MARK

No. I think you're paying rent for him in Hoboken.

(kissing her NECK)

You don't have to figure out your Dad's stuff tonight, so let's have some fun --

CARLY

I'd love to, but I've got my period.

MARK

...is it very bad?

CARLY

(as he KEEPS kissing her)
The last time I went to the bathroom, it
looked like a shark attack down there.

THAT does it. The KISSING STOPS. He looks ready to cry.

MARK

You know, once you put those thoughts in
my brain, I can't un-think them.

He grabs a SAMOSA and heads for the KITCHEN as we CUT TO...

EXT. CENTRAL PARK -- DAY

...Kate and Amber, laughing about the 'shark attack' --

KATE

He won't even buy my Tampons, so you
probably scarred him for life.

CARLY

Well, it was either that or say I had a
yeast infection, so he got off easy.

AMBER

Nope. "Mistress Amber" used the yeast
infection excuse last week.

CARLY

I'm not sure how much longer I can fake
him out. Now that sex is off the table
we actually have to talk to each other.
I think he's getting suspicious.

AMBER

It's definitely getting tricky. Without
you two in the mix it's like his sex
drive has tripled.

They all think for a BEAT. Kate shakes her head --

KATE

Maybe we should just sleep with him.

AMBER

I'm sorry. You guys are amazing and
great, but that is asking to take a ride
on the Bitches Be Crazy Train. It never
works when friends share a guy.

CARLY

When have you had to share?

KATE

I love that we're friends.

AMBER

I haven't personally shared, but I have had situations where guys who were friends both wanted to date me, and someone always ends up in the hospital.

CARLY

(sighing; *it's true...*)
Or jail. I've had that happen.

KATE

...I might not have been as hot as I thought I was in my 20's.
(shaking it off)
If we all sleep with him, it's gross. But if none of us do, it's just a matter of time until we meet Mistress #3. So... maybe I should take one for the team.

CARLY

That's quite a sacrifice.

KATE

Sometimes that's what marriage is.

AMBER

No. You've been through enough already. And I know I speak for all of us when I say the thought of sex with Mark -- being naked with him, touching him, mouths and bodies coming together --

KATE/CARLY

Stop! / Got it!

AMBER

-- it's repulsive, right? I mean, I feel physically sick at the thought.
(*Carly and Kate, not so much*)
Kate, we can't ask you to sleep with him and risk smashing the last few pieces of yourself that aren't already broken.

Ugh. That got real. Amber turns to Carly with real concern.

AMBER

And we can't ask you to waste time on him when you need all of it to find someone of your own and have kids.

KATE

(off Carly's FURY, to Amber)
If she comes at you, don't let her get you on the ground.

CARLY

Everyone take out a dollar. Now.
 (she MEANS it; they comply)
 Look at the year it was printed. Oldest
 bill sleeps with him. Mine's 2010.

AMBER

2005.

KATE

...2008. So...it's Amber.

CARLY

Are you okay with that?

KATE

Totally. I could not be *more* okay!

INT. KATE'S HOUSE -- NIGHT

CLOSE ON: a *GRAINY VIDEO* of a *YOUNGER MARK*, in a *TUXEDO*.

MARK

*I, Mark, take you, Kate, to be my wife.
 I will always be faithful and true, and
 I will walk with you through life. No
 matter what lies in our path, we'll face
 it together, as a team. And I will love
 you with all my heart, now and forever.*

As Mark BEAMS at a YOUNGER KATE in her WEDDING GOWN -- we --

PULL BACK: *Kate's in her GOWN and VEIL, sobbing and squirting
 WHIPPED CREAM directly into a GALLON of ICE CREAM. A BOTTLE
 of VODKA is on the COFFEE TABLE and she takes a SWIG --*

KATE

You poor dumb bitch.

*-- then pours some on her ICE CREAM and DIGS IN as she CHECKS
 her PHONE. The RED GPS DOT is blinking in DOWNTOWN NEW YORK.
 But the dot VANISHES as the PHONE RINGS. It's Carly. Kate
 DECLINES the call and the DOT returns. Phew.*

EXT. GREENWICH, CONNECTICUT -- TRAIN STATION -- NIGHT

Carly FROWNS at her PHONE as she gets Kate's VOICEMAIL.

CARLY

It's me. Again. You're late, and I'm
 officially worried, so call me.

She hangs up. THINKS and dials again...as we CUT TO...

A SHORT TIME LATER. A RANGE ROVER stops at the CURB. *It's Phil.* Relieved, Carly HOPS IN as we CUT TO...

EXT. KATE'S HOUSE -- A LITTLE LATER

Phil digs the SPARE KEY out of a PLANTER as Carly knocks on the BACK DOOR. There's NO ANSWER, so she KNOCKS harder --

PHIL

Hey...don't worry. I'm sure she's okay.

CARLY

I know. I'm not worried.

But as Phil OPENS the DOOR, she pushes past him and they --

INT. KATE'S HOUSE -- CONTINUOUS

-- ENTER the KITCHEN. *It's a MESS.* They share a look.

CARLY

Okay. I'm a little worried.

PHIL

Kate!? Katie --??

IN THE DEN, Kate is DRUNK and re-watching her VIDEO.

KATE

Hey, guys! Welcome to my wedding.

CARLY

What is happening here?!

KATE

It's either a nervous breakdown or catharsis. I won't know until it's over. Phil - look how handsome you are.

ANGLE ON THE VIDEO: YOUNG PHIL looks lovingly at a BRIDESMAID as they walk down the AISLE behind Kate and Mark.

KATE

That's his bitch ex-wife. You know she told me my wedding dress was 'slimming'? Who says that to a bride?! We should've known she was an evil-evil-soul-sucker.

PHIL
Are you very drunk, or have you just been
wanting to say that for a while?

KATE
(thinking it over)
Yes.

CARLY
Do you have any idea how worried I was?
Phil too. We've been calling all night!

KATE
Awww. You guys are too cute.
(cheery, to Phil)
She tries to be a hard rock, but she
really is a gem.

PHIL
Maybe we should put you to bed and get
out of here before Mark comes home.

Phil PAUSES the VIDEO as Kate WAVES her PHONE at him --

KATE
It's okay. Mark's at Amber's tonight.
She had the oldest dollar, so she lost
and now she has to do it with him.

PHIL
...Amber's having sex with Mark because
she lost a bet?!

CARLY
Yes -- but only so we don't have to have
sex with him too.
(beat)
Okay, that did not make it sound better.
It was Kate's idea.

KATE
It was. But I'm starting to think we
shouldn't trust my judgment.
(to Carly)
Can you come hold my dress while I pee?

Carly hangs her head as Phil stares at them, speechless.

MOMENTS LATER, IN THE BATHROOM, Carly holds the dress up --

CARLY
I can't believe you told him! Now he
thinks we're deranged.

KATE
Is he wrong?

IN THE KITCHEN, Phil's cleaning up Kate's mess. He sees Kate's PHONE and the GPS APP. BEAT. He YELLS --

PHIL
KATE!?!

He SPRINTS out of the KITCHEN, and COLLIDES with Carly IN THE HALL. They WIPEOUT and he FACEPLANTS into her LEFT BOOB.

CARLY
OW!!! I need that one!!!

She cups her BOOB, then feels something between her LEGS --

CARLY
Is that your -- ?

PHIL
No! LOOK --

He holds up KATE'S PHONE. Carly peers closer and YELLS --

CARLY
KATE!!!!!!!

IN THE BATHROOM, Kate's a MESS, but she still straightens her VEIL. She hears Carly and Phil and OPENS the DOOR --

KATE
What are you two squawking about?

CARLY
MARK'S HOME!!!

Phil holds up the PHONE. *The RED DOT is OUTSIDE THE HOUSE.*

KATE
YOU HAVE TO GET OUT OF HERE!!!!
(as they turn to RUN)
WAIT! Help me get this dress off!
(as the DOT STOPS)
NO! FORGET IT! JUST GO!

They RACE DOWN THE HALL, and duck INTO MARK'S OFFICE -- as-

-- MARK ENTERS THE KITCHEN. He FROWNS at the MESS. Heads -- DOWN THE HALL -- and sees his OFFICE DOOR is CLOSED.

INSIDE THE OFFICE, Phil has the WINDOW open and he's HELPING Carly OUT, when there's a KNOCK at the DOOR. Phil shoves Carly INTO THE BUSHES -- AS --

-- MARK OPENS THE DOOR. He blinks as he sees Kate (in her WEDDING DRESS), doing the RUNNING MAN.

KATE
Sweetie! You're home!

He accepts a hug and kiss from Kate as Phil nods, cool --

PHIL
Hey, Man. What's up?

MARK
You tell me. What's going on?

KATE
I had a question for Phil about the -- you know...in here... And, then, uh, we got to dancing. As people do.

MARK
And...why are you in your *wedding dress*?

KATE
Oh. I like to wear it sometimes. Like if I'm having a bad day, or I'm bored... I'll put it on to cheer myself up.

Mark looks DUBIOUS. Phil jumps in to sell it --

PHIL
Chicks are crazy -- right, Bro?

MARK
It's hard to argue with that right now.

Relieved, Kate and Phil both laugh too hard. Mark notices. *Something's up*. He frowns slightly as we cut to...

EXT. KATE'S HOUSE -- MOMENTS LATER

...Phil, peering into the DARKNESS. He whispers --

PHIL
Where are you? Psst --

CARLY (O.S.)
Over here!

Phil looks around, confused. Carly's beside his CAR. She's got leaves in her hair and a SCRATCH on her FOREHEAD.

INT. PHIL'S HOUSE -- A SHORT TIME LATER

Carly exits the BATHROOM with a BAND-AID on her SCRATCH. She enters the KITCHEN, and Phil hands her a GLASS OF WINE --

CARLY

You are such a *guy*. The most exciting thing in that bathroom was Chapstick.

PHIL

I try to keep it boring for all the snoopy ladies.

CARLY

Oh, we're ALL snoops. Trust me. Every girl you know is a detective.

PHIL

Yeah? Do you have a lot of on-going investigations?

CARLY

...just Mark.

Mentioning Mark chills the heat between them.

PHIL

Um, so, I think it's too late to get a train back to the city, but I can drive you, or you can stay in the guest room and catch one in the morning.

CARLY

...Phil? ...Do you like me or not? Because this whole 'will they, or won't they' thing is starting to get old.

Phil laughs. A little bit relieved it's out there.

PHIL

Of course I like you. I just don't think I should do anything about it. Kate's my best friend and you're her husband's mistress --

CARLY

Ex-mistress. Mark and I are over.

PHIL

You just jumped out a window so he wouldn't see you.

CARLY

Yeah, but that was because of Kate! And you mostly pushed me.

(off Phil; sighing)

Look...I'm not so far gone that I can't see your point. But I'm not interested in Mark.

PHIL

No, but you are involved with him. And as long as you are, I can't be involved with you. At least, not that way. I'm sorry.

CARLY

I get it. It's fine. Really.

And it is. They both feel bad, but nobody's an asshole here.

EXT. PHIL'S HOUSE -- NIGHT

A CAB slides to a STOP. Fernando leans out, sympathetic --

FERNANDO

Connecticut might not be your state.

She sighs -- *no shit* -- and gets in. They speed off as we --
ANGLE ON PHIL'S HOUSE. He's at the window, bummed.

INT. KATE'S HOUSE -- NIGHT

IN THE CLOSET, Kate's struggling to get out of her WEDDING DRESS. Mark sees --

MARK

Need a hand?

KATE

Um...yeah, thanks. Something's stuck.

MARK

It's weird. I remember this having more buttons.

KATE

I think you were just in a hurry to get them undone.

MARK

I wasn't the only one.

Kate clutches the dress to her chest. *It's a little charged.*

She STEPS AWAY as he undoes the last button. BEAT.

MARK

Is everything okay?

KATE

Yeah, why?

MARK

You tell me, Katie. You're in your wedding dress. Phil's here.

KATE

We were just being silly.

MARK

I feel like we used to be pretty silly, but am I wrong about that?

KATE

No. We were. We are.

That's a lie. And it hangs between them with all the other lies. For Kate, it's just too much. She hesitates, on the verge of coming clean... And whether Mark senses that, or just gets lucky, we don't know -- but HE speaks up --

MARK

I think you should come to my investor dinner this weekend. We can stay in the city. Have some fun. We need that.

KATE

...Mark -- tonight wasn't a big deal --

MARK

Okay. But it also shouldn't take a big deal for us to get out the door.

(it's hard to argue with that)

Come on...it's a lot of bright people, interesting companies... You can't wear your wedding dress, but you'll finally see how I'm spending all our money.

DING! That gets her attention. She SMILES as we CUT TO...

INT. COFFEE SHOP -- DAY

...Amber, sitting at a TABLE, waiting. She WAVES to Carly and Kate as they ENTER. Carly gives her a WTF look --

CARLY

What happened last night?!

AMBER

I'm SO sorry. I tried calling, but it kept going to voicemail.

KATE

I know. That's my fault. But what *did* happen? Why did he come home?

AMBER

You just seemed so sad the other day, and then I started thinking about how awful I'd feel seeing you after sleeping with him, and I couldn't do it. I chickened out and said I had Chlamydia.

KATE/CARLY

Get OUT!! / NO WAY!!

AMBER

I figured he won't be asking us for sex until he figures out if he has it too.

CARLY

Maybe you are a genius.

KATE

It actually kind of perfect -- he invited me to his investor dinner this weekend and we're staying in the City.

CARLY

You're going away with him?

KATE

I'm going to dinner. It's a good chance to see where the money's going. Maybe I can figure out what he meant about 'losing' it. I'll just have to read up on chlamydia so I can throw a few symptoms at him if he gets fresh.

CARLY

You spent last night drunk, in your wedding dress. Do you really think it's a good idea to go away with him?

AMBER

You were *that* upset?

Kate FROWNS at Carly as she PULLS out her LAPTOP --

KATE

I got carried away. That's all. And by the way, I live with him.

So one night in the City is not a big deal.

(re: her LAPTOP)

Now, if you don't mind, we've got a boatload of nanny cams, plus his phone calls and emails to go through, so can we figure out who's doing what, please?

They nod. *Okay.* But Carly's still troubled as we CUT TO...

INT. CARLY'S OFFICE -- DAY

Carly's HIGHLIGHTING Mark's EMAILS when Lydia pops in --

LYDIA

Do you want anything from Starbucks?

CARLY

No, but I need a records check on a company called MISA. It's incorporated in the Caymans, but that's all I've got.

LYDIA

Sure. Should it be billed to the MicroMix due diligence?

CARLY

No, it's not part of that. Just bill it to my personal number.

Lydia eyes the WHITEBOARD. *It's SO FULL that PAPER has been taped to the SIDES so Carly can write more.*

LYDIA

I just want you to know that I'm here for you if something's going on, or you're struggling in some way.

(Carly's touched)

And if I can't help, I'd love a running start to staff up with someone else before you melt down and get fired.

Yikes. Lydia is worried? It must be bad. Carly plays cool.

CARLY

I'm on top of everything. Don't worry.

INT. MOVIE THEATER -- NIGHT

Carly ENTERS and looks around. She's SHOCKED as Frank WAVES to her -- *his hair has been DYED a dark CHOCOLATE BROWN.*

FRANK

Do you like it? This nice Filipino gal at the salon said it made my eyes pop. The color's called *Permanent Wood*.

CARLY

I was going go with *Not Seen In Nature*. Is Naan-Chick on board with this?

FRANK

Actually, I broke up with Nina. We just didn't have that...twinkle, you know?

CARLY

You can say she was too young for you.

FRANK

I would *never* say that.

(handing her a TICKET)

Here. We're seeing the one with the guy who was in the thing I liked the last time. It's a mystery.

CARLY

I actually have a mystery of my own you can help with... If you have a venture capital fund, a shell company in the Bahamas, and you want to protect your money by losing it ...what do you do? Hypothetically.

FRANK

You aren't working for any hypothetical Feds, are you?

CARLY

Of course not! Do you need to worry about the Feds?

(before he can answer)

Actually, I don't want to know.

The USHER takes their TICKETS and they head to their seats.

FRANK

Hypothetically, you invest money from the fund in the shell company, the shell "fails" and the fund takes a loss. As long as the "losses" aren't big enough to sink the fund, nobody's going to bitch. Failures are part of the game.

CARLY

But you'd have to control the shell company to pocket the money from the fund, right?

FRANK

Yeah, but that's easy. You can do a blind filing offshore and incorporate without a board or employees.

CARLY

It's still fraud though?

FRANK

OH yeah. And not hypothetically.

Carly's serious as the LIGHTS dim, and we CUT TO...

INT. GRAMMERCY PARK HOTEL -- NIGHT

...MARK'S INVESTOR DINNER. Mark, Kate and CEO's of ASSORTED STARTUP COMPANIES circulate in a LARGE PRIVATE ROOM. Kate's radiant and clearly at EASE. She's pleasantly surprised to hear NICE THINGS about Mark -- and we get a few snippets...

NERDY CEO

-- he's a genius. He found a loophole in the tax credit program for our Angel investors that saved our funding --

JADED CEO

-- he's an aggressive son of a bitch, but we've grown twice as fast with him --

ANCIENT CEO

-- he's a mensch. Most of the time --

ACROSS THE ROOM, Mark watches Kate. A FRATTY CEO stops him --

FRATTY CEO

Dude, that wife of yours is a keeper. told her I'm gonna take her out if you ever fuck things up with her.

(off Mark's SURPRISE)

Don't worry. She laughed.

MARK

Good.

Kate catches Mark's eye and SMILES as we CUT TO...

LATER. EVERYONE'S TAKING THEIR SEATS FOR DINNER...

MARK

You holding up?

KATE

Yeah, it's been great! I think I've met everyone except the CEO from MISA.

MARK

Yeah, they've been struggling, so he had to stay put to take care of some issues. I'm keeping my fingers crossed we don't lose our whole investment on that one.

KATE

Wow. What do they do again?

MARK

Green fuel. They're the ones in Miami.

KATE

I thought Miami was going so well?

MARK

...um, yeah. It was until it wasn't. I'm still hoping they turn it around.

EVERYONE quiets DOWN as the ANCIENT CEO CLINKS his glass --

ANCIENT CEO

I just want to say thank you to our host, Mark King. I was out to pasture when my grandson told me about the app he invented. Mark was the only VC we met with who thought I had enough juice left in me to run the show. He wrote us a check, and a week later I had a heart attack to thank him.

Kate looks at Mark, surprised. He nods. *It's true.*

ANCIENT CEO

We gave Mark a chance to back out, but he said he figured people would work twice as hard because they didn't want me dropping dead. He wasn't kidding.

(smiling; as people LAUGH)

Now we've got twenty people on payroll and our profits doubled last quarter. And I'm a success story at 67 because he was able to look past the problems and see how everything could still be great. I'm grateful for that, and I know many of you are too, so...thank you, Mark.

Mark (and Kate) are TOUCHED as the CEOs applaud wildly.

INT. HOTEL ROOM -- NIGHT

Exhausted, but in good spirits, Kate and Mark enter their SUITE. Kate kicks off her shoes and FLOPS on the BED.

MARK

Sorry. I know it was a long night.

KATE

No. It was great. It was interesting and fun and...totally inspiring.

MARK

(flopping down beside her)
Did you ever think, when we were lying in bed in our shitty little apartment on Charles Street, that we'd end up here?

KATE

I loved that apartment! It was the first place we lived that had a view. And I don't know where I thought we'd end up, but I always knew you were going places.

MARK

I think you believed it, and I figured you were too smart to be wrong, so I played along. But I don't know if I'd be that guy without you. And when I saw you tonight, talking to everyone, I couldn't help thinking that if I hadn't needed as much from you as I did, you'd be running the show.

KATE

I had a say in how things worked out, Mark. Life didn't just happen to me. And all I ever wanted you to be was yourself...and happy. So if this isn't what you want, or it doesn't work for you anymore, don't pretend for me. Because then nobody's getting what they want.

MARK

...I want to be here. And I want you.

BEAT. They KISS. It's tender. An *'I've missed you/I LOVE you'* kiss. KATE CAN'T FIGHT IT and it SNOWBALLS...INTO SEX.

LATER, they lie in bed -- both more relaxed than we've seen them. Mark particularly. *He's easier to like this way.*

MARK

If this is how great a night in New York is, maybe we should take a trip? Go someplace warm and sexy, where we can really unplug... Maybe...Costa Rica?

KATE

(as he reaches UNDER the SHEETS)
Oooh. That works.

AND as Mark slides down, out of frame, we CUT TO...

INT. CARLY'S LOFT -- A FEW DAYS LATER

...Amber, buzzing with excitement as she HUGS Kate hello --

AMBER

-- I'm so glad you're here. We have so much to tell you. Major breakthroughs --

Kate's surprised to see Carly writing on a GIANT WHITEBOARD --

CARLY

Hey! How'd it go?

KATE

Um good. But tell me about this first.

CARLY

We figured out which shell company he's using to run the scam.

AMBER

We went through all the company reports from his computer, and made a list of the startups he invested in. Then Carly did a records search to see where they were incorporated.

CARLY

Only three startups were formed offshore, and of those three, one was a blind filing. No officers, directors, or employees listed. And they've been operating at a loss for the past two quarters. And Mark's the only person who ever goes to "see" them in Miami.

KATE

Wait -- are you talking about MISA?

CARLY

Yeah. That's the one.

KATE

They may be running a loss, but two weeks ago, Mark was ecstatic because he thought they turned it around. And there is a CEO. He was coming to the dinner -- but the company's having problems, so he had to stay in Miami.

AMBER

Their 'office' in Miami is a P.O. Box.

KATE

Lots of startups don't have office space.

CARLY

Or a U.S. bank account? All the money they've received from the fund has been paid to an account in the Bahamas.

KATE

There has to be some explanation.

CARLY

Here we go. I knew being with him would mess with your head.

KATE

You're saying that Mark's stealing from his investment fund and putting the money into his shell company. It's like moving money from your left pocket to your right. What's his motive?

CARLY

His left pocket is on the verge of declaring bankruptcy.

KATE

What are you talking about?

CARLY

The fund. A lot of the companies he invested in are struggling. If they collapse and can't pay him back, the fund collapses too.

KATE

Why would he take more money out of the fund if there's already a risk of collapse?

CARLY

Because he's a realist! He sees the risk. He doesn't have some romantic attachment to the fund. He just doesn't want to be totally broke.

KATE

You weren't at this dinner. You didn't see all the people who have jobs because of him, or how much he cares about them!

CARLY

He cares about them because he has a cut of their business!

AMBER

Okay. Stop. Let's calm down.
(gently; to Kate)
Are you having second thoughts?

KATE

I just think it's more complicated than we realized.

CARLY

Unbelievable! After everything we've been through, all it took was one night and you go back to Stepford? He must have literally fucked your brains out if that's what's happening.

AMBER

Carly -- stop --

KATE

After everything we've been through? I've been with Mark for 15 years! He's my family! And, YES, he screwed up. But sometimes you have to forgive people if you want to move forward.

CARLY

You're forgiving him before he's even asked you to! He hasn't even come clean! He shit all over your marriage, and you're getting rid of the mess like it was your fault! How can you possibly think anything will be different?

KATE

Maybe you'd understand how hard this is if you had something to lose.

CARLY
Like what? A cheating husband of my own?

AMBER
Both of you -- stop!

KATE
You don't have to believe me, but things were different this weekend. We hit a turning point. I can tell.

CARLY
You're probably right.

Carly takes out her PHONE and TYPES.

AMBER
What are you doing?

CARLY
Just seeing if Mark wants to hang out.

SFX: there's a SWOOSH as Carly's TEXT is sent...

AMBER
What is wrong with you?!

KATE
No. It's fine. I'm glad she did it. Because I know that he --

SFX: there's another SWOOSH as Carly receives a TEXT.

Carly's bravado wavers as she has to deliver the news.

CARLY
We're seeing each other on Friday.

KATE
(a long, pained beat)
...it's strange. Right now I feel like an idiot for trusting you, not him.

Kate strides for the DOOR as Amber chases her --

AMBER
Kate, wait -- are you okay?

Kate looks at Amber and SHAKES HER HEAD. NO. She EXITS.

AMBER
You are the WORST! You SUCK SO much!!!

CARLY

I did it for her own good!

AMBER

Oh please. If Mark loves her and they get back together, it means you and I were just a mistake he made. And not everything is doomed. And you can't handle that, so you had to screw everything up for her.

CARLY

If Mark really loved her, I wouldn't have been ABLE to screw it up.

(Amber's stumped)

Ha! See! I'm right and you know it!

AMBER

I'd say I hope you're happy, but I KNOW you are because YOU SUCK!!

Amber STORMS OUT. Carly looks at the EMPTY LOFT...as we...
BEGIN THE "ALL BY MYSELF" MONTAGE -- AND...

1. KATE arrives home post-fight, still fragile. BUT Mark's left FLOWERS and the TICKETS to COSTA RICA on the KITCHEN TABLE. She's immensely CHEERED....
2. AMBER runs into FRANK as she exits Carly's BUILDING. He changes COURSE to WALK WITH HER...
3. CARLY erases the MARK STUFF from the WHITEBOARD and starts putting her MICROMIX WORK back up...
4. KATE follows Mark with her BLACKBERRY -- going over the morning LIST. Mark takes it from her and KISSES HER.
5. AMBER watches the NANNY CAM FEED, then pauses it as she notices something. She rewinds. Watches again. *Hmmm.*
6. CARLY works LATE into the EVENING, all ALONE. Her WORK WHITEBOARD has much smaller list -- *she's on top of things...*

EXT. PARK -- DAY

Carly sees a German Shepherd who looks like THUNDER as she and her Dad, Frank, walk in the PARK. She gets choked up.

FRANK

Whoa. What's with you? Are you on your menses? Is that why you're emotional?

CARLY

Are you? You're emotional all the time.

FRANK

I'm sorry! It's just not like you to show, or have, feelings. You're Spock and I'm Kirk. That's how this works.

CARLY

Did it ever occur to you that I have to be Spock because you're Kirk? You're so busy having all your feelings all the time, that sometimes it's just easier for me to have none.

Frank's truly surprised. He's silent for a long BEAT.

FRANK

Sorry. I'm trying to formulate a Spock like response, but the Kirk in me just wants to cry a little first.

CARLY

When you left Mom, how did you know it was over?

FRANK

I didn't for sure. I begged her to take me back, but she said no.

CARLY

What?! Mom was *heartbroken* when you left.

FRANK

She was also proud and stubborn.

CARLY

...so if Mom had said yes, we could've been a family this whole time?

FRANK

Maybe. Or maybe I would've fucked up again. Or maybe your Mom would've fucked up to get even. Who knows?

CARLY

So do you think people can change or not?

FRANK

...someone once told me that everyone's worst employee is also someone else's best employee -- if you get the right combination of people, even a shithead can shine.

CARLY
That is weirdly comforting.

FRANK
I like to think so.
(hugging her)
Do you want to grab dinner? Your treat,
but we don't have to go someplace fancy.

CARLY
I'd love that -- but I've got something
I'm supposed to take care of tonight.

FRANK
You better pull yourself together. Spock
doesn't look so hot after crying.

INT. KATE'S HOUSE -- DAY

IN MARK'S OFFICE, Mark's working as Kate ducks in. She
slinks over to Mark and wraps around him --

KATE
Do you want to get Chinese tonight?

MARK
Tonight? I can't. I've got a dinner
with the Canadians.

KATE
I thought we were done with them?

MARK
We are. Almost. Oh, and here -- before
I forget --

Mark HANDS HER A BOTTLE OF ANTI-BIOTICS. SHE FROWNS.

MARK
For Costa Rica. The doctor suggested
them in advance.

*Oh. Kate exhales softly as the final Keyser Sose Bomb goes
off. Oblivious, Mark kisses her he EXITS and we CUT TO...*

LATER, IN THE LAUNDRY ROOM, Kate's doing a MOUNTAIN of
LAUNDRY. Someone KNOCKS at the BACK DOOR. It's AMBER.

KATE
What are you doing here?! Mark could've
seen you!

AMBER

I watched him leave before. Tonight's his date with Carly, right?
 (off Kate)
 Sorry. You're still bummed aren't you.

KATE

Bummed would be the word, yes.

Amber follows Kate INTO THE LAUNDRY ROOM --

KATE

I'm leaving him.

AMBER

After you wash everything you own?

KATE

I have no idea where I'm going. Who knows how long it'll be before I have really good machines again.

They *FREEZE* as there's ANOTHER KNOCK at the BACK DOOR. BEAT.

KATE

Hide!!

Amber SCRAMBLES to do exactly that -- as -- Kate GETS the DOOR. It's Carly. Kate's too CURIOUS not to let her in.

KATE

Why are you here? What about your date?

CARLY

I didn't show up for it.

KATE

Why not?

CARLY

I don't know if Mark can change or not. But if he's trying, I don't want to get in the way.

KATE

It's a little late for that! He's not here, he lied -- *again*, and you might not be on the date, but he IS.

CARLY

Maybe he was going to tell me it's over.

KATE

He wasn't. And it doesn't matter anyhow.
I'm leaving him.

CARLY

You don't have to. You don't have
anything to prove to anyone. If you want
to work it out, you should.

KATE

He booked a trip to Costa Rica so he
could give me antibiotics for the
chlamydia NONE of us HAVE. It's really
over this time.

CARLY

Jesus. I'm so sorry.

KATE

(surprised, as Carly HUGS her)
Are you hugging me?
(as Carly nods; beat)
On purpose?

CARLY

Can you just shut up and let me do it?

As Kate HUGS her back, Amber peeks in.

AMBER

Oh, good. We're hugging!

CARLY

What are you doing here?

AMBER

Um, I think I figured out how to get into
Mark's secret bank account.

(to Kate)

Just in case you were reconsidering the
whole letting him off the hook thing.

MOMENTS LATER, Amber shows them the NANNY CAM FOOTAGE.

AMBER

See? Right there - the thing that looks
like a key chain? It's a security token.
When he needs to access the account, he
enters a fixed password --

Amber PULLS UP SCREEN GRABS of Mark TYPING -- as well as --

AMBER

-- and then a random password generated
by the token --

-- SHOTS of Mark CHECKING THE TOKEN AND TYPING -- and --

AMBER

-- and then it goes back in the safe.

-- Mark OPENING THE SAFE AND PUTTING THE TOKEN INSIDE.

CARLY

So if we have his password and the token,
we can get into the account?

Amber nods -- YES. But Kate's shaking her head -- NO.

KATE

You'll never get the token because the
safe's impossible. It's biometric -- he
opens it with his thumb.

AMBER

We can make a fake thumbprint.

KATE

How?

BEAT. They're all stumped.

AMBER

Or we could just cut off the real thing?

CARLY

...she's come so far.

KATE

We're not cutting anything off.

AMBER

Okay, but I crunched the numbers and I
think there's close to \$8 million in the
account.

Holy shit! Both Carly and Kate THINK --

CARLY

What about a pinkie? Would that work?

KATE

I wish. Google 'fake thumbprints' --
maybe it's not that hard.

Amber Googles it. BEAT. *She's encouraged* --

AMBER

Guys, this has to be doable. There's like 50 You Tube videos.

CARL

Okay...assuming we can get past the whole thumb thing and get the security token -- what else do we need?

AMBER

Just his fixed password.

CARLY

I think we've gotta try, right?

Amber nods. *Hell, yeah.* But Kate hesitates --

KATE

So far, all we've done is a little light wire-tapping. But Mark's into some heavy duty fraud. If we clean him out, there's not too much he can do about it without implicating himself. But it means we're heavy duty too. And if that's too much to deal with, I get it. You don't have to put anything more on the line for me. You've done enough.

AMBER

Just hearing how sweet you are makes me so mad at him all over again. *I'm in.*

CARLY

There's no way I'm leaving you two in charge of \$8 million dollars. *Me too.*

Kate's touched. She holds it together though.

KATE

So...what comes first? The fingerprint?

AMBER (PRE-LAP)

Yeah. Kate, if you can make the mold of his finger when he's asleep --

INT. KATE'S HOUSE -- NIGHT

IN THE KITCHEN, Kate lifts a sheet of modeling plastic from a bowl of hot water. She forms it into a BALL and races -- UPSTAIRS. Mark's SNORING, but she's NERVOUS. *After a few FALSE STARTS, she presses his thumb into the PLASTIC.*

AMBER (V.O.)
I can make the fingerprint at my place --

INT. AMBER'S APARTMENT -- NIGHT

Amber pours GELATIN into the MOLD; puts it in the FRIDGE.
A SHORT TIME LATER, Amber lifts the fingertip from the MOLD.

INT. KATE'S HOUSE -- DAY

KATE (V.O.)
And I know exactly how we can test it --

IN MARK'S HOME OFFICE, there's a NEW BIOMETRIC SAFE in the remodeled office. Kate watches Mark set it with his THUMB.

KATE
We should also take a look at some security tokens -- so we know what we're doing when we get this safe open --

LATER, Kate slips the FAKE FINGERTIP on, and tries to open the SAFE. Nothing happens. *Shit.*

CARLY (V.O.)
I have someone who can help with that...

INT. CARLYLE HOTEL -- BAR -- NIGHT

There are several SECURITY TOKENS on the table -- they look like KEY FOBS or BEEPERS. Carly examines one -- as --

-- Frank and Amber LAUGH. Not sure how the TOKEN works, Carly WAVES at Frank to get his attention. Oblivious, he WAVES back -- *hi!* -- without taking his eyes off Amber.

INT. KATE'S HOUSE -- DAY/NIGHT

We see Kate try the FINGERTIP on the SAFE multiple times...

EXT. CENTRAL PARK -- DAY

SEVERAL FAKE FINGERTIPS are fanned out on a PICNIC BLANKET. Kate and Amber EXAMINE them, at a loss. Carly arrives and drops her stuff. Peers at them for a beat --

CARLY
Have you guys tried his other thumb?

BEAT. Kate and Amber look at each other, sheepish. *Fuck.*

INT. KATE'S HOUSE -- DAY

Kate stands before the SAFE. *Moment of truth.* She dons the NEWEST FAKE FINGERTIP, presses it to the LOCK and...*NOTHING.*irate, she throws the FAKE FINGERTIP across the ROOM as --

-- CLICK. The LOCK TURNS GREEN and the SAFE OPENS. *YES!!!*

INT. AMBER'S APARTMENT -- NIGHT

CARLY (V.O.)

Even if we get the token, it won't do us
any good without his fixed password --

Amber watches NANNY CAM FOOTAGE of Mark TYPING. She pauses, rewinds, watches again. *But she can't see WHAT he's typing.*

CARLY (V.O.)

We have to figure it out somehow --

INT. CARLY'S LOFT -- DAY

Carly's WHITEBOARD is covered with RANDOM WORDS.

KATE

Serafina! He took me there on our first
date.

AMBER

Hey! Me too!

Yeah...Kate didn't need to hear that. They eye the BOARD, glum, as Carly adds "Serafina" to the list.

INT. AMBER'S APARTMENT -- MORNING

Amber watches more NANNY CAM FOOTAGE. Tired, she PAUSES it and shuts her eyes. BEAT. She SITS up. SPRINTS to her CLOSET, GRABS a BEACH BAG, SHAKES IT OUT...and holds up a SCRAP of PAPER, triumphant -- as we CUT TO...

INT. CARLY'S LOFT -- DAY

...Carly, looking skeptical --

AMBER

I'm telling you, I watched like 22 hours of nanny cam, and he types 13 letters every time. And this --
 (re: the scrap of paper)
 -- is from a hotel in the Caymans. He wrote his number down, but you can kind of see an imprint, right here -- "Street"
 -- they do this shit on CSI all the time.

CARLY

It's a MAJOR reach.

BEHIND THEM, Kate ENTERS -- Carly gets her up to speed --

CARLY

Amber thinks "Street" is part of the password. 13 letters all in.

AMBER

They're ALL a reach. The only way to know we got it right when we try it.

They look at Kate -- realize she's slightly dazed.

KATE

Charles Street. It's where we lived in business school. That's the password.

EXT. KING CAPITAL, LLC -- DAY

The LARGE LAWN behind the OFFICE BUILDING is the SITE of the COMPANY PICNIC. ASSORTED VENDORS inflate BOUNCY HOUSES, saddle PONIES, and lay out an OBSTACLE COURSE.

AMBER (O.C.)

How fun does this look?

ANGLE ON: Carly and Amber, watching from the BUSHES. They're dressed in WHITE PANTS and TIGHT WHITE SHIRTS.

CARLY

Are you wearing a bra?

AMBER

Of course.

CARLY

It doesn't look like it.

AMBER

Thanks!

IN THE PARKING LOT, two CATERING TRUCKS park. The DOORS open and CATER WAITERS hop out. They all wear JEANS and RED AND WHITE GINGHAM SHIRTS. The girls look at each other. *Shit.*

AMBER

I swear. I double checked the uniform.

CARLY

That's great, but we're still screwed.

AMBER

Stay here. I have an idea.

CARLY

Wait! Where are you going?

Amber motions - *SHHH!* -- and JOGS to the trucks. As Carly watches, TWO MALE CATER WAITERS literally hand Amber the RED AND WHITE SHIRTS off their backs. Amber jogs back.

CARLY

What did you say to those guys?

AMBER

I asked if I could have their shirts
...and then I said thank you.

CARLY

I cannot WAIT to watch you get old.

AMBER

Aww. That is so sweet.

Carly SIGHS. *It's hopeless.* They pull on their SHIRTS...and join the FLOW of CATER WAITERS heading into the BUILDING...

INT. KATE'S HOUSE -- DAY

IN THE KITCHEN, Mark waits by the DOOR as Kate rushes in --

MARK

Kate. It looks bad if I'm late --

KATE

Sorry, Sweetie. I'm ready, I swear.

It looks like she's FINALLY about to grab her PURSE -- *but she picks up THUNDER'S LEASH instead.* Mark is NOT happy.

MARK

He still needs to go out?!

KATE

You tell me, Mark. Did you walk him?

He didn't. And her TONE shuts him up. He grabs the LEASH.

INT. KING CAPITAL, LLC -- DAY

Carly and Amber stare at Mark's LOCKED OFFICE DOOR.

CARLY

It's the most basic thing. His DOOR.
LOCKS. How did she not think of that?

AMBER

You were in on the planning too, so --
(cowed as Carly glares at her)
-- do you want to kick it down?

CARLY

If I wanted us to get caught, sure. We
need to get in and out before they get
here without anyone knowing. But HOW?

They stare at the DOOR, helpless, as we CUT TO...

EXT. KATE'S HOUSE -- MOMENTS LATER

...Kate, Mark and Thunder at the END of the DRIVEWAY. Kate
and Thunder spy the NEIGHBOR'S CAT. *Perfect.* As Thunder
LUNGES for the cat, Kate "accidentally" lets go of the LEASH.

KATE

Oh, no! Thunder, stop!

To her UTTER SHOCK, Thunder COMES BACK. Mark's impressed.

MARK

I guess he knows who's the Alpha.

Kate smiles weakly as Thunder pants beside her. *Damn dog.*

EXT. KING CAPITAL, LLC -- DAY

Phil knocks at the BACK EXIT. Carly opens the door and he
hands her a DRILL and a TOOLBOX -- she hands them to AMBER,
who races off. Carly turns back to Phil --

PHIL

You said Kate needed this stuff?

CARLY

Technically, it's for Kate. We're building a birdhouse. Or at least that's the story you should stick to if you're questioned later.

PHIL

I see. Do you want to explain why you're dressed like one of the cater waiters?

CARLY

I think they're dressed like me.

Phil LAUGHS. The spark between them is still there. But he doesn't want to be mixed up in this. He shakes his head --

PHIL

Call me if you get arrested.

CARLY

And if I don't?

PHIL

Maybe I'll call you.

Carly watches him walk away for a beat, then ducks INSIDE.

MEANWHILE, as Phil's walking OUT, Mark and Kate walk IN.

MARK

Phil? What are you doing here?

PHIL

Um, Kate invited me.

KATE

...the Margarita Fountain wasn't very sturdy, so Phil's helping to secure it.

MARK

(pointing to the CATERERS)
Oh. Well, it's that way. Good luck.

Mark's annoyed and pulls Kate away from Phil as we CUT TO...

INT. KING CAPITAL, LLC -- DAY

...Carly, on a WHEELED DESK CHAIR as Amber holds it steady. She's about to take the top DOOR HINGE OFF with the DRILL.

AMBER

I'm nervous. What if you break the door?

CARLY

Shh. Relax. It'll be easy.

As Carly starts the DRILL, Amber FLINCHES and JIGGLES the CHAIR. Carly SLIPS, the DRILL LEAVES A RAGGED MARK on the WALL and goes flying, as CARLY FALLS AND BOTH girls SCREAM.

AMBER

Oh my GOD, I'm SO sorry --

CARLY

Do NOT speak.

Carly grabs the DRILL off the FLOOR. *FUCK the HINGES -- she goes straight for the LOCK.*

EXT. KING CAPITAL, LLC -- A SHORT TIME LATER

Kate sees Mark chatting with a FAMILY. She checks her watch. *Screw it. She's going to check on them.* She PASSES PHIL at the MARGARITA FOUNTAIN as she heads TOWARD THE BUILDING.

ANGLE ON: Mark -- he watches Kate talk to the CATERERS for a moment, then gets distracted as we CUT TO...

INT. KING CAPITAL, LLC -- DAY

...Carly and Amber, staring at MARK'S SAFE. It's NOT OPENING. Amber tries MULTIPLE VERSIONS of the FAKE FINGERPRINT.

AMBER

I can't believe this. It's the same problem we had before.

They both realize at the same time --

CARLY

Try the other finger!

Amber DUMPS THE BOX OF FAKE FINGERPRINTS out and they begin trying ALL of them. They're too crazed to even NOTICE a HORRIFIED KATE outside the OFFICE DOOR --

KATE

What the hell happened?

CARLY

We can talk about that later. Help us find the right finger!

EXT. KING CAPITAL, LLC -- DAY

Phil drains his Margarita and looks around for a BATHROOM. He heads INTO THE BUILDING -- AS -- Mark WATCHES. *Mark looks around for Kate...but doesn't see her...*

INT. KING CAPITAL, LLC -- DAY

...because she's IN HIS OFFICE, OPENING HIS SAFE. The TOKEN IS FRONT AND CENTER.

MEANWHILE, IN THE LOBBY, Mark ENTERS, looking for PHIL and KATE... His face darkens as Phil exits the MENS' ROOM...

IN MARK'S OFFICE, Carly stares at Mark's COMPUTER and GASPS.

CARLY

We don't have the password for Mark's computer. *Forget the bank account -- we can't get on the internet.*

BACK IN THE LOBBY, Mark stops Phil --

MARK

Where's Kate?

PHIL

I have no idea.

MARK

Really? Because you're *always* with her.

PHIL

What are you getting at?

MARK

Don't play me. I'm not an idiot.

Mark shoves Phil to the side to look in the bathroom. Phil's FACE darkens as we CUT BACK TO -- *the GIRLS* --

IN MARK'S OFFICE, they're FREAKING OUT. *They've tried 3 passwords for MARK'S DESKTOP and none have worked. A WARNING BOX on screen informs them that they only have 2 more tries.*

CARLY

What happens if we don't get it on the next two tries?

KATE

We'll be locked out of the system and the network will email Mark to tell him he's being hacked.

(prodding Carly)
 Try 123195. It's our anniversary. He
 uses it sometimes.

Amber and Carly share a WORRIED look.

AMBER

Um, is that the best idea? Because we
 only have one try left -- and if it's
 wrong and Mark gets an alert, he'll come
 up here and figure the whole thing out.

KATE

I don't know what else to do. We need a
 computer to access the bank account.

SFX: A GIANT CRASH. The Girls look at each other, worried,
 then RACE OUT OF MARK'S OFFICE to see what's happening --

IN THE LOBBY, Mark and Phil are FIGHTING. *It's awkward.*

MARK

-- where is she? Huh? How long have you
 been fucking my wife?

PHIL

I'm not, Asshole! She's my FRIEND!

MARK

Don't give me that shit. I know better.

PHIL

I'm not messing around with Kate! I like
 Carly, okay!?!?

ANGLE ON: the Girls -- *they have an AWWW moment -- followed
 by the same realization that Mark is having --*

MARK

How the FUCK do YOU know CARLY?

PHIL

Give it a second. You'll figure it out.

MARK

...Kate knows?

PHIL

I think they all know.

Time SLOWS for Mark as he realizes they have an audience.
 Kate whispers to Carly and Amber --

KATE

I'll stall him. Try and find a computer.

As Mark RUNS TOWARD THEM, the GIRLS SPLIT UP -- *Kate heads for Mark's OFFICE...Carly and Amber run DOWN A HALLWAY*. Mark follows Kate, and Phil follows Mark to make sure Kate's okay.

MARK

Kate! Katie! Please talk to me --
(turning on Phil)
Can you get the fuck out of here?!

PHIL

Not until Kate asks me to!

IN MARK'S OFFICE, Kate's at Mark's DESK as they ENTER --

MARK

Sweetie, please -- can we talk?

KATE

Phil? Can you give us sec?

PHIL

I'll be outside if you need me.

Mark SMIRKS as Phil steps out of the office.

KATE

Wipe that look off your face and start talking. And BE HONEST -- because I already know everything.

Mark hesitates, but the look on her face tells him there's no point in lying anymore. He steels himself for confession --

MARK

The lying started with work stuff. I cut some corners, made some bad calls... I pulled everything back from the brink, but it was like a pebble in my shoe. I knew I wasn't the guy you thought I was. And once I was lying about that, it was easy to lie all the time. I never stopped loving you -- I just started liking myself better with other people. I didn't feel like I was letting them down all the time.

KATE

I get it. I stopped liking who I was with you too.

MARK

I swear, if I didn't love you, it would've been a lot easier to lie.

KATE

But never impossible, right? Tell me, were we ever going to Costa Rica?

MARK

...No. That was just about the anti-biotics.

KATE

And Sarah? She cheated on Phil with you, right? And don't lie.

MARK

Yes. I slept with Sarah. It was stupid, and she was crazy. But sometimes I was jealous of you and Phil, and it was my way of punishing you. I'm sorry. I love you, I swear. We're still Team King.

KATE

No. We had all this potential starting out, and we've been pretending like we lived up to it. But we're not a team. I'm a doormat, and you're a liar and a thief. That's what we became together. And I'm done pretending that it's good.

MARK

Katie, wait! Just tell me one thing? ...Why were you all in my office?

KATE

I'll let you figure it out on your own -- just like I did.

(to Phil, outside the office)

Mark has something he needs to tell you.

Kate CALMLY WALKS OUT as Phil and Mark SQUARE OFF. BUT...

OUTSIDE MARK'S OFFICE -- Kate's CALM vanishes. She sprints down the STAIRS, looking for Carly and Amber -- and -- FINDS THEM huddled at a SECRETARY'S DESK.

KATE

Mark knows we tried to hack his computer -
- we have to empty the account before he changes the passwords!!!

Carly and Amber share a smile -- pleased with their work.

AMBER
It's already empty.

Carly points to the COMPUTER on the SECRETARY'S DESK --

CARLY
Lydia never password protected anything
in her life. I figured she wasn't alone.

KATE
So the token worked?

AMBER
Like a charm.

KATE
And the password was Charles Street?
(as they nod YES)
Yeah. We were due for a win.

AMBER
I changed it to be safe, so now it's...
Frank.
(as Carly frowns; *what!?*)
We should get coffee later.

EXT. KING CAPITAL, LLC -- MOMENTS LATER

The GIRLS exit the BUILDING into the CHAOS of the PICNIC.
Phil follows a BEAT LATER, cradling his HAND -- it's sore
from PUNCHING MARK. Carly spots him and they KISS. As Phil
and the Girls pile into his car to leave, we CUT TO...

INT. KING CAPITAL, LLC -- CONTINUOUS

...Mark, BRUISED AND BLEEDING, he stares AT HIS OPEN SAFE.
It's EMPTY except for Kate's WEDDING RING.

FADE OUT.

OVER CREDITS, we see how things worked out for the GIRLS...

INT. CONFERENCE ROOM -- DAY

Wearing a sexy suit, Kate's flanked by a TEAM of SUITS as she
SHAKES on a DEAL with the FRATTY CEO (from Mark's Dinner).

FRATTY CEO
I can't wait to see what we do together.
(leaning close; whispering)
I'm still wearing your panties.

KATE
 You better be.
 (louder)
 Legal will send you the deal memo.

Kate SMILES as we ANGLE ON -- Carly, at the END OF THE TABLE.
 She NODS -- *got it* -- as Lydia buzzes around her, concerned.

LYDIA
 Kale smoothie and a vitamin. Drink up!

It all makes sense as Carly stands and we see she's PREGNANT!

MOMENTS LATER, Carly and Kate exit the CONFERENCE ROOM.
Phil's visible in the LOBBY, waiting.

KATE
 You excited?

CARLY
 Nervous, mostly. What if they tell us
 it's a girl? I'm not good with girls.

KATE
 ...You're better than you think.

BEAT. They HUG like sisters. Phil snaps a PHOTO.

PHIL
 Beautiful. I'll send it to your parents.

CARLY
 Do not call them that.

Phil hits SEND. He and Carly KISS as we CUT TO...

EXT. AMAZING ISLAND BEACH -- DAY

...Frank, smiling at the PHOTO of Carly. AMBER hops up --

AMBER
 Sweetie, are you coming?

FRANK
 Absolutely.

He takes Amber's HAND and as they walk down to the water --
we see that her BIKINI BOTTOMS are bedazzled with JUST MARRIED.
As the sunlight twinkles off her perfect ass, we...

FADE TO BLACK.