

FADE IN:

EXT. PASTURE - DAIRY FARM - UPSTATE NEW YORK - MORNING

A herd of cows graze on a muddy field in early spring.

Cows wander by. A bull with a nose ring and cowbell stands defiantly. His round, glassy eyes show WISDOM.

The bull turns away toward the herd. His cowbell CLANGS.

TITLE CARD: "COWS COME, COWS GO. THE BULL GOES ON FOREVER. - BAZOOKA JOE."

A deep billowing MOO.

EXT. MISS ALBANY DINER - DAY

A brown plastic cow's head sits atop the Miss Albany Diner, an original 1940s tin-clad eatery. A city bus engine REVS O.S.

EXT. HUDSON RIVER BRIDGE - BUS - MOVING - CONTINUOUS

The rear license plate on a city bus reads: "EMPIRE STATE." As the bus pulls ahead we see a bright, bustling city skyline.

As the bus passes, a road sign shakes: "WELCOME TO ALBANY, ALL-AMERICAN CITY." The bus takes the off ramp.

TITLE CARD: GRAZING MISS ALBANY

EXT. MONTAGE - ALBANY SIGHTS - CONTINUOUS

-- ALBANY PORT -- A crane unloads a barge. Traffic is seen on the Hudson River Bridge in the b.g.

-- SOUTH PEARL STREET - MOVING - CONTINUOUS -- Housing projects and modest homes give way to storefronts.

EXT. CITY MISSION - STREET - DAY

The bus stops in front of a decaying building with a large cross on the outside.

INT. ALBANY CITY BUS - CONTINUOUS

The doors open and ZOE CLARE DELATORRO, 17, two books in her arm and a water-stained knapsack over her shoulder, climbs aboard. The doors close.

INT. MOVING BUS - CONTINUOUS

Zoe sits in the back row of a half-filled bus with PASSENGERS, mostly middle-aged and working class. She daydreams out the window - city buildings in b.g.

ZOE (V.O.)

Oh, Albany. Some say you are the typical American city with your best years be -

INT. CITY BUS - MOVING - CONTINUOUS

The bus horn BLARES and Zoe's body sways to the side.

EXT. NEW YORK STATE CAPITOL BUILDING - MOMENTS LATER

In traffic, the bus nears the intersection of State and Washington, where the majestic, late nineteenth century home of the legislature stands.

INT. BUS - CONTINUOUS

Zoe peers at the State Capitol from her window.

ZOE (V.O.)

Ah, the statehouse - crossroads of dysfunction. I can't see the good they do. Patrick calls them a bunch of spoiled teenagers charging on their parents' credit card.

Zoe's face contorts.

EXT. STATE AND PEARL STREET - CONTINUOUS

The city bus turns down State Street into an urban canyon of tall commercial buildings. The bus stops.

INT. BUS - CONTINUOUS

A HOMELESS MAN, 50s, unkempt, boards. The BUS DRIVER, grim-faced, watches him drop coins into the slot.

The bus rolls slowly downhill as the Homeless Man looks for a seat. They're all taken - by people or belongings.

A BUSINESS MAN, 30s, sits on the bus with a vacant seat next to him. He spreads out his coat and gym bag.

Zoe's eyes widen. She picks up her knapsack to make room. Books rest on the sack over her lap. She half smiles as he sits. He smiles back.

A WOMAN PASSENGER, 30s, secretary type, reads a newspaper, next to a MALE PASSENGER, 50s, working class. An article headline: "BEVERWICK WINS WATERFRONT REHAB."

MALE PASSENGER (V.O.)

Ahhhh - probably be bankrupt in a year.

A car horn BLARES. Zoe cranes her neck to see. The bus swerves and Zoe's books hit the floor. One title reads: "DEATH OF AN EMPIRE", and the other, "CLARE OF ASSISI."

A pair of dirty hands reaches the two books before Zoe's. The Homeless Man hands them to Zoe, who nods thanks.

Zoe looks down at "Death" and back outside. Outside, a rusty pickup truck swerves.

ZOE (V.O.)

Glad it's Easter break. Finally, I can tell them...and get more involved.

EXT. WAREHOUSE BUILDINGS - NORTH ALBANY - MOMENTS LATER

Nipper, a giant white ceramic beagle, the old RCA mascot, sits atop a warehouse roof in a run down business district. The bus turns underneath Nipper's watch.

ZOE (V.O.)

There's Nipper. Hasn't barked in years. He sure had his chances.

EXT. MISS ALBANY DINER - DAY

The bus stops at the Miss Albany Diner. The midday sun makes the diner's metal exterior gleam.

ZOE (V.O.)

Some say the Miss Albany was ahead of her time, a majestic ol' ship that sailed past her prime.

The bus pulls away leaving Zoe standing alone.

ZOE (V.O.) (CONT'D)
Some say she's stuck in a rut, too rigid,
too old.

Zoe crosses the quiet street carrying her knapsack.

ZOE (V.O.) (CONT'D)
Others say, from a distance, she still
glitters like gold.

As she crosses, a forty-foot rig pulls in front, hiding
the face of the proud landmark. A hand-written sign in
the window declares: "C'MON IN, WE NEED THE MONEY."

PATRICK (V.O.)
I wanna know who wrote that sign!

EMMA (V.O.)
What sign?

INT. DINER - CONTINUOUS

In the kitchen, PATRICK O'REILLY, 44, the short-order
cook/proprietor in a white t-shirt, points through the
pass-thru window. MAC, 50s, sits confused at the counter.

PATRICK
In the window. Jesus, Mary and Joseph.
I'm gonna come out there 'n break
someone's neck!

Standing on the diner side of the pass-thru, EMMA BELLONA
DELATORRO, 40, attractive waitress and Patrick's long-
time girlfriend, looks outside. She stares back at
Patrick in disbelief.

EMMA
Is this really worth it?!

A CRASH of a falling pot hitting tile. Emma's face grows
strained. Further sounds of CRASHES!

EMMA (CONT'D)
Madre de Dios!

Like dinner theater, SMITTY, 60s, watches intently from
his stool counter stool. He nudges DUTCH, 50s, by his
side. Together, they look like a "10" from behind. As
Emma passes, an Easter egg ornament falls from a cheesy,
tabletop tree and SHATTERS on the floor.

INT. KITCHEN - MOMENTS LATER

Emma barges in as Patrick whips a wet sponge against a wall, SPLAT!

EMMA

Patrick Joseph O'Reilly!

Zoe springs through the back door and hangs her knapsack on an overhead rack. She smiles.

ZOE

Hey everyone, good news!

She surveys the destruction: pots, pans, broken dishes and assorted debris on the floor. Her smile evaporates.

ZOE (V.O.) (CONT'D)

Jesus. Welcome to your friendly neighborhood diner...urban family farm.

PATRICK

Every week he's comin' in here, causing trouble. Parking his damn rig out there, stinkin' up the diner with fumes. Thinks he can write crap like that... 'C'mon on in, we need the money?'

ZOE (V.O.)

'Bout time you noticed.

ZOE (CONT'D)

He didn't write it.

EMMA

What?

Zoe removes her coat, revealing a large flannel shirt. She grabs an apron from another hook. Patrick turns, holding back his rage. Zoe turns sheepishly, walks toward the door putting on her apron.

EMMA (CONT'D)

Oh, you're not goin' anywhere.

ZOE

I'm sorry - you can't take a joke.

ZOE (V.O.) (CONT'D)

Did I just say that?

Patrick sucks in air and stares in at Emma, who is appalled.

PATRICK

She ain't mine -

Emma throws a disappointed look. Zoe attempts to flee.

EMMA

Apologize properly.

ZOE

But Mom!

Emma holds her ground.

ZOE (CONT'D)

Patrick, I'm sorry. Just trying to lighten things up around here.

Patrick nods his head in slight acceptance.

PATRICK

Just take it down, okay?

Emma follows Zoe, who nears the dining room door.

EMMA

About time you got here. I thought with Easter break you'd spend more time helpin' us. Hey, is that my shirt?

Zoe slips through the door and lets it swing back. Emma exhales, regroups and whirls around to face Patrick.

EMMA (CONT'D)

I got two words for you. Ree-lax!

EXT. CHURCH - NEW YORK CITY - DAY

A horn BLARES as cars pass in front of a Manhattan church. Sign reads: "OUR LADY OF PERPETUAL HOPE."

INT. FRANCIS' CHURCH - CONFESSIONAL BOOTH - DAY

Muted traffic sounds float outside as we follow refracted light downward illuminating FRANCIS O'REILLY, 40s, in a confessional shawl. A man in deep thought.

Francis perks a weary ear toward a WALLSTREET SUIT, mid-30s, kneeling in the stall. The Suit's eyes shift.

WALLSTREET SUIT

Please - father?

FRANCIS
The diner next door, large coffee.

WALLSTREET SUIT
No Hail Mary's? One Our Father?

FRANCIS
Two creams, one sugar.

INT. FRANCIS' CHURCH - CONTINUOUS

Outside the confessional, the Wallstreet Suit walks away as if being watched. A time-lapsed, sped-up sequence of CONFESSORS all going in and out of Francis' confessional.

INT. CHURCH CONFESSIONAL - LATER

Francis twirls his wrist-watch like a hoola-hoop around his finger, then slowly slides the pane open. Kneeling opposite is an ELDERLY ITALIAN WOMAN, 80s, who speaks in broken English with a heavy accent.

ELDERLY ITALIAN WOMAN
Bless-a-me father, for I-a-have-a-sinned...

Exhausted, Francis holds his forehead. His mind is elsewhere.

ELDERLY WOMAN
I a-took the Lord's name in vain. I also a-watched a-dirty movie by mistake. That cable TV's a-so-sneaky.

FRANCIS
What do you think your penance should be?

ELDERLY ITALIAN WOMAN
Excuse-a-me father?

FRANCIS
Based on these...sins, what do you think your penance should be?

ELDERLY ITALIAN WOMAN
That's notta-my-job. That's a-you-job!

Francis' eyes pop open as he sips from a steaming cup.

INT. HIGH SCHOOL CLASSROOM DOOR - ROOM G03 - DAY

Shadowy FIGURES behind the door's translucent pane of glass. Sounds of HIGH SCHOOL STUDENTS rehearsing. A makeshift sign reads: "DRAMA - NOT FOR THE FAINT OF HEART." Another: "ARTISTS TAKE CHANCES."

A hand knocks. A MALE STUDENT, 15, waits. A shadowy figure approaches. The door opens to a casual Francis.

INT. MONSIGNOR'S OFFICE - MOMENTS LATER

A painting of Jesus, a photo of Pope Benedict XVI and a seminary school diploma hang on the wall. A formal Francis sits at attention.

The Monsignor, in his red pinstriped suit, taps a pen on his desk behind his name plate: "MONSIGNOR WILLIAM HAYS."

MONSIGNOR HAYS

It's been a rough liturgical season.
Another elementary school closed. I did
manage to keep the high school - barely.
And the cardinal's on his death bed...

FRANCIS

(distracted)

I see, you have a chance to...ascend.

Monsignor looks at Francis who snaps to attention.

MONSIGNOR HAYS

Look, Francis, about this drama thing -

Monsignor looks down at some papers.

FRANCIS

But we've cut so much. And the kids,
they just memorized their lines.

Monsignor opens his desk drawer and removes papers.

MONSIGNOR HAYS

Well, maybe you can help me clear up
another financial matter.

Francis looks frozen. He rubs his nose.

FRANCIS

I know Patrick's a little behind.

Monsignor puts up his hand as if motioning "time out."

MONSIGNOR HAYS

We finally have a buyer for that diner.
The closing's next week.

Francis is shocked. Blood trickles from his nose.

FRANCIS

The what? Who?

MONSIGNOR HAYS

Some wealthy guy wants to haul it out to
his ranch, in Arizona. The point is,
Francis, our prayers have been answered.

FRANCIS

The Miss Albany?

MONSIGNOR HAYS

The diner needs to be vacated by Sunday.

FRANCIS

Easter Sunday?

Francis notices bright red blood on his hands dripping
from his nose. MARY ROSE, 50s, plump with red cheeks,
pokes her head in, holding up two envelopes.

Monsignor waves her in. Mary Rose hands over the papers.

MARY ROSE

Oh, and Mr. Goldenberg called. He wants
to confirm the diner will be vacated by
Monday's closing.

Francis pinches his nostrils.

MONSIGNOR HAYS

Yes, Mary Rose. It will.

Mary Rose turns and wiggles away. Monsignor hands
Francis some tissues. Monsignor slides one envelope
across his desk. With one hand holding his nose, Francis
fumbles through cash and a train ticket.

MONSIGNOR HAYS (CONT'D)

In exchange for your brother's
cooperation, we'll forgive all back
payments.

Francis looks up, puzzled. Monsignor slides the set of
legal documents over to him. At the top: "NOTICE OF
EVICTION." Francis hesitates as the Monsignor leans in
for emphasis.

Francis grabs another tissue and applies it to his nose. Monsignor rises, heads to the door. Francis is slow to rise, puzzled by his dilemma.

MONSIGNOR HAYS (CONT'D)

Of course I'll need you back here in time for Saturday's mass.

Francis hesitates as he now stands in the doorway.

MONSIGNOR HAYS (CONT'D)

Remember, trust in the Lord, Francis. It will all work out in the end.

Francis doubletakes and looks as if he's been beaten up.

INT. TRAIN - MOVING - DUSK

Francis stares blankly at the Hudson with ice floes and snow capped mountains in the b.g. A prayer book rests on his lap as he holds a New York deli style coffee cup.

A scene from the past appears in the window's reflection.

DISSOLVE TO:

INT. MAMA O'REILLY'S BEDROOM - DAY

A single candle flame sways gently. MAMA O'REILLY, 70s, lies on her deathbed with rosary beads wrapped around aged hands amid a mix of Irish and Italian decor.

Patrick, more trim with red eyes, and Francis surround the bed. Francis dabs his nose and looks at spots of blood on the tissue. Their mother's quivering lips quietly mouth prayers.

Emma, holding a tissue, sobs near Zoe. They stand together near the doorway. Zoe chews gum.

ZOE (V.O.)

I mean what are you suppose to say when you're very religious and believe in all that going to heaven stuff while watching someone die... 'Bon voyage'?

Zoe blows a bubble until it POPS, surprising herself. Appalled, Emma hands Zoe a tissue to spit out her gum.

Patrick avoids eye contact with Francis. Holding a pen in her shaky hand, Mama struggles to sign the documents.

Patrick leans over Mama as she signs. Emma now joins him and clutches his hand.

PATRICK

Mama, you don't have to do this -

Mama waves a weak hand for Patrick to stop.

PATRICK (CONT'D)

Mama, I can see the house, but the diner?

Mama ignores him.

PATRICK (CONT'D)

I'll find a bank. We'll refinance.

FRANCIS

Be realistic, values are way down.

PATRICK

You can say that again.

The retort digs at Francis.

FRANCIS

At least now you'll still run it. Who knows, maybe you can buy it back.

Patrick shakes off the suggestion as absurd.

MAMA

(whispers)

Trust...the church, Patrick.

Francis stares blankly.

PATRICK

Daddy would never do this. No matter -

Patrick steps away from the bed. Francis follows.

FRANCIS

(lower voice)

That was before his medical bills - and now with Mama...Look, you just have to keep up with the monthly payments.

PATRICK

It's outta the family.

Patrick looks away, then back at Francis, who dabs at blood from his nose with a tissue.

PATRICK (CONT'D)

You have no idea what that means to have
your dreams crushed. Do you, Francis?

Francis absorbs the dig. Mama's breathing becomes even
more labored, which distracts Francis.

EMMA

Francis -

Dazed and exhausted, Francis returns bedside.

Patrick approaches Emma, who squeezes his hand and buries
her face in his chest. He closes his eyes and shakes his
head as he hugs back watching Francis.

In the b.g. Francis holds his mother's hand and makes the
sign of the cross, performing her last rites.

Zoe stares back at Mama.

ZOE (V.O.)

Scary how people will do just about
anything to get into heaven. I mean, I
couldn't live with myself either.

INT. TRAIN - MOVING - BACK TO PRESENT

Staring out the window, Francis studies a bridge spanning
the river through the window, then looks down at his
prayer book.

FRANCIS (V.O.)

And the Lord said, I would prefer that
you were hot or cold, but if you are
lukewarm, I will spew you out of my
mouth.

He takes a sip from his coffee cup, grimaces, thinks of
spitting it out, then swallows. The train whistle BLOWS.

The CONDUCTOR passes.

CONDUCTOR

Poughkeepsie! Rhinecliff next.

INT. MISS ALBANY DINER - MOMENTS LATER

SOCRATES, a guide dog, perks an ear as if he heard the
train whistle. Above, Zoe pours coffee for CURLEY, 70s,
black and blind, as he sits in a booth.

CURLEY

Thanks, Chloe.

ZOE

You mean Zoe, Curl.

Curley laughs as Zoe smiles.

CURLEY

Just trying to break the tension around here, ya know, have some fun?

ZOE

Yeah, we had more fun even when Mama was running things - her way, didn't we?

CURLEY

What makes you so sure she ain't still running things now?

They both chuckle. Zoe walks to return the coffee pot and sees a photo of Mama O'Reilly pinned on the wall. Mama is smiling like a happy grandmother over a pot of steaming soup. Zoe quickly loses her smile.

A newspaper on the counter reads: "LATE EDITION" with a "DINER COPY" stamp. The decades-old decor stands out. A prominent sign reads: "NO MICROWAVE HERE." A handwritten sign says: "DAY 15 WITHOUT A STATE BUDGET." A whiteboard says: "MONDAY DINNER SPECIALS" with "MAD EGGS \$8.95, BEEF STEW \$9.95 AND MEAT LOAF \$7.95." It also shows Easter drawings of eggs and a bunny.

A sign in the b.g. lists mileage to major cities: "NEW YORK 160, BOSTON 200, MONTREAL 310."

Emma turns on the radio to trendy dance music.

ZOE (V.O.)

You could say my mom took a non-traditional path, at least that's what some of the nuns in my school might say.

TONY, 30s, a slimy salesman, sits at the counter and watches Emma bend over to pick up her textbook.

ZOE (V.O.) (CONT'D)

She still gets her share of...attention. And not just truckers.

TONY

Psst. Could I get those buns to go?

Emma walks away, shooting back an icy stare, then opens her textbook. Tony now checks Zoe out, which Emma notices. She goes over to Tony, picks up his receipt and cash. She carries both to the register.

TONY (CONT'D)

Wait, I didn't get to order my dessert.

Patrick peers from the pass-thru. He looks angry. Emma cashes out Tony quickly. She sees Patrick and shoots him a look. Patrick watches Tony exit.

Emma goes back and picks up a hi-lighter at the counter. Her book reads: "PSYCHOLOGY OF ARRESTED DEVELOPMENT."

ZOE (V.O.)

At forty, she's not the only one trying to make up for lost time.

Patrick enters. He goes behind the counter and removes a figure eight of old dried palms tucked above a sign: "OWNED AND OPERATED BY THE O'REILLY FAMILY SINCE 1959."

ZOE (V.O.) (CONT'D)

Patrick, the dad I never had. Neither will say why they just don't get married already. We've all lived together since I can remember. My guess is Mama probably had something to do with it.

Patrick catches Emma's glance of "Why are you doing that?" He shrugs and she shakes her head before returning to her book. Patrick changes the radio dial to classical Cuban music.

INT. KITCHEN - MOMENTS LATER

Veggies saute in a pan, as Patrick hums to the tune. Like a maestro, he pours broth into a steaming pot. An egg gently cracks over a bowl of seasonings. Bread crumbs are sprinkled into ground beef.

RADIO ANNOUNCER (V.O.)

And coming up next, the Spiritual hour.

Patrick snaps out of his concentration.

INT. DINER - MOMENTS LATER

Patrick heads directly to the radio and yanks out the cord. He whirls around and heads back to the kitchen.

Below a "NO SMOKING" sign, Emma shamefully cups her cigarette as she stares into her textbook. She casually exhales smoke away from customers.

The entrance bell jingles. Emma glances over and sees two ALBANY COPS standing in the doorway. She sheepishly stubs out the butt behind the counter. The cops give a stern glance, then smile. Emma rushes over with menus.

At the counter, CROSSWORD JOE, 70s, pulls out a section of the newspaper and hands it to DUTCH, a burly dock worker, 50s, seated nearby.

Patrick rings the bell at the pass-thru counter. Emma is again engrossed in her book.

PATRICK

Emma.

Emma ignores his call.

PATRICK (CONT'D)

Emma Baloney Delatorro!

Zoe turns her head as she pours coffee.

ZOE (V.O.)

Uh-oh.

Emma snaps out of her focus and storms to the window.

EMMA

It's Bellona.

PATRICK

Put that out - soup's ready for clams.

Patrick squints at Emma as he pushes plates of food into the pass-thru. Emma walks away with the food.

INT. MOVING TRAIN - LATER

Francis dozes with his head against the window. The train eases to a stop.

The CONDUCTOR passes.

CONDUCTOR

Hudson! This is Hudson. Albany, next.

Francis' eyes pop open.