CAROLE'S OFFICE AT 1650 BROADWAY.

Carole plays the piano. Donny walks by.

DONNY

Hey, I need a girl song. It's for the Shirelles and I want it by tomorrow. I'm telling everybody. First one I like is it.

CAROLE -

Ok, we'll get you something.

DONNY

You ok? How's the baby?

CAROLE

She's good. She's almost 5.

DONNY

Man, five years old already, the time really -

CAROLE

Five months.

DONNY

Jesus, people count the months? Anyway, is the kid a problem? You're not giving me enough stuff.

CAROLE

It's hard. We don't earn enough from our music yet so Gerry works as a chemist all day and by the time he gets home, he's dead. I've had a new song finished for a week but he's too tired to do the lyrics. Plus, we still live with my Mom which doesn't make things easier.

Cynthia Weil appears, knocks on the open door.

CYNTHIA

I'm sorry, I'm lost. It's like a rabbit warren in here. Can you help me find Donny Kirshner's office?

DONNY

I'm Donny.

Hi, I'm Cynthia Weil. My Aunt Toni knows your friend Eddie so Toni called Eddie and Eddie called you and you said you'd see me.

DONNY

Remind me. What are you? Singer, composer, secretary –

CYNTHIA

Lyricist.

DONNY

You got something I can listen to?

CYNTHIA

Yes.

DONNY

Where is it?

CYNTHIA

In my throat. It's my voice. I'll sing you one of my songs.

DONNY

I don't do live auditions anymore. Leave me a demo.

CYNTHIA

Yeah, my aunt who knows Eddie who knows you said that's what you wanted but I didn't think that was best.

DONNY

Well, I do. That's why I said it.

CYNTHIA

My songs are better live.

DONNY

That's not a great quality for the record business. Leave something.

CYNTHIA

If I leave you something, you might not listen to it.

DONNY

Jesus, you're argumentative.

CYNTHIA

You're the one who's arguing. I'm just saying what I want.

(to Carole)

Do you know HAPPY DAYS ARE HERE AGAIN?

CAROLE

Sure, I-

CYNTHIA

Hit it!

Carole plays a buoyant version of HAPPY DAYS ARE HERE AGAIN as Cynthia sings:

#7-Happy Days / Cynthia

I'D LIKE TO SAY A THING OR TWO
ABOUT THIS SONG I SING FOR YOU
THESE ARE NOT THE WORDS YOU THOUGHT YOU KNEW
(TO) HAPPY DAYS ARE HERE AGAIN
THERE'S A REASON FOR THE SWITCH
I'M MAKING A CREATIVE PITCH
WITH THE WORDS I WROTE WITHOUT A HITCH
(TO) HAPPY DAYS ARE HERE AGAIN
I CAME TO SHOW YOU MY STYLE
MY NAME IS CYNTHIA WEIL

(speaks in rhythm)

W-E-I-L-

(sings)

MY LYRICS WILL BE SLICK AND SMART
REMINDING YOU OF LORENZ HART
AND WE'LL BOTH SING WHEN WE TOP THE CHART
HAPPY DAYS ARE HERE AGAIN

(to Carole, speaking:)

Take me home!

(CYNTHIA)

YOU WANT A SONNET, I'LL GET RIGHT ON IT
I LIKE A GOOD RHYME MORE THAN A GOOD TIME
MY PEN'S ON FIRE AND I'M FOR HIRE
DONNY, LET ME WRITE FOR YOU!

She makes a big finish. Carole claps for her.

CAROLE

Great! Your lyrics are so smart!

DONNY

Yeah, we don't do that. We do pop and rock. You sound like Broadway.

CYNTHIA

Yes! I want to write sophisticated show tunes and satirical cabaret songs like Cole Porter.

DONNY

Boy, are you in the wrong room! You know my idea of a great song?

A spot hits The Diamonds who sing a snatch of LITTLE DARLIN':

#7A-My Little Darlin' Carole

LEAD DIAMOND

OH, LITTLE DARLIN'! OH, LITTLE DARLIN'! OH OH OH, WHERE ARE-HA-YOU?

Lights out on the Diamonds.

DONNY

I tell all my writers to study LITTLE DARLIN'. How do you think Neil Sedaka came up with:

Lights up on Neil:

NEIL SEDAKA

OH, CAROL! I AM BUT A FOOL!

Lights out on Neil.

CYNTHIA

Well, I'll keep that in mind. It's so much easier to hit a low target.

DONNY

Hey, Miss Fancy Pants, the songs may seem simple but simple is hard. Ask Carole. She's a composer.

CYNTHIA

You're a composer? You're a girl.

DONNY

You ever hear SOME KIND OF WONDERFUL? She wrote it.

CYNTHIA

You did? I liked that. I don't like anything.

DONNY

Hey, why don't you two write me a song for the Shirelles?

(TO CAROLE)

She could do the lyrics for the song Gerry hasn't written. What does he care if it helps him quit that stupid day job? Play it.

Carole shakes Cynthia's hand.

CAROLE

Hi. I'm Carole.

CYNTHIA

I mean it, I really liked your song.

CAROLE

Thanks. I love your outfit. You're so chic!

CYNTHIA

Well, you too. I really love your -

(glances at Carole's outfit; gives up:)

That was a great song!

DONNY

Am in the Ladies' Room all of a sudden? Play!

CAROLE

Ok- here we go-

Carole plays TAKE GOOD CARE OF MY BABY, singing:

#7B-Almost "Take Good Care"

HERE'S THE SONG HE JUST MENTIONED AS YOU SEE IT NEEDS SOME LY-Y-Y- RICS!

He leaves.

DONNY

Ok, we get it. It's that but longer. Go.

CAROLE

Well, do you want to write with me?

CYNTHIA

Sure, let's try.

Gerry comes in.

GERRY

Hey - I did the lyrics but I gotta get back before lunch ends - who are you?

CAROLE

This is Cynthia. This is Gerry Goffin, my husband.

CYNTHIA

You have a husband? You don't look old enough to have a bike.

GERRY

(BLUSHING)

Anyway, it's a guy song. Think Bobby Vee.

#8 – Take Good Care Of My Baby

Gerry sings:

MY TEARS ARE FALLING CAUSE YOU'VE
TAKEN HER AWAY
AND THOUGH IT REALLY HURTS ME SO
THERE'S SOMETHING THAT I'VE GOTTA SAY
TAKE GOOD CARE OF MY BABY

(GERRY)

PLEASE DON'T EVER MAKE HER BLUE JUST TELL HER THAT YOU LOVE HER MAKE SURE YOU'RE THINKING OF HER IN EVERYTHING YOU SAY AND DO—

CAROLE

These are nice, Ger-

She joins him.

CAROLE & GERRY

TAKE GOOD CARE OF MY BABY
NOW DON'T YOU EVER MAKE HER CRY
JUST LET YOUR LOVE SURROUND HER
PAINT A RAINBOW ALL AROUND HER
DON'T LET HER SEE A CLOUDY SKY

GERRY

ONCE UPON A TIME THAT LITTLE GIRL WAS MINE
IF I HAD BEEN TRUE
I KNOW SHE'D NEVER BE WITH YOU SO—
Handsome BARRY MANN stops by and listens:

CAROLE & GERRY

TAKE GOOD CARE OF MY BABY
BE JUST AS KIND AS YOU CAN BE
AND IF YOU SHOULD DISCOVER
THAT YOU DON'T REALLY LOVE HER
JUST SEND MY BABY BACK HOME TO ME!

They finish. Barry claps.

BARRY

That was great, guys!

CYNTHIA

Whoever he is is right.

GERRY

Get it to Donny, ok? I gotta get back. Hi, Bar.

(GERRY)

(to Cynthia)

I gotta say: I dig that outfit.

Out he goes. Cynthia watches him leave.

CYNTHIA

He's cute.

CAROLE

I know! Can you believe he's mine?

CYNTHIA

Yes. And if you've got Gerry, I don't think you need me.

CAROLE

I guess he gets first dibs.

BARRY

Who's your pretty friend, Carole?

CAROLE

Oh, this is Cynthia – sorry – ?

CYNTHIA

Weil.

CAROLE

This is Barry Mann. Barry has the office next door. You coming or going?

BARRY

Going. I have an appointment with my GP. My throat's a little sore, could be post nasal drip, possibly sinuses. Then I see my heart guy at 2- the rhythm just seems wrong to me— and then my shrink at 4. He thinks I'm a hypochondriac.

CYNTHIA

See him first.

Barry laughs – he likes her humor. Donny walks by.

BARRY'S OFFICE.

Barry faces the piano. He then plays and sings WHO PUT THE BOMP?

#9-Who Put the Bomp

BARRY

WHO PUT THE BOMP
IN THE BOMP BA BOMP BA BOMP?
WHO PUT THE RAM
IN THE RAM A-LAM-A DING DONG?
WHO PUT THE BOP
IN THE BOP SH-BOP SH-BOP?
WHO PUT THE DIT
IN THE DIT, DIT, DIT, DIT-DA?

He stops. Cynthia can't speak for a moment. Finally:

CYNTHIA

Well, it certainly is inquisitive.

#9A - Bye Bye Barry

BARRY

(laughing)

Well, it made it to number 7 but, ok, let's try to do better.

(picks up phone and dials)

I'll reschedule my doctors' appointments but first I have to cancel some other plans I had lined up for to -

(into phone; very sexy)

Hey, babe. Sorry but I can't have drinks tonight. Gotta work. Yeah. Yeah. Yeaaah. Ok, bye.

Hangs up, dials another number.

We might be here all night, I'm just warning you. Carole and Gerry are insanely competitive and they will have something ready first thing, believe me, and then all our work will be for—

(BARRY)

(into phone; sexy voice)

Hey, sweetie, I can't do dinner. Gotta work. I know, my boss is so mean to me. I'll call you tomorrow and you can help me feel better. Ok, bye. Oh, wait. Can you put Mindy on?... Hey, babe, bad news about dessert.

CYNTHIA

I feel I'm getting pregnant just sitting here.

VERMONT SKI CHALET.

Carole, Gerry, Barry and Cynthia enter a rented chalet.

CYNTHIA

I hate vacations, I want to be very clear about that, but I have to admit skiing was fun.

BARRY

I don't know. Vermont is too quiet. I keep thinking I've had a stroke.

GERRY

You should be happy—you got your number one.

BARRY

We got our what?

GERRY

Your number one song.

CYNTHIA

Sorry - our what?

BARRY

Yeah, say it again.

GERRY

(laughing)

Shut up. You may have a Number One, but Janelle Woods is going to sing our new song ONE FINE DAY for a big music special on NBC.

CYNTHIA

I love Janelle Woods.

(to Barry)

Maybe she could do the rain lyrics I wrote if you'd ever write a melody.

CAROL

Guys, the whole point of this trip is not to talk about work. How about some cards?

GERRY

Yeah, let's play poker.

BARRY

Sure. What're the stakes?

GERRY

Well - how about strip poker?

BARRY

Great. Now I'll get frostbite.

Gerry shuffles the deck.

GERRY

It'll be fun. Guys, it's 1964, we're rock and roll writers, we're on vacation—let's not be so uptight.

Barry and Cynthia nod. They all face an uncomfortable Carole.

CAROLE

Ok - but you'll be sorry if I lose.

Gerry deals. Carole sits next to Cynthia.

BARRY

My dad couldn't believe we were taking a vacation. He doesn't think writing's a real job.

GERRY

My dad's a playwright.

CYNTHIA

Really? Where can we see his plays?

GERRY

In the top drawer of his desk.

CAROLE

I need two, Ger.

Gerry deals out their other cards:

One, please.

BARRY

Oooh, Cyn's got a good hand. I need eight. Ok, three.

GERRY

I'm not taking any.

CYNTHIA

Ok, so what do we do now?

GERRY

We each bet articles of clothing based on how good our hands are. *Everyone studies*.

CAROLE

I'll bet one boot.

CYNTHIA

I'll see your boot and raise you both boots.

BARRY

Two boots? Too rich for me.

GERRY

I'll see your boots and raise you a shirt.

Carole nervously folds.

CAROLE

I'm out! Thank God!

GERRY

Ok, Cyn, it's down to you and me. Are you in or out?

CAROLE

Anyone want a drink?

Carole gets up nervously and walks toward kitchen.

GERRY

Cyn? You in or out?

CYNTHIA

I'm in.

GERRY

Ok, show me what you got.

She lays down her cards.

CYNTHIA

So whose shirt is coming off?

Gerry slowly lowers his cards. Barry and Cynthia look. They gasp. Carole can't stand it, runs over and looks.

CAROLE

Oh, thank God!

And Gerry peels off his shirt.

GERRY

Ok, round two.

CAROLE

Let's stop. I know it's the 60's but I was born in the 40's which was more of a keep-your-clothes-on kind of decade. How about canasta?

GERRY

Jesus.

Cynthia can see that Carole is uncomfortable.

CYNTHIA

Yeah, you know, let's stop.

GERRY

No, come on! Don't quit! Damn it! That could've been fun!

And he angrily throws the cards down, glares at Carole.

Sometimes you are such an old lady!

CAROLE

Excuse me but it doesn't make me an old lady just cause I don't want to strip in front of our friends!

GERRY

I tell you. If this— if this is what— sometimes I— sometimes I can't breathe—

There is a long, tense pause. Then Barry speaks up.

BARRY

Hey, guys. We don't care about the game. This whole trip is about getting away from all the pressure and whatever of 1650 Broadway and spending some time with you. I don't know if you know this or not but you're our best friends.

CYNTHIA

And he's not just saying that because you're our only friends.

They all share a relieving laugh.

BARRY

Also, maybe you feel, I don't know, some stress because you're married and most of the rest of us aren't yet. Anyway, I've got an idea for something that could change the mood for the better. I was going to wait till Cyn and I were alone on the mountain, but—why not?

(to Cynthia - heartfelt:)

Will you marry me?

CAROLE

(touched)

Oh! How sweet!

CYNTHIA

What?

BARRY

I think we're a great fit.

CYNTHIA

Me, too, but we don't have to get married. We still fit.

BARRY

But think about it: we're perfect wherever we are: office, bedroom. We're good in all the rooms.

CYNTHIA

But if I got married, I'd just be your wife. Now I'm your partner.

BARRY

That's just semantics.

CYNTHIA

It's not! We'll get married, we'll have kids and I'll lose half of what I love in our relationship. Our work, our writing, hearing our song on the radio of a taxi.

BARRY

So you just want to work with me? I thought we had something special.

CYNTHIA

I'm not saying let's break up, just let's keep it this way — it's safe.

BARRY

Really? So how come I feel scared to death? What's going to happen to us if for some reason the writing stops working? Then that's it, you're through with me?

CYNTHIA

No, I-

He gets up and walks to the door.

What're you doing?

BARRY

I can't stay here. I can't believe you don't feel what I feel.

And he goes out, slamming the door. Long tense pause..

CYNTHIA

Well. You had a fight so we had to have a bigger fight.

(blinking back tears)

For once I wish we weren't so competitive.

CYNTHIA'S OFFICE.

Carole knocks on Cynthia's door.

CAROLE

Hi.

CYNTHIA

Hi! Where have you been? It's been ages.

CAROLE

I've been working from home. Ever since Little Eva's song took off, we don't have a sitter. Anyway, I need to talk to you. Do you know Janelle Woods?

CYNTHIA

Yeah, I saw her doing ONE FINE DAY. God, she's really something, isn't she? She's not only talented, she's gorgeous.

Carole can't help it. She starts to cry.

Oh, my God, what's wrong?

CAROLE

Gerry's having an affair with her.

CYNTHIA

What could he possibly see in her? She's ugly and has no talent!

Carole can't herself— she laughs.

How did you find out?

CAROLE

He told me he was going to do it. Look, I know how young we were when we got married. I thought maybe if I let him leave the marriage he'll see what we have and come back. Anyway, that was the idea but so far it isn't working and it's just killing me.

CYNTHIA

You should tell him how you feel, that you want him to stop.

CAROLE

But—but what if he says: then I chose her?

Do you really think he'd say that?

CAROLE

I don't know. He's just not himself these days. He comes in with lots of ideas but he's not finishing much. Sometimes he has too much energy, other times he's half dead.

CYNTHIA

Do you think it's - it's drugs?

CAROLE

Maybe. He's been smoking a lot of grass. I'm so square, you know me, anything else I wouldn't know. The whole thing makes me so mad, sometimes I just hate him.

CYNTHIA

So why don't you leave him?

CAROLE

Cause I love him.

CYNTHIA

I know. Love. The basis for so much hate.

CAROLE

I don't want to be like my mother, always in a rage about a man. I want to fix this but am I crazy? Gerry's always talking about how everything is changing and he's right, it is—but is marriage an old-fashioned idea?

CYNTHIA

No.

CAROLE

So why didn't you want to do it?

CYNTHIA

You have your mother, I have mine. She stayed married to my father, whom she did not love, because she had no idea how to make a living. I don't want to be that person.

CAROLE

I don't think you would be. Would Barry want you to stop working?

I don't know what Barry wants. Every time I call him, he hangs up. So you know what? I'm over him. I'm moving on. He wants to get married, he can marry his gastroenterologist. I guess I have to find a new partner. I'm scared, Carole. You know what Donny said to me the other day?

Spot hits Donny:

DONNY

What's going on with you guys? Carole and Gerry are writing much more than you. This could affect your contract.

Spot off on Donny.

CAROLE

He said that? You know what he said to me?

Spot on Donny.

DONNY

What's going on with you guys? Barry and Cynthia are writing much more than you. This could affect your contract.

Spot off Donny. Carole and Cynthia laugh.

CYNTHIA

That rat! I feel so much better!

Carole rises.

CAROLE

Ok, I'm going to go.

CYNTHIA

What are you going to do about Gerry?

CAROLE

I'm going to talk to him, tell him this isn't right.

CYNTHIA

You'll do great.

CAROLE

I hope so. Why am I so sure of myself at work but with Gerry, I'm always guessing?

I'm right there with you.

CAROLE

And don't give up on Barry. He'd be crazy to let you go.

CYNTHIA

I know. But Barry is crazy.

She opens the door. Barry is there. Carole is startled but Cynthia does not move.

CAROLE

Barry! It's good to see you. Bye, guys!

She leaves. Barry pauses, then:

BARRY

Obviously I'm not happy. But I noticed I'm as unhappy without you as I am with you, so I might as well be with you. If I'm going to be miserable, I at least want the sex that goes with it.

Cynthia can't help herself - she smiles.

While I was searching for ways to kill myself that didn't involve dying, I came up with a melody to the rain lyrics. Want to hear it?

CYNTHIA

If you want.

He sits at the piano and plays: WALKING IN THE RAIN.

#21 - Walking In the Rain

BARRY

I WANT HER, AND I NEED HER
AND SOMEDAY, SOME WAY,
WHOA, I'LL MEET HER
SHE'LL BE KIND OF SHY
AND REAL GOOD LOOKING, TOO
AND I'LL BE CERTAIN SHE'S MY GIRL
BY THE THINGS SHE'LL LIKE TO DO
LIKE WALKIN' IN THE RAIN
AND WISHIN' ON THE STARS UP ABOVE