

Rochester Institute of Technology

## RIT Digital Institutional Repository

---

Theses

---

5-15-2009

### Sleep Shift

Neal Dhand

Follow this and additional works at: <https://repository.rit.edu/theses>

---

#### Recommended Citation

Dhand, Neal, "Sleep Shift" (2009). Thesis. Rochester Institute of Technology. Accessed from

This Thesis is brought to you for free and open access by the RIT Libraries. For more information, please contact [repository@rit.edu](mailto:repository@rit.edu).

MFA Imaging Arts / Live Action Film  
Thesis

Sleep Shift  
by  
Neal Dhand

Thesis Committee: Malcolm Spaul  
Jack Beck  
Skip Battaglia

Thesis Approved: 10/28/2008

School of Film and Animation  
College of Imaging Arts & Sciences  
Rochester Institute of Technology

# Abstract

**Sleep Shift** by Neal Dhand, M.F.A. Thesis, Rochester Institute of Technology 2009

An overview of the process of the proposal, attempt at production, re-proposal, and ultimate result of the live-action feature film, *Sleep Shift*.

The goal of *Sleep Shift* on the technical level is to write a feature-length script, raise funds, and produce and finish the film. The aesthetic purpose of *Sleep Shift* is to evoke a visceral response from the audience as they watch a murder mystery unfold.

Included are the original proposal and re-proposal, sample budgets, sample business plans, a finder's agreement, a letter of intent from a production company, storyboards, trailer stills, and the script.

Neal Dhand

MFA Thesis: *Sleep Shift*

**Table of Contents**

Paper	2-17
-------	------

**APPENDIX**

<b>I</b> Original Proposal	19-30
<b>II</b> Re-Proposal	31
<b>III</b> Sample Business Plan 1	32-39
<b>IV</b> Sample Business Plan 2	40-49
<b>V</b> Sample Budget 1	50-55
<b>VI</b> Sample Budget 2	56-66
<b>VII</b> Sample Budget Topsheet	67
<b>VIII</b> Sample Finder Agreement	68-70
<b>IX</b> Sample Distribution Letter of Intent	71
<b>X</b> Styleframes	72-76
<b>XI</b> Trailer Set Photos	77-80
<b>XII</b> <i>Sleep Shift</i> script	81-198



Neal Dhand  
Thesis Paper  
5/03/2009

Beginning in 2007 I had the idea to propose my thesis project as a feature-length film to be produced under the umbrella of RIT. As this would be precedent-setting both in the undergraduate and graduate program the first challenges I faced were gathering the necessary materials to convince the committee that I could indeed accomplish such a task, and then facing the committee directly in my thesis proposal to answer their questions and concerns.

My process actually began outside of RIT. I had a script in mind that I was tentatively calling *Sleep Shift*. I did not have an exact storyline in mind, but I knew that I wanted it to take place partially in a sleep lab, incorporate visual and dialogue motifs of both the classic and the neo-noir genres, and be heavily referential. Some of my early filmic references included Michelangelo Antonioni's *Blow Up*, Alfred Hitchcock's *Rear Window* and *Vertigo*, and David Lynch's *Blue Velvet*.

The sleep lab was a location that I had never seen featured in a film before. My father works closely with a sleep lab at his hospital of employment in Philadelphia, and my sister spent some time as a sleep lab technician, thus I was able to visit fairly often to initially get the inspiration, and thereafter to continue to allow plot points to germinate and develop.

Perhaps the most striking feature of a sleep lab is the display of monitors in the main office. On each monitor is a sleeping patient. It is the technician's job to monitor them overnight, a faux security guard, and also to keep an eye on their EKG readouts. There is also intercom communication between the patient and the technician, which takes on the appeal of a sort of "voice from the sky" as the patient often looks around blindly for the camera through which the technician can see them.

Furthermore, I found that many sleep labs are very isolated from the rest of the hospital, likely to cut down on any external noise that might threaten to wake the subjects.

All of these surreal elements, combined with the general cover of night, convinced me straightaway that the sleep lab would not only be unique, but also a prime location for suspense.

I wanted to be thorough in my pre-thesis work, and my checklist included a full production budget, a support team, a shooting schedule, a proposal for equipment and facilities use, and a treatment (if not the script).

My budgetary knowledge was limited to a few small excel spreadsheets that had been used in class examples, and I followed one template to put together a budget reaching about \$100,000. At the time I planned to use local actors, so my money

allotted for talent was still rather small proportionally. I hoped to shoot 16mm film, and therefore a large part of the budget was set aside for film stock, processing, and negative cutting.

As the producer/director I took no fee. The remainder of the budget went towards additional equipment/crew (i.e. steadicam and operator), location expenses, catering and craft services, and miscellaneous expenses (festival fees, hard drives, etc).

Next came my support team. My friend and close collaborator Ali Vatansever, who was also pursuing a feature film of his own, agreed to act as a 1st Assistant Director. However, I soon realized that I might not be capable of producing the film on my own. I had met Scott Lancer, a local actor, through Ali on one of Ali's films. Scott acted as co-producer and unit production manager. Ali had high praise for Scott's belief in his projects. After a screening of my short film *Maze*, Scott approached me, mentioning that if I ever needed logistical help he would be happy to step in.

I called Scott sometime towards the end of winter in 2007. He and I met and I discussed my plan with him. Scott was interested in the script, in becoming a producer, and was impressed with my previous work. He and I formed a simple partnership under the name Discreet Charm Productions (DCP) in a nod to Luis Bunuel's classic, surreal, and resonant film *The Discreet Charm of the Bourgeoisie*.

Scott and I immediately set out to incorporate *Sleep Shift* as an LLC under DCP. Once filed with New York State and registered with the SEC we could then legally pursue and accept investments. Scott and I also discussed some early production ideas, including our choice for cinematographer, what places in the budget we could adjust, etc.

All the while working on the script, I now worked towards a shooting schedule. At the time we optimistically hoped to shoot sometime in late 2007 and be wrapped in mid-2008. Our shooting schedule allowed for two months of pre-production, a 25-day shoot, and two months of post-production.

I then approached both my committee head, Malcolm Spaul, and the facilities manager Kevin Lamark about potentially using RIT equipment and post-production facilities. Both were encouraging but understood that I would be competing with other students, and that it was unfair to allow me sole use of the equipment/facilities for any extended period of time. Therefore, my budget increased slightly to allow for the rental of outside equipment.

While I continued work on the script, Scott contacted a few people involved in the local film scene. Marcy Savastano I already knew as she and I had a close working relationship stemming from her lead role in my film *Maze*. Scott also brought on Eric Shoen and Rick Staropoli. The five of us began having semi-regular meetings. Eric, a fundraiser by trade, proposed various ways begin raising the budget, including setting up a website, and organizing fundraisers with family and friends.

Rick, a former attorney and current actor, assisted us with the legalese of the process, and also had input on the fundraising situation.

Marcy, a publicist and actress, concentrated on press releases.

Together, the five of us constantly brainstormed on ways to raise funds, ranging from grants, to contacting production companies, to public and private fundraisers, to private investor relations.

As my thesis proposal approached I had nearly completed a first draft of the film. *Sleep Shift* followed a young man, Aaron Lidell, who witnesses a murder as he housesits. Aaron suffers from cataplexy, temporary paralysis brought on by any abrupt external stimuli. In addition to the sleep lab, a voyeuristic nightclub, The Gallery, became a main location. The plot revolved around disguises and doubling as Aaron attempts to unravel the mystery with the help of the apartment receptionist, Tracy.

When I first pitched with Malcolm as my chair, the thesis proposal committee was a combination of skeptical, supportive, and strongly against the idea. Many concerns were brought to light regarding my ability to actually complete a project of this size, the conflict of interest between the academic and financial sphere, and equipment usage, to name a few.

I found many of the concerns to be quite appropriate, and even agreed with many myself. I did, however, find a few to be unreasonable. One committee member expressed reservations that I would be editing a feature film on RIT machines. I felt this to be irrelevant, as the machines are built for such editing, and are used nonstop anyway. Another committee member suggest I sit in on their class to gain further narrative competence. While I agreed that my script was far from complete, I felt it to be an uncalled for comment, particularly as that person had not yet even read the script.

Nonetheless, my first attempt at having my thesis passed was rejected. I appealed, and my appeal was set for the following month.

As I continued work on the script I also began putting a director's reel together to both have to show to any prospective investors and clients, but also to show publicly at fundraisers.

My next proposal was at least not rejected, but was put on hold due to the inability of the committee to reach a consensus. As RIT was well into the spring quarter, my third attempt was put on hold until the fall of 2007.

This of course changed my production schedule, which I adjusted accordingly. I then left to spend the summer in Philadelphia, during which time I continued work on my script.

Production plans were essentially put on hold from June through August until my script met with approval. Were it to be officially and finally rejected, Scott and I planned to re-budget and determine what it would take to shoot the film independent of RIT.

We decided to hold an early fundraiser over the summer at Eric Shoen's house. This fundraiser would serve as an introduction to the format, give us an opportunity to gauge audience response to my reel and to the pitch for *Sleep Shift* and hopefully get some early funds behind us.

We set up a caterer, sent invitations, and held the event in mid-July. Our attendees were few - only about eight - but interested. We developed our format which has served us ever since with only slight changes. Eric (or the host, for future events) did a brief introduction. I stood and introduced my reel. We showed it and took questions. Eric again stood and made a request for investment or donations. The structure was rather simple, and in this particular event, moderately successful.

We had set up our LLC to accept a minimum investment of \$1,000 - relatively low when pursuing \$100,000 total and a feature film. This could ultimately lead to problems with dealing with too many investors, but we decided that with our resources it was the best course.

Therefore, at the first fundraiser we found two investors and a number of donators.

Upon returning to school in September I scheduled my third attempt at a thesis proposal immediately. With a more complete treatment in hand, and having the support of a number of faculty members the proposal was passed, but with a few conditions.

Firstly, the script had to be approved by my committee members of Malcolm Spaul, Jack Beck and Skip Battaglia before production could begin. Secondly, I was allowed to use RIT equipment and facilities for only part of the production. I had to put a separate proposal together and present it to facilities management - Bill Landers and Kevin Lamark. Thirdly, I had to have some RIT presence on my production, whether in the form of crew, talent, or otherwise.

Now that I had approval, we pushed ahead almost immediately. I presented a first draft of the script to Malcolm, Jack, and Skip. I also sought feedback from DCP. Scott established a website - [www.discreetcharm.net](http://www.discreetcharm.net) - on which we put information about our production team, the film *Sleep Shift*, investment opportunity, my filmography, and other news.

We decided to hold our first fundraiser in Philadelphia, as I might be able to attract a crowd of family and friends. I found an ideal location in the Mitchell Performing Arts Center in Bryn Athen - one that was cost effective, could comfortably seat at least 200, had a large screen, and was at a convenient location.

Following a similar format as the fundraiser at Eric's house we began with introductions (my father), I showed my reel and took questions, and then went on to an investor pitch (my mother). We raised a healthy amount of capital in Philadelphia, more than 10% of our \$100,000 budget.

However, around this time Scott and I began to suspect that our initial figure was low. As we calculated out full costs and began to think of bringing in Screen Actors Guild (SAG) talent, our budget increased dramatically. We suddenly had two separate figures - one in the \$500,000 range, and another closer to \$700,000. As we progressed and spoke with more people, we settled on a number at \$710,000, more than seven times our initial estimate.

The increase in budget led to some immediate problems. First, we had formed our LLC and registered with the SEC stating our full investment as \$100,000 with one share being equal to \$1,000. By raising this number we had to face the prospect of "dilution," which is essentially flooding the investment pool beyond the anticipated number. This could prove disadvantageous were we to attract multiple investors, and all at different levels, at it would sway the percentage return.

Secondly, and more obviously, we had already been unsure of how to raise \$100,000. A number vastly beyond that loomed large in front of us.

DCP began looking into different contacts to expand our network and perhaps point us towards investment. We first sought out contact with a local director and producer who had made the successful teen-thriller *Cherry Crush* under similar budgetary conditions as we now proposed for *Sleep Shift*.

In two separate meetings we gained some confidence and insight. More than a few *caveats* were raised, among them dealing with distributors, and relinquishing creative control.

The producer of *Cherry Crush*, Gary Knaack, advised us about distribution deals. He was clear that distribution is a sticky area, and that many distributors, whether they show interest in your film for theatrical release or straight-to-DVD have their own agendas. Aside from reading the deal completely to ensure that *Sleep Shift* would not simply sit on a shelf unseen after being picked up, he also insisted that we attempt to get our back-end spelled out explicitly and that we have some form of monitoring in place to check on receipts, so as not to lose out on our post-release income.

The director of *Cherry Crush*, Nick DiBella advised us, me more specifically, about creative control. While Nick was extremely happy about completing the film and turning a profit, he had some aesthetic regrets. Perhaps chief among those was the use of music. Nick had been pushing for a score more referential to classic noirs. Ultimately the film had a rock score intended to attract a teenage audience.

With confidence in our abilities to produce the film building, Scott, the rest of DCP, and I still had few ideas on how to identify investors. In a "why not" moment, we decided to post on Craigslist, to see if any investors might be patrolling the internet.

Surprisingly, we received about six or seven email replies inquiring and expressing interest. After weeding out a few of the obviously false responses we finally found one particular potential investor, who went by the name of Amandeep. Amandeep said straight out that he did have access to the full investment, and wanted further information, including script.

Though I had registered *Sleep Shift* with the WGA East Office and the Copyright Office, I still had some reservations about sending it blindly to a person whom I knew only through a few email correspondences. Scott and I determined to send Amandeep the first fifteen pages in an attempt to whet his appetite. We mailed the beginning of the script out, and waited. After hearing nothing we tried to email him, but were unsuccessful. Of course I became immediately nervous that he was trying to steal my idea and that this short introduction had been enough for him to gauge the story. Amandeep never surfaced again, and to this point, we have had no problems with copyright infringement.

Scott and I quickly learned a first lesson regarding potential investors. We decided from then on to try to hold back as much as possible, at least until a face-to-face meeting could be arranged. Our investors must be "qualified" investors (as determined by the SEC), and they must also be an individual or group of people that we feel comfortable working with in a setting that combines the creative and the financial.

The script was also beginning to take a more appealing shape at this point. The conspiracy that surrounded Aaron became more apparent. We introduced further characters - a possible schizophrenic and psychopathic neighbor named Danny; a sexy lounge singer who also shows up in Aaron's sleep lab as a subject named Lola Barr; the sleazy owner of The Gallery and also the owner of the apartment where Aaron house-sits and witness the murder - Dutch Belden; Lola's missing friend who may or may not have been murdered - Carol Mackey; the manager of an apartment building and assistant in running a prostitution ring - Soberin; a good cop - Elster; and a bad cop - Neeve.

The entire plot surrounded a series of disguises. Lola and Carol fake Carol's death for Dutch, who wants Carol dead. Danny is supposed to verify the murder while Dutch is out of town for an alibi. Aaron accidentally witnesses the fake murder, but believes it to be real. Lola and Carol then proceed to kill Dutch to gain control of The Gallery, and attempt to frame Aaron to get him out of their way. All leads to a climactic scene in the sleep lab where Danny, frustrated with the death of Dutch - his lover and employer - attempts to kill Aaron but instead kills Tracy and is killed by Elster.

In trying to solve the crime in the aftermath, Aaron's investigation relies heavily on something he saw "flash" or "shine" on the day of the first murder (the fake murder). This turns out to be a key, the key to the "murder room," which is actually a prostitution room...everything was fleshed out, but very dense and confusing.

The script had potential, and from here I continued to workshop it with Malcolm, Skip and Jack, while also constantly working to attract investors.

With Eric's help, each member of DCP found the names of three financially successful people in Rochester to target as sources of investment. Once we compiled our list of fifteen people we proceeded to make cold calls, and send letters and emails. We based our selections off of everything from articles in the Rochester Business Journal, to widely known local names, to internet searches.

The majority of our calls were unsuccessful, likely due to the fact that a) we had no business plan, and b) with the exception of Eric, we were all largely unschooled on how to pitch a project and/or obtain a meeting.

We did manage to set up a few meetings with a few people, but they were largely disinterested, and likely took the meetings only as either a favor to whomever knew them, or because we bothered them enough to do so. We found that we desperately needed to put a business plan together.

Scott and I had very little idea of how to structure a business plan, nor did the rest of our team. We did some moderate research and found that, along with the pertinent financial information, an investor will likely want to see the Return on Investment (ROI), market research, and a production team profile.

We put together a business plan of about five pages, packing it with what we thought was all information necessary to appeal to an investor.

The first arena where we were able to test our new business plan was through an angel investment network. The angel investment network accepted all types of projects, from start-up companies to film projects, and required primarily a business plan.

We tailored the business plan towards their needs - listing all elements in place, talking about other avenues we've approached, put other material together, including a video introduction, and submitted to the network. Though we found no interested investors, this was again an opportunity for us sharpen our material, including both business plan and pitch.

Scott and I were also coming across a few contacts, both locally and in Philadelphia. One particular gentleman talked to us a bit about approaching production companies to pick up our film. Another contact had done some work on the ultra-low-budget end of horror filmmaking as a producer. He set up a conference call with his executive producer who proved to be disinterested. We did, however, come out of the meetings with new contacts for equipment and crew.

Marcy had been doing research on grants, and had compiled a list of various agencies and granting institutions to approach. She and Eric also acted as our grant-writers in addition to revising my material (biography, etc). Applying to grants was a frustrating process. We found that most grants had restrictions, which made us ineligible. Many were not for students, others had specific residency requirements, quite a few were for socially relevant and/or documentary work only, still others were specifically for minorities.

We managed to apply to a few grants, whether through myself, or, in the event of a non-student application, through Scott. Aside from receiving no money from granting institutions, we also learned that very few, if any, actually provided the capital that we sought to support a film production of a feature-length independent film.

I next began contacting various production companies both domestically and internationally. I soon found that there were four standard questions when seeking funding through an established production company: 1) who is the director, 2) do you have funding, 3) what talent is attached and 4) do you have distribution/a sales agent.

As I have only short film credits to my name, the answer to 1 was, unfortunately, "no one." I had to answer 2 and 3 in the same fashion - that we have no funding but are coming to that company *for* funding in order to get actors. The fact that we also did not have distribution immediately turned all companies off to us. Very few would even read the script.

Because we were still considered the local private investor to be our ideal model, we at DCP decided to produce a short teaser trailer<sup>1</sup> for *Sleep Shift*, which we could then show at fundraisers as a sample of the production value we are capable of. We examined two separate ways of approaching the trailer. Firstly, we could shoot a full scene. Secondly, we could shoot bits and pieces of the full screenplay, featuring key lines of dialogue. The first option would be a true teaser, with the second option functioning as a trailer.

We determined to shoot the trailer, mostly to showcase different locations, and, for the Rochester investor, to display the city in a broader scope. Scott and I pooled our resources to fund the trailer (which we referred to as a "teaser" nonetheless). We realized that the key points we needed to hit in a *narrative* sense were - Aaron witnesses a murder; Aaron has a romantic relationship with Tracy; Aaron is infatuated with Lola; Aaron works at a sleep lab - though not necessarily in that particular order. Through RIT we were able to secure some discounted 16mm film stock in an early batch of the new Kodak Vision3. I brought Christopher Keth, my cinematographer on my RIT short films, in from Los Angeles to shoot the film, and

---

<sup>1</sup> See Appendix for still frames from the trailer.



immediately contacted Eric Zabriskie, my longtime friend and composer, to put a score together. Initial elements in place and with DCP producing, we set out to cast.

Because Scott, Eric, Rick, Marcy, and I are all reasonably well connected in the Rochester arts scene we had no trouble getting relatively large auditions together. We also posted on Craigslist and Backpage, and the local talent agency Rochester Talent put out a free casting call. A local theater director, Jean Ryon was generous enough to lend her studio space for us to hold auditions.

We were looking to cast the following characters: Aaron, Tracy, Lola, Danny, Dutch, Elster, and Neeve. Dutch, Elster and Neeve proved to be relatively simple as we had people come in and read perfectly very early on. After finally filling the role of Aaron we had an internal debate on the parts of Tracy and Lola. Our final cast looked consisted of Jeff Zielinski as Aaron, Kylee Donohue as Tracy, Johanna Pizzo as Lola Barr, David Cohen as Danny, Stan Main as Dutch Belden, Michael O'Connor as Elster, and Jonathan Nthketha as Neeve.

Kylee and Johanna were both non-actors. Kylee proved to be the most controversial pick. I voted for her largely due to her look. In hindsight, I'm not sure it was the right call. I was quite happy with Jeff's portrayal of Aaron. He was the only audition that brought any depth to the character. Jonathan and Michael blew me away, and I have worked with both actors since.

As with any normal production, the next steps included crew, equipment, schedule, and locations. Our crew consisted largely of RIT students, with whom I had worked before. Dave Regan came on as the 1st AC; John Arthur Kelly was acting Gaffer; Josh Smith and Kevin Kniewski both did some sound mixing; Erik Kandefer, Marlee Coulter, Po-Sheng Chiang, Tzu-Hui Lin, Jarod Su, and Romeal Hogan rounded out the rest of the crew. Richard Jackson, a local friend of mine, came on as Assistant Director (AD).

We had very few shoot days - only four in total - so equipment from RIT was not difficult. We had pretty extensive lighting packages, always a dolly, and shot on the Arri SR3. We rented a crane for one day. Our shoot schedule was all within one week, mostly due to Chris Keth's and the actors' schedules. Lastly we had to find locations.

We wanted to shoot scenes in The Gallery, the sleep lab, the two apartments facing one another, Dutch's apartment, and various exteriors. The exteriors were the easiest. Rick had a great apartment building with a fire escape, where we shot Aaron running down the fire escape, and running down the street - shots showing the production value of the crane that we could then insert for some action bits. We found The Gallery in a local nightclub called Venu. The University of Rochester donated the sleep lab quite generously. For Dutch's apartment, Stan Main (who actually played Dutch) allowed us to use his beautifully decorated home. This left only the problem of finding two apartment buildings facing one another, close

enough so that we could see out and through to the opposite windows, and also with the right facade appearance.

After many failed attempts we came upon two apartment buildings on the corner of Park Ave. and Oxford St. Rick had friends that lived in one building on about the 6th floor. We immediately contacted the landlord for the apartment building opposite. He was quite nice and eager to help. He agreed to let us into the apartment on the day of the shoot to use an unoccupied room and a stairwell if necessary.

Many of the shoots were quite simple. We had fun using the crane for the exteriors. The sleep lab was easy - we had various patients in the beds, and I directed them using an intercom and walkie-talkies. Dutch's apartment shoot was also rather easy. This scene had some of my favorite cinematography in the teaser, as Keth and John Kelly raised an HMI up through the window, threw some nice gel on it to get a soft, purple-ish feel, and then carved the light up to bounce around the room.

The two difficult shoots were The Gallery and the two apartment buildings. The Gallery was one of the larger shoots I've worked on. We had a full crew of about 20, ran sound out of a sound board in the nightclub, had somewhere in the range of 40 extras, a jazz band for onstage, and of course the featured talent (Lola, Tracy, Aaron, Dutch, Danny, Neeve).

I had a favorite song that I thought would appropriately fit the mood of the teaser (Midaircondo's *I'm Sorry*), which we ran through the system and Johanna mouthed the words to. We laid about 25 feet of dolly track, and Keth lit up the room for a few key flares, with a bluish tint falling on the audience, and some warmer light hitting Johanna and the band. Since I generally end up ADing my own films, I rallied the extras and had everyone organized. We got a great look out of the location - the entire crowd mesmerized by a sexy performance from Lola/Johanna.

Our final location featured the murder scene. We set up shop in the apartment on the northwest corner of Park/Oxford and had two extras playing the murderer and victim across the street on the northeast corner. Since we were shooting at night Keth's challenge was to get a decent exposure for across the street. We were able to run power from the building on the northeast corner, but just as we were ready to roll camera with Aaron looking out the window at the murder, a fuse blew and we lost our key light. On a tight time schedule (imposed by the owners of both apartments) we raced to get the light back up, and did ultimately the shot off. In the end, the wide shot was too dark to use, so I stuck on a close-up point-of-view of the murder. We shot the rest of the coverage - singles on Aaron watching the murder, Aaron falling asleep, Aaron interacting with Danny - over the next few hours.

I set to editing the trailer as Kevin Kniewski worked on some sound design and Eric Zabriskie began composing a score. The edit had to be fast, and even tighter than many films I'd worked on. I was not accustomed to editing a trailer, so the time compression, flash edits, and other techniques were foreign to me. Melissa Tierney set about putting some graphic titles together.

We had organized another fundraiser at the School of the Arts in Rochester. This one was publicized around the release of the teaser-trailer, and was also a premiere of a number of new short films and music videos I had recently completed.

As we all rushed to finish the trailer on time Dave Regan stepped in for Keth to do a final color correct. We held our fundraiser and had an impressive turnout of about 250 people. My new short films - *Soft Typewriter*, *Communicate*, and *Damaged* - as well as a new music video for Eric Zabriskie's band Night Gallery were all well received. The trailer was also viewed favorably. When I stepped onstage to take questions afterwards I got a series of positive comments about all films, and a number of people mentioned that the trailer did indeed make them want to see the film. Our fundraiser was not necessarily a financial success, but we certainly created some buzz around DCP's work, and more importantly around *Sleep Shift*.

In looking at the trailer in hindsight, however, I am rather disappointed with it. I think that shooting a single scene would have been much more successful. In the format we chose I had no context with which to direct the actors. Some lines felt forced, the blocking was often unnecessary, and the set design suffered by being structured only for one certain frame and little beyond that. Given the opportunity to shoot a trailer again I would either not shoot one at all, or shoot a scene.

Jeff Zielinski, who played Aaron in the trailer, brought his friend Barry Sonders out to one of our exteriors so he could view the production. Barry's company Film Orange specializes in music videos and commercials, but Barry is also quite interested in the feature film world. After the trailer was complete Barry and I had coffee and discussed my project. He read the script, enjoyed it, and asked about the possibility of a co-production. Scott and I conferred and decided that with Barry's expertise in budgeting and his production history it would be a smart move to sign him on, which we did shortly thereafter.

Barry brought a few things to the table right away. First, he looked at our business plan and determined that it was weak. Second, he reworked our budget. Third, he offered a few new contacts for fundraising. To this point we had slowly been realizing the true importance of a business plan. Every investor we had approached had asked for a business plan. None had asked for a script. Barry also determined that our budget, currently set at \$710,000 was too low if we wanted to shoot 35mm film. A huge fan of resolution and production value, shooting 35mm was high on my list. Once again we re-adjusted the budget, this time topping out at \$1 million.

Around this time I traveled down to Florida where my uncle lives in Ormond Beach and had agreed to hold a small fundraiser. I showed the teaser-trailer, displayed storyboards<sup>2</sup> that my friend Joe Arcovitch had designed, and gave the talk and pitch myself. The audience was friendly and curious. We raised about \$7,000 - a nominal amount, but still capital towards production. I began to realize that some people we

---

<sup>2</sup> See Appendix for storyboards.

pitched the film to were not imagining it as a full-scale production. While they were often impressed by my directing ability evident in my reel and the trailer, I think I still struck them as a kid with a dream, and nothing more. This was frustrating, but also likely due to the fact that I had more aesthetic information than financial. This fueled the fire to tighten our business plan<sup>3</sup>.

A professor in the business school at RIT sent out an email, which Cat Ashworth forwarded to me. The email was a call for students in another department with a business idea who might be willing to work with MBA students. This inter-departmental program was designed to give the MBA students a taste of alternate businesses. I approached the professor in charge and asked about a group of students who might be interested in helping me with my business plan. We were assigned a group of four students who set out right away on tearing the plan apart and then rebuilding it - starting with more detailed market research, several alternate filmic examples that found success based off of a model similar to ours, and of course, an overload of financial information. With a beefed up business plan, we now set out to approach more investors.

Eric took the lead in setting up a number of new meetings, generally with him, the targeted investor, and me. We sat down in front of a number of wealthy Rochesterians and pitched the idea. Our financial information was much more solid and we attracted some serious interest. Our main problems were twofold - 1) film is a high-risk investment, and 2) the economy was beginning its downturn. As we watched the economy slide downwards, fewer and fewer people expressed interest or ability to fund the film. With nationwide financial industries at low-points we decided it best to take a step back and let things take their due course.

For some time I had been speaking with a businessman on Facebook, the social networking site. He was interested in my work, and in film in general, and put me in touch with another of his contacts, the head of the iKapital group in Southern India. iKapital is a start-up distribution group, primarily interested in a cross-continental brand of filmmaking. Having already dubbed, subtitled and distributed already-successful international films such as *Shaolin Soccer* and *Children of Heaven*, the company was now looking for an American counterpart. I spoke with the head of the company and we determined to meet in New Jersey during his next business trip.

Barry and I drove down one afternoon and had a fruitful meeting. Our business contact agreed to give us an LOI<sup>4</sup> to distribute *Sleep Shift* in Southern India and other India-centric markets, including but not limited to Thailand, Malaysia, Singapore, and parts of China and Japan. This immediately made the front page of our business plan and gave us a new angle to approach investors. Furthermore, now when

---

<sup>3</sup> Two separate sample business plans are included in the Appendix.

<sup>4</sup> Our LOI from iKapital is included in the Appendix.

approaching film-industry people, production companies, agents, etc, we could say that we did indeed have at least one of the necessary assets in place.

Armed with stronger material than ever before, I began to reach out to a few more people. The script was constantly evolving, and at this point I was working on a new ending, full of flashbacks, and a final twist at the end. Though I often dislike the flashback structure it seemed unavoidable in *Sleep Shift*. The first new contact I found was an entertainment lawyer in Los Angeles who had done some work, including raising funds for feature films falling in the \$1 million budget range. The entertainment lawyer was skeptical of my plans at first, but after a few conversations I managed to convince him that I was making a serious push and that I had no intention of letting up. He agreed to take a look at some of my material - script and business plan primarily - and let me know what he could do. While he ultimately provided no direct assistance, he has remained a contact, and a possible legal option for when we enter production.

The contact that initially introduced me to the iKapital group surfaced again in late 2008. Working out of Chennai, India, he expressed interest in helping me raise funds for my film. Along with his business partner in Manchester, England, (who will be referred to as "finders" from here on) the two men signed a deal with Scott and I, giving them a percentage of all monies they bring in for production on *Sleep Shift* and any following projects<sup>5</sup>. Now that we had international finders, our network grew larger. Of course the first thing that our international finders wanted to work on was the business plan. Together with them we added multiple appendices, changed some of the language, and changed some of the aesthetic layout. Our final (and current business plan) totaled over 50 pages, a far cry from the thin original.

These finders immediately set to making new contacts. One of the first people they approached was surprised that we were looking for a figure as low as \$1 million. My finders came back to me asking if I had any further scripts that we might package together and return to this initial contact to see if we would be interested in funding a larger-scale, multiple-film slate. Luckily I had been hard at work on two new feature-length scripts, while still continuing to do work on *Sleep Shift*. *The Lighthouse* is a philosophically driven science-fiction revenge film. *Sleeves* is a period thriller. Both scripts were quite unique, and in my opinion, and the opinion of others who had read them, perhaps better than *Sleep Shift*.

Scott, Barry, and I set to budgeting the three films to determine the proper figure to seek out. Our numbers for *The Lighthouse* remained comparable to those for *Sleep Shift*. *Sleeves*, however, was a completely different story. The screenplay is much more sprawling, involving multiple characters, period costumes, sets, and props, and a plethora of special effects. We determined that reasonable numbers for *Sleep Shift* and *The Lighthouse* remained at \$1 million each, but that *Sleeves* would

---

<sup>5</sup> Our sample finder agreement is included in the Appendix.

command at least \$30 million - quite a jump from the previous two, but also acting under the assumption that "A-list" talent would be pursued based on the strength of the first two films, the budget, and the script.

While not completely naive in thinking that this new \$32 million three-film slate was a reality, Scott, Barry, and I found no harm in putting material out for people to see, particularly as all was registered with the Writer's Guild and the Copyright Offices.

Now that our network was much larger, I began taking on a lot of the duties myself. I set up meetings with potential investors, and was completely comfortable taking the meetings myself. I kept our contacts fresh, and always continued writing, working on two new feature-length screenplays, while working on second drafts of *The Lighthouse* and *Sleeves*, and most importantly, a third or fourth (depending on how one were to look at it) draft of *Sleep Shift*.

The actor-finances scenario is a bit of a "chicken and the egg" conundrum. We need money to get actors and actors to get money. I began to try to work my way around this by looking for Letters of Intent (LOI) from actors. Thus began my adventure in calling and emailing agents to gauge interest in the project. Using a resource as simple as [imdbPRO.com](http://imdbPRO.com), I found listings for the majority of agents I intended to approach. Some listed direct email addresses, others direct phone numbers, and others solely the company, indirect phone number.

I contacted agents for a number of actors, including Henry Cavill, John Cusack, and Mads Mikkelsen. While there was some interest, I often faced a response similar to that I got from production companies - if the director is not a "name" then come back to us when you have funding. For one particular actor - Andrew Garfield - I was told that I could make a "pay or play offer." Previously unfamiliar with the term, I discovered that it meant making a specific cash offer, which would stand whether or not the actor decided to take the part - the actor gets the fee regardless. We were clearly not in a position to make such an offer, so I had to back away from this particular route.

At this time, in late 2008, I came into contact with a local businessman (who I will refer to as my "local finder" from here on) who expressed interest in my project and myself. In a fashion similar to that with my international finders, I struck a deal with this local finder where he would retain a percentage of any monies brought in for production on the film. We based our deal off of other deals we had made, and precedents we found through online research and ended up using a step-up scale with a definite cap.

This local finder went about immediately setting me up with a number of new contacts. These meetings, which I took alone, were generally fairly high pressure. I found myself armed with my business plan, a copy of our legal documents (private placement memorandum, or PPM), and my laptop in a one-on-one pitch session. In my first such presentation I pitched *Sleep Shift* in about two minutes, spent about

five minutes breaking down the financials, and then another five on why my vehicle was unique and built for success. When done with my pitch I asked for a specific dollar amount and waited. I felt as though I had nailed the pitch - it even sounded good to me. After a moment of silence the investor turned it down - a scenario I was quite used to at this time. Nonetheless, this meeting hardened my resolve and confirmed my belief that my pitch was getting stronger.

I continued to meet with a number of local investors through my local finder. Many expressed interest but with different reservations, chief among those that they did not want to be the first investor in. Therefore, I set out to find the ideal investor who would feel comfortable starting the investments, at which point I felt confident enough that I could have the rest follow fairly easily.

It was in early 2009 that I took a look at the script for *Sleep Shift* again. I had not even glanced at it in a number of months, and was surprisingly appalled at a lot of the writing. In fact, I disliked a number of key plot points, found that the action dragged a good deal, and found many characters to be superfluous. I set about tearing it apart and completely restructuring. The first change was to Aaron. He was no longer a young man jumping from job to job, but is now a man in his 50s, beaten down by life, occasionally sleeping in empty hospital beds when he has the chance. Perhaps an even bigger twist is that Tracy is Aaron's daughter, though she does not know it. Aaron, in attempt to pull his life back together is gathering his courage to speak to her when he, and she inadvertently as well, is dragged into a mystery. Danny's role is significantly downplayed, and weak plot points such as the flashing badge were discarded. Malcolm, Jack, and Skip were all quite encouraging of this new draft and pointed me in helpful directions. On their recommendation I added an earlier scene better establishing the relationship between Tracy and Aaron using the dog Satan as comic relief. I also eliminated another weak blackmail plot point.

One thing that *Sleep Shift* had always had the potential for but never reached it was a certain level of surreality. With this new version I pushed towards it. I had Aaron in constant conversation not only with people at the sleep lab, but also with apartment-dwellers in the building across the street from them. I incorporated fantasy sequences where they would talk out the windows to one another, giving Aaron advice on how to proceed with his investigation. I also added a large dream sequence where Aaron has a self-induced cataplexy attack and dreams of people dancing and singing on monitors and in hospital rooms. There is even a thin hint of incest that is never brought to fruition, mostly due in part to Aaron's resistance. The script became much darker in tone, but felt quite a bit tighter.

Due in part to my sudden and rapid work on *Sleep Shift*, *The Lighthouse*, one of the other scripts that I had recently completed, jumped to the forefront of my fundraising efforts.

In a recent meeting with an investor met through my local finder I pitched *The Lighthouse* in under a minute and sold him almost immediately. No investment is in

place, but I am working with this potential executive producer weekly in development and deal-making. This is the closest we have come of yet to finding funding for a feature film.

As I prepared to have a staged reading of the newest draft of *Sleep Shift* I had one final boost to my business plan. I was put in touch with a reputable casting director who expressed interest in the project. After a few conversations with him he agreed to allow me to use his name in the business plan, as he has cast rather well known actors in the past. This solidified a direct line to actors for my film, whether it be *Sleep Shift*, *The Lighthouse*, *Sleeves*, or something entirely different.

My reading for *Sleep Shift* took place on April 27, 2009. I gathered 14 actors to read 49 parts, including the narrator. One actress canceled at the last minute, but I was lucky enough to have seasoned actors who were able to step in and cover for any absence. The reading went rather smoothly. My lead actor - David Spiro - played quite a convincing Aaron, and I was equally happy with the actors who played Soberin, Neeve and Elster. I had intentionally avoided directing the actors too much beforehand for a number of reasons. Firstly, I wanted to hear what the lines sounded like as read by the uninflected actor, using only the text itself and context. Secondly, I have no desire to direct this film twice and I wanted to essentially "save myself" for the real thing.

I must admit that I dislike script readings. I find them tiresome and difficult to follow, no matter the quality of the script. I use this as an excuse for part of the reading, as even I got tired during the final third. However, excuses aside, the reading exposed a few flaws in the drawn out ending and some unsuccessful lines of dialogue. Nevertheless, I got laughs when called for and silence when expected, which is all a writer in such a position can hope for.

Following the reading I took comments. One professor felt confused by the relationship between Aaron and Tracy. Before I responded I asked the audience, and the overwhelming majority understood it, so I was not frustrated. The professor, however, clearly did not like the script and went on to express a number of further complaints. I agreed with some and took exception to others, but found the feedback to be constructive regardless. Most everyone else had positive things to say, including the actors who played the parts so well.

The entire process of proposing a feature-length film and ultimately ending (in the academic sense only) with a script reading was quite eye opening. I firmly believe that I still made the right decision and think that I am now far away from where I was when I started. I am firmly entrenched in the independent film world, constantly keeping busy with writing and maintaining and making new contacts. Independent film finance is no longer a mystery, and I can handle myself rather easily in a pitch session. My business plan is tight and clear, I understand the legal



constraints and regulations surrounding a good bit of the business, and I have become quite more adept at pre-production, including budgeting<sup>6</sup> and scheduling.

Had I not set out to make a feature film right from the beginning I think I would have missed out on a huge learning experience, and would also be quite a bit further from my goal then I am now. It would have been helpful if I had had some pertinent information beforehand, but I now hope that I am able to pass on a good bit of my knowledge to RIT students and other young filmmakers in the same position that I was in two years ago.

---

<sup>6</sup> Sample budgets from *Sleep Shift* are included in the Appendix.

# School of Film and Animation Graduate Thesis Proposal Contract

Proposal Title SLEEP SHIFT

Student NEAL DHAND

Committee Chair MALCOLM SPAULL

Committee Member HOWARD LEBSTER

Committee Member SKIP BATTAGLIA

Treatment ☒

Budget ☒

Timeline ☒

Supporting Materials ☒

Credits ☐

Marketing ☐

Reel ☐

Discussion Notes: DESPITE NEAL'S COMPETENCY AS A FILMMAKER EVERYONE IS CONCERNED ABOUT HIS SCRIPTWRITING CAPABILITY - ESPECIALLY FOR A FEATURE LENGTH FILM.

NEAL HAS DONE EVERYTHING WE HAVE ASKED. IT'S A BIG GAMBLE BUT AT THE VERY LEAST HE WILL LEARN A GREAT DEAL.

AT THIS POINT IT DOESN'T SEEM LIKE IT IS INVOLVING MUCH OF OUR PEOPLE. HOPE THERE WILL BE OPPORTUNITY FOR SIFA STUDENTS TO CONTRIBUTE.

Approved ☒

23 for

Date for Resubmission \_\_\_\_\_

Not Approved ☐

1 AGAINST

Project to be Completed By \_\_\_\_\_

Conditions of Approval:

1 OBSERVED

- ① PRODUCTION MAY NOT BEGIN UNTIL ALL THREE FACULTY ON THE BOARD UNANIMOUSLY AGREE THE SCRIPT IS READY
- ② THE VOTE DID NOT APPROVE THE TIMELINE SUBMITTED - IT MUST HAVE A LATER TIME LINE
- ③ A FORMAL CONTRACT BE DRAWN UP WITH KEVIN LAMMARE SPECIFYING OUT WHAT EQUIPMENT FROM SIFA CAN BE USED & FOR HOW LONG

Neal Dhand  
Thesis Proposal  
*Sleep Shift*  
10/22/07

Sleep Shift Treatment  
Neal Dhand  
10/22/07

*Sleep Shift* is a taut psychological thriller reminiscent of *Rear Window* and *Memento*. AARON LIDELL, a troubled man works by night as a security guard in a sleep lab, and by day as a house-sitter. Aaron has difficulty sleeping, and even more difficulty connecting with people. He builds imaginary relationships with subjects viewed only through a monitor in the sleep lab and viewed through windows in the homes of strangers.

Aaron begins house-sitting for DUTCH BELDEN, the owner of a local nightclub, The Gallery, who will be out of town for an extended period. On his first day in the apartment he witnesses what he believes to be a murder. Upon reporting the murder to police, Aaron believes that the officer on call is the murderer. Aaron's next-door neighbor is DANNY NASH, whom Aaron later discovers works for Dutch at the nightclub.

Aaron is taken into the police station for questioning when the woman he claims to have seen murdered, CAROL MACKEY, remains missing.

Aaron enlists the aid of TRACY HINTER, a clerk in the building where the "murder" was witnessed. Aaron visits Dutch's nightclub, where Danny introduces him to CANDY BARR, who is also a subject in the sleep lab.

Candy disappears, and Aaron is given reason to believe he is responsible for her disappearance. In covering his tracks, Aaron gets more deeply involved with Danny and the apparent disappearance of Carol, Dutch's partner and girlfriend.

Aaron is ensnared in the police investigation into Candy's disappearance, but is not arrested, for lack of evidence. He learns that Danny is complicit with Dutch in planning the murder of Carol.

Danny kills Tracy and is himself shot by police officers when he attempts to kill Aaron.

As Aaron makes his way back to the nightclub flashbacks reveal that the original murder was an attempt by Candy and Carol to deceive Dutch and Danny, and that both are alive and in control of The Gallery.

Aaron arrives at the club and is confronted by Candy and Carol, where the revelation that he was deceived dawns on him. It becomes clear that Aaron was merely a pawn in Candy and Carol's plot, used because he is the perfect patsy – a loner, untrustworthy, and in the right (or for Aaron, the wrong) place at the right time.



Neal Dhand  
Impact and Thesis Statement  
10/22/2007

The following is a proposal for equipment, crew, and facilities for production of *Sleep Shift*, as well as a brief statement on the script.

Non-students will fill the majority of the primary positions on this film. The director of photography, assistant director, production designer, producer, editor, and composer will primarily be made up of crew from Philadelphia, RIT alumni, and fellow University of Chicago alumni.

I do plan to use some crew from the school, however that number is limited to mostly upper-classmen with whom I have already spoken about the project, and should be done their own thesis work at that point. The few underclassmen with whom I have worked before fall into the same category – they should be finished with any rigorous film work for the year at the time *Sleep Shift* goes into production.

I have spoken with Kevin Lamark about equipment use, and am in the process of making a proposal to both he and Bill Landers regarding potentially using the equipment for a set block of days at the end of the school year or beginning of the summer.

Otherwise, I would like to use the equipment for a period of time deemed as “normal graduate thesis usage.” I took 15 days to shoot my 2-quarter. Two of my peers took at least 16, and one other peer took 14. The range therefore for a 2-quarter film fell somewhere between 14 and 16 days and I would like to propose a similar amount for my thesis. Whether this will be one full block or over a longer period depends largely on general availability of equipment, Bill Landers and Kevin Lamark, and my own scheduling.

Furthermore, I do intend to shoot on super16mm, which, with the recent additions of the HVX cameras is not the most popular format in the school.

Regarding facilities my proposal is similar to that for the equipment. Based off of a model of post-production time for my and my peers’ 2-quarter films, I would like at least one full quarter to edit my film. I will edit off of my own external hard drives, therefore space should not be an issue. My color correction at RIT should be minimal as I plan to do an intense final pass at a post-house. Furthermore, while I will do some of my own foley work and sound mixing, much of that will be outsourced.

I do not feel as though the script is “shooting-ready,” but I do feel that I have made more-than-significant progress on it in only a short amount of time. I am entering the 10<sup>th</sup> draft, and have in the recent drafts concentrated primarily on character development and arc, in addition to any story issues.

I have budgeted additional scriptwriting and development time into my timeline, and will hopefully continue to benefit from the feedback from my peers and professors as I work towards the final draft.

<b>Working Title:</b>	Sleep Shift				<b>Start Date:</b>	Mar-07
<b>Budget:</b>	\$119,019				<b>End Date:</b>	Feb-09
<b>Advisor:</b>	Malcolm Spaul				<b>Run Time:</b>	102 minutes
					<b>Format:</b>	Super 16mm
<b>SUMMARY BUDGET</b>						
01-00 Script						145
02-00 Producers Unit						In Kind
03-00 Direction						In Kind
04-00 Cast						5,000
	<b>TOTAL ABOVE-THE-LINE</b>					<b>5,145</b>
05-00 Production Staff						In Kind
06-00 Extra Talent						In Kind
07-00 Production Design						In Kind
08-00 Set Operations						14,000
09-00 Set Dressing						3,000
10-00 Property						In Kind
11-00 Wardrobe						3,000
12-00 Makeup and Hairdressing						1,500
13-00 Electrical						3,000
14-00 Camera						12,200
15-00 Sound						250
16-00 Transportation						1,750
17-00 Location Expenses						400
18-00 Accommodation Expenses						1,000
	<b>TOTAL PRODUCTION</b>					<b>40,100</b>
19-00 Film Stock						10,000
20-00 Film Processing						8,600
21-00 HD Color Grading (Telecine)						20,050
22-00 Editorial						3,500
23-00 Music						In Kind
24-00 Post Production Sound						1,000
25-00 Titles						In Kind
26-00 Graphic Art Work						1,000
	<b>TOTAL POST-PRODUCTION</b>					<b>44,150</b>
27-00 Insurance						5,500
28-00 Travel Expenses						In Kind
29-00 General & Administrative						8,600
	<b>TOTAL OTHER</b>					<b>14,100</b>
Total Above-The-Line						<b>5,145</b>
Total Below-The-Line						<b>98,350</b>
Total Above and Below-The-Line						<b>103,495</b>
Contingency @ 15%						<b>15,524</b>



<b>GRAND TOTAL ABOVE-THE-LINE</b>							<b>119,019</b>
		<i>Amnt.</i>	<i>Units</i>	<i>x</i>	<i>Rate</i>	<i>Sub-Total</i>	<i>Total</i>
<b>01-00 Script</b>							
01-01	Writer's Salary					0	In Kind
01-02	Research					0	In Kind
01-03	Clearance					0	In Kind
01-04	Copyright Registration					45	45
01-05	Script Copying					100	100
01-06	Script Timing					0	In Kind
						<b>Total for 01-00</b>	<b>145</b>
<b>02-00 Producers Unit</b>							
02-01	Executive Producer					0	In Kind
02-02	Producer					0	In Kind
						<b>Total for 02-00</b>	<b>0</b>
<b>03-00 Direction</b>							
03-01	Director					0	In Kind
						<b>Total for 03-00</b>	<b>0</b>
<b>04-00 Cast</b>							
04-01	Lead Actors						
	Role of AARON					5,000	5,000
04-02	Supporting Actors						
						0	In Kind
04-03	Casting Director/Staff					0	In Kind
						<b>Total for 04-00</b>	<b>5,000</b>
<b>TOTAL ABOVE-THE-LINE</b>							<b>5,145</b>
<b>BELOW-THE-LINE</b>							
<b>05-00 Production Staff</b>							
05-01	Unit Production Manager					0	In Kind
05-02	First Assistant Director					0	In Kind
05-03	Production Coordinator					0	In Kind
05-04	Script Supervisor					0	In Kind
05-05	Production Accountant					0	In Kind
05-06	Production Assistants					0	In Kind
						<b>Total for 05-00</b>	<b>0</b>
<b>06-00 Extra Talent</b>							
06-01	Extras					0	In Kind
06-02	Extras Casting Fee					0	In Kind

				<b>Total for 06-00</b>		<b>0</b>
<b>07-00 Production Design</b>						
07-01 Production Designer				0	In Kind	
07-02 Assistants				0	In Kind	
07-03 Research/Materials				0	In Kind	
07-04 Film				0	In Kind	
				<b>Total for 07-00</b>		<b>0</b>
<b>08-00 Set Operations</b>						
08-01 First Grip				0	In Kind	
08-02 Second Grip				0	In Kind	
08-03 Craft Service				7,000	7,000	
08-04 Grip Rentals				7,000	7,000	
				<b>Total for 08-00</b>		<b>7,000</b>
<b>09-00 Set Dressing</b>						
09-01 Purchases				2,000	2,000	
09-02 Rentals				1,000	1,000	
09-03 Loss & Damage				0	In Kind	
				<b>Total for 09-00</b>		<b>3,000</b>
<b>10-00 Property</b>						
10-01 Property Master				0	In Kind	
10-02 Purchases				0	In Kind	
10-03 Rentals				0	In Kind	
				<b>Total for 10-00</b>		<b>0</b>
<b>11-00 Wardrobe</b>						
11-01 Costume Designer				0	In Kind	
11-02 Expendables				0	In Kind	
11-03 Purchases				2,000	2,000	
11-04 Rentals				1,000	1,000	
11-05 Cleaning & Dyeing				0	In Kind	
11-06 Loss & Damage				0	In Kind	
				<b>Total for 11-00</b>	In Kind	<b>3,000</b>
<b>12-00 Make-Up and Hairdressing</b>						
12-01 Key make-Up Artist				0	In Kind	
12-02 Additional Make-up Artists				0	In Kind	
12-03 Purchases				1,500	1,500	
				<b>Total for 12-00</b>		<b>1,500</b>
<b>13-00 Electrical</b>						
13-01 Gaffer				0	In Kind	
13-02 Best Boy				0	In Kind	
13-03 Electrician				0	In Kind	
13-04 Lighting Equipment Rentals				3,000	3,000	
				<b>Total for 13-00</b>		<b>3,000</b>



<b>14-00 Camera</b>							
14-01	Director of Photography				0	In Kind	
14-02	First Assistant Camera				0	In Kind	
14-03	Second Assistant Camera				0	In Kind	
14-04	Still Photographer				0	In Kind	
14-05	Expendables (Cores, Cans, etc)				200	200	
14-06	Camera Package				7,000	7,000	
14-07	Steadicam & Operator				3,000	3,000	
14-08	Crane & Dolly Operator				1,000	1,000	
14-09	Crane & Dolly Equipment				1,000	1,000	
					<b>Total for 14-00</b>		<b>5,200</b>
<b>15-00 Sound</b>							
15-01	Mixer				0	In Kind	
15-02	Boom Operator				0	In Kind	
15-03	Expendables				250	250	
15-04	Walkie Talkies				0	In Kind	
					<b>Total for 15-00</b>		<b>250</b>
<b>16-00 Transportation</b>							
16-01	Grip Truck				700	700	
16-02	Camera Van				0	In Kind	
16-03	Lighting Truck				0	In Kind	
16-04	Production Van				0	In Kind	
16-05	Gas				1,000	1,000	
					<b>Total for 16-00</b>		<b>1,750</b>
<b>17-00 Location Expenses</b>							
17-01	Permits				200	200	
17-02	Parking				200	200	
17-03	Catering Service (See 08-00)				0	In Kind	
17-04	Shipping & Overnight				0	In Kind	
17-05	Location Site Rental				0	In Kind	
					<b>Total for 17-00</b>		<b>400</b>
<b>18-00 Accomodation Expenses</b>							
18-01	Crew Accomodation				0	In Kind	
18-02	Actors Accomodation				1,000	1,000	
					<b>Total for 18-00</b>		<b>1,000</b>
<b>19-00 Raw Film Stock</b>							
19-01	400 ft. Rolls	100 @100			10,000	10,000	
					<b>Total for 19-00</b>		<b>10,000</b>
<b>20-00 Film Processing</b>							
20-01	Developing	40,000 ft. @ 0.14/ft.			5,600	5,600	
20-02	Special Processes				3,000	3,000	
					<b>Total for 20-00</b>		<b>8,600</b>

<b>21-00 Color Grading</b>									
21-01 DVCAM Telecine		40,000 ft. @ 0.22/ft			8,800		8,800		
21-02 HD Scan		15,000 ft. @ 0.75/ft			11,250		11,250		
					<b>Total for 21-00</b>				<b>20,050</b>
<b>22-00 Editorial</b>									
22-01 Editor					0		In Kind		
22-02 Stock/Dubs					500		500		
22-03 Screening Copies (HD DVD)					500		500		
22-04 Harddrives					2,500		2,500		
					<b>Total for 22-00</b>				<b>3,500</b>
<b>23-00 Music</b>									
23-01 Composer					0		In Kind		
23-02 Recording					0		In Kind		
					<b>Total for 23-00</b>				<b>0</b>
<b>24-00 Post Production Sound</b>									
24-01 Conforming					0		In Kind		
24-02 ADR & Foley					1,000		1,000		
24-03 Foley Artist					0		In Kind		
24-04 Mix					0		In Kind		
					<b>Total for 24-00</b>				<b>1,000</b>
<b>25-00 Titles</b>									
25-02 Designer & Workstation					0		In Kind		
					<b>Total for 25-00</b>				<b>0</b>
<b>26-00 Graphic Art Work</b>									
26-01 Storyboards					500		500		
26-02 Posters					500		500		
					<b>Total for 26-00</b>				<b>1,000</b>
<b>27-00 Insurance</b>									
27-01 Equipment Insurance					3,500		3,500		
27-02 Liability Insurance					2,000		2,000		
					<b>Total for 27-00</b>				<b>5,500</b>
<b>28-00 Travel Expenses</b>									
28-01 Rochester to Philadelphia (see 16-05)					0		In Kind		
					<b>Total for 28-00</b>				<b>0</b>
<b>29-00 General &amp; Administrative</b>									
29-01 LLC Fee					1,500		1,500		
29-02 Incorporation					850		850		
29-03 Contract Fees					4,000		4,000		
29-04 Copying					500		500		
29-05 Office Equipment & Supplies					250		250		









Thesis Re-Proposal

Neal Dhand

10/08/2008

**Original Proposal:**

To write and produce *Sleep Shift* as a feature length film. The film would move forward into production given script and timeline approval. Limited facilities use, pending approval from Bill Landers and Kevin Lamark specifically for equipment.

**Revised Proposal:**

A script reading of *Sleep Shift*, including a presentation of any pre-production materials.

**Steps and materials include:**

- Script, approved by the committee
- Full budget
- Styleframes
- Experience with, reasons for, and pros and cons of teaser trailer
- Experience with investors
- Experience with distributors
- Experience with agents
- Co-production possibilities

Signed Proposer:

Date:

Signed Committee Member:

Date:

# SLEEP SHIFT

## THE BUSINESS PLAN FOR THE FEATURE FILM

This document and the information contained herein is provided solely for the purpose of acquainting the reader with SLEEP SHIFT. This business plan does not constitute an offer to sell, or a solicitation of an offer to purchase, securities. It has been submitted on a confidential basis solely for the benefit of selected, highly qualified investors and is not for use by any other persons. By accepting delivery of this business plan, the recipient acknowledges and agrees that: (i) in the event the recipient does not wish to pursue this matter, the recipient will return this copy to the address listed below as soon as practical; (ii) the recipient will not copy, fax, reproduce, or distribute this confidential business plan, in whole or in part, without permission, and (iii) all of the information contained herein will be treated as confidential material.

### **CONTROLLED COPY**

Issued to: \_\_\_\_\_

Issue Date: \_\_\_\_\_

Copy No. \_\_\_\_\_

### **FOR INFORMATION CONTACT:**

Scott Lancer, Producer  
585.729.8127  
Scottl@discreetcharm.net

Neal Dhand, Writer, Director, Producer  
215.815.4395  
neald@discreetcharm.net

© Discreet Charms Productions 2007  
© Sleep Shift, LLC 2007

## EXECUTIVE SUMMARY

### STRATEGIC OPPORTUNITY

- In 2007, the U.S. box office grew 5.4% to reach \$9.63 billion, up from 9.14 billion in 2006,<sup>1</sup> resulting in the best box office year ever.
- The Thriller/Suspense Genre captured 5.89% of all box office revenue in 2007<sup>2</sup> getting a total of \$565 million in sales.
- There were a total of 53 Thriller/Suspense Features released, averaging in total \$10.6 million in box office sales.
- Since 1995, the most successful script format has been the Original Screenplay, controlling 42.57% of the market share.
- Since 1995, the Thriller/Suspense Genre has captured 6.47% of the box office share.
- In 2007, the top 100 selling DVD sales averaged over 1 million units sold.

### SLEEP SHIFT TEAM

- Scott Lancer, Executive Producer: Effective in logistical, technical, and manpower support, well connected in Rochester arts, government, industry, and film
- Neal Dhand, Director, Writer, Producer: Talented writer, director and editor, effective in logistical support and excellent communication skills
- Marcy Savastano, Associate Producer: A professional actor and theatre Director and Producer, well connected in Rochester media and arts
- Eric Shoen, Associate Producer: A professional fund-raiser, extremely well connected in Rochester
- Rick Staropoli, Associate Producer: A retired attorney, experienced in non-profit fund-raising, well connected in Rochester
- Barry Sonders, Producer: Executive Producer of Film Orange with extensive producing experience in nationally released Music Videos and Commercials and well connected throughout the film industry.

Discreet Charm Productions is a young independent film production company with high potential growth in terms of revenue and market share. In 2008, DCP plans to conduct all the necessary work to produce the feature length film, *Sleep Shift*.

---

<sup>1</sup> According to the MPAA (Motion Pictures Association of America)

<sup>2</sup> According to The Numbers ([www.the-numbers.com](http://www.the-numbers.com))



Discreet Charm Productions ([www.discreetcharm.net](http://www.discreetcharm.net)) by nature is a group of creative individuals whose primary tools are their imaginations and ingenuity. The production team members have worked on over sixty short films and six feature length films, with duties ranging from actor to writer, director, and producer. Members of the company's management team are owners of the company as well. Investors are legally partners in Sleep Shift, LLC and are treated as such from the time of investment, having a voice in the creative process.

The company is led by its two executive officers, Neal Dhand, an intelligent, passionate, and charismatic artist, and Scott Lancer, an experienced, intelligent, and well-connected Producer.

NEAL DHAND is a filmmaker originally from Philadelphia, PA. He has directed several short films that have been accepted into festivals worldwide including 2006's *A Short History*, *Maze* (2007), *Damaged* (2008), *Soft Typewriter* (2008), and his most recent piece, *Used*.

Neal has recently ventured into the documentary world and is in post-production on a short documentary based in El Salvador. The still untitled film deals with public health issues, the El Salvadoran civil war, and American involvement in Central America.

SCOTT LANCER is a graduate of SUNY Brockport with degrees in Geology and Chemistry, who began his film career in 2002 with a role in *Tangible Memories*, an ensemble short by Randall Meehl. After appearing in seventeen more shorts between 2002 and 2005 he stepped behind the camera, producing and directing his first two films, *One Side* and *Need*.

Scott has been active on both sides of the camera since then, writing, directing, producing and appearing in 36 independent short films since 2002. These include *Modern Art*, by Ali Vatansever, *The Footprint Man* and *A Query* by James Demetri, *Lucille's Intrigue* with Krister Rollins, *Creating Excellence* and *Make 'em Laugh* by Brian Borkowski and *Footprints Of The Heart* and *Immobility Cubed* by John Waterman.

BARRY SONDEERS has over four years experience as an executive producer and producer and currently operates the NYC & Rochester, NY production company, Film Orange. Over the last four years, Barry has produced numerous music videos and commercials airing on MTV, MTV-Europe, MTV2, MTVU, VH1 and FUSE TV.

As a Producer, Barry is not only able to guide a project to deliver the highest quality product, but also has the ability to see the "over-all"

picture and work closely with directors to make sure the project is surrounded by the most talented people to compliment the production. Barry and Film Orange have signed on to co-produce *Sleep Shift* with Discreet Charm Productions.

## THE FILM

*Sleep Shift* is a taut psychological thriller reminiscent of *Rear Window* and *Memento*. The script, copyrighted and registered with the Writers Guild of America, centers around Aaron, a troubled man who works by night as a security guard in a sleep lab, and by day as a house sitter. The involvement of murder combined with an atmosphere of paranoia and confusion characterize the film as a neo-noir murder mystery.

## THE INDUSTRY

The successes of *Napoleon Dynamite* in 2004, which has earned more than \$45 million in worldwide revenues to-date, *My Big Fat Greek Wedding* in 2002, which earned more than \$350 million to-date in worldwide revenues and *Memento* made for \$5 million with \$39.6 million in worldwide revenue to-date, have revolutionized how studios and distributors look at the production and marketing of independent films. Independent films can vary widely in budget, from as low as *Napoleon Dynamite's* \$400k budget to *My Big Fat Greek Wedding's* \$5 million budget, but their similarities are their freedom to be in control creatively and free from the homogeneity of studio production. By definition, an independent film is one that is financed by any source other than a U.S. studio. Independents have the ability to take more time and plan budgets more carefully than studios tend to do with their big budget films. Smaller companies are able to give more attention to their lower-budgeted works of passion. Unlike studios, independent production companies are able to avoid substantial overhead, thus driving down the costs of production.

## THE MARKET

*Sleep Shift, LLC* is an incorporated independent motion picture in development. The feature length film, working title *Sleep Shift*, is a neo-noir murder mystery and psychological thriller reminiscent of *Rear Window* and *Memento*. The script is copyrighted and registered with the WGA, and the movie is expected to start commercialization (through the festival circuit and independent screenings) roughly 6 months after the completion of production.

By combining two similar genres, the film will entertain movie watchers that look for suspense, empathy for a strong character and have a taste for deeper level issues that provoke thought and discussion. The primary audience for *Sleep Shift* is males, age 18-54, and the secondary audience, though not by any large margin, is women age 18-54.

## **DISTRIBUTION**

The producers of *Sleep Shift* will seek distribution by companies whose proven ability to handle low-budget Suspense/Thrillers and stay true to the conceptualized vision by *Sleep Shift*'s creators will benefit all parties involved. We will hold screenings in New York and/or Los Angeles for interested companies who have the ability to successfully distribute *Sleep Shift*.

The film relies mainly on the strength of the script, creative talents of the director and skillful project execution by the producers. A few movies that have been very successful by relying on this strategy are *Pi*, *Following*, and *Maria Full of Grace*, which also cover contemporary, psychologically important issues.

Marketing at film festivals will be done primarily in two ways. The first is to submit *Sleep Shift* for selection as an in-competition screening, or an out-of-competition screening at any of the festivals named here, and others. The exposure provided by selection and screening can be leveraged to negotiate distribution deals either at a festival or shortly after its conclusion.

The second avenue of festival marketing is entry in the markets that accompany many of the larger festivals throughout the world (the largest and probably most well-publicized being Cannes and Berlin). These markets run concurrently with the festivals, sometimes in an official partnership, and sometimes not. These markets are designed to sell distribution, merchandising, production and a host of other services and commodities attached to motion pictures in development and seeking release.

*Sleep Shift* will be marketed to film festivals upon its completion, and will be marketed at the same time directly to film distributors. The industry standard is that a film will be picked up for distribution by a different company for each region of the world in which it will be showcased, although a small number of independent films have been distributed on multiple continents, after receiving strong positive buzz on the festival circuit, by a single company – usually a distribution arm of a major studio.

This is the ideal situation, often accompanied by a brief and intense bidding war. Those distributors with a history of picking up films of the same scope and genre as *Sleep Shift* will be targeted first, but other distributors will be approached as well.

The following table contains a listing of key film festivals and distributors with a strong track record of pursuing films similar in style and scale to *Sleep Shift*, and that *Sleep Shift* will be marketed to:

FILM FESTIVALS:

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>• Sundance</li> <li>• Boston</li> <li>• New York</li> <li>• Philadelphia</li> <li>• Chicago</li> <li>• Tribeca</li> <li>• AFI</li> <li>• Vancouver</li> <li>• Los Angeles</li> <li>• Cannes</li> <li>• Dallas</li> <li>• Venice</li> <li>• Toronto</li> <li>• Berlin</li> <li>• Gen-Art</li> <li>• Telluride</li> <li>• SXSW</li> <li>• CMJ-NYC</li> <li>• Austin</li> <li>• Miami</li> <li>• Seattle</li> </ul> | <ul style="list-style-type: none"> <li>• Direct Cinema</li> <li>• Werner Herzog Film (Germany)</li> <li>• Miramax</li> <li>• American Zoetrope</li> <li>• Overture Films</li> <li>• Orion Pictures</li> <li>• Lion's Gate</li> <li>• United Artists Entertainment</li> <li>• Fine Line Features</li> <li>• Fox Search Light</li> <li>• IFC Films</li> <li>• Momentum Pictures (UK)</li> <li>• Magnolia Pictures</li> <li>• Castle Hill</li> <li>• New Yorker Films</li> <li>• Zeitgeist Films</li> <li>• Optimum Releasing (UK)</li> <li>• Artisan Entertainment</li> <li>• HBO</li> <li>• Kino International</li> <li>• SONY Pictures</li> <li>• Palm Pictures</li> </ul> |
|---|--|

DISTRIBUTORS:

- New Line Cinema
- The Weinstein Company

The production value of Discreet Charm Productions movies is real and significant, complying with high standards of commercially viable movie productions. Upon purchase of the film or distribution rights, the burden of mass marketing, packaging and delivering *Sleep Shift* will fall to the purchasing distributor(s).

Revenue will be gathered from licensing the rights of *Sleep Shift*. Although the business terms will vary depending on the agreement(s) reached with

potential distributors for *Sleep Shift*, there are many negotiation points that present revenue opportunities. Ideally an upfront fixed royalty will be paid by the distributor, followed by payment of an agreed percentage for the rent of other rights ranging from theatrical gross to DVD sales and rentals to non-traditional markets and ancillary markets (airplanes, cruise ships, novelization, posters, sequels, etc).

## **INVESTMENT OPPORTUNITY and FINANCIAL HIGHLIGHTS**

The producers are seeking an equity investment of approximately \$722,587.00 for the production of *Sleep Shift*.

Sleep Shift, LLC offers \$1000.00 shares with returns linked to the economic performance of the film. Profits from the project will be distributed between two investor classes; Class A shares are sold to monetary investors, and Class B shares represent Discreet Charm Productions holdings in Sleep Shift, LLC.

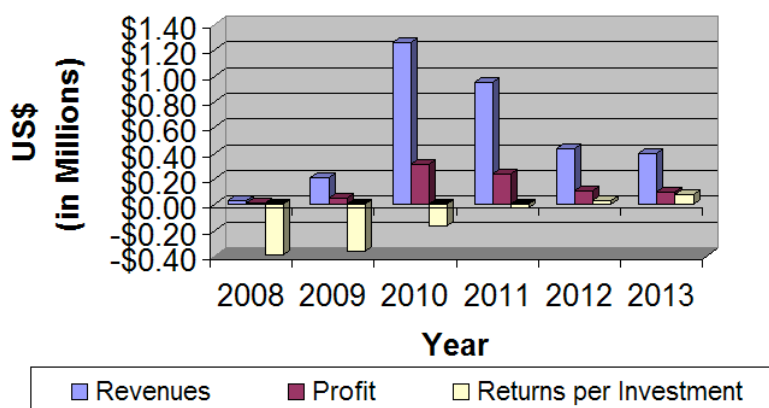
The most relevant investments have been in work efforts of director, producer, associates, and legal and organizational expenses. This includes the production of a conceptual trailer that was released on February 23rd, 2008 and is available on [www.discreetcharm.net](http://www.discreetcharm.net).

To gather this amount Discreet Charm Productions seeks external capital investors. Discreet Charm Productions, as the managing partner in Sleep Shift, LLC, offers investors \$1000.00 shares with returns linked to the economic performance of the film. Assuming a conservative scenario,<sup>3</sup> an audience of more than one million viewers worldwide over the course of the ten-year commercial life of the film is expected. Projected revenue and profit are illustrated in the graph below. Studios and distributors are not required to publicly report a film's financial performance, and will rarely release accurate returns on DVD rental and sales for public consumption. These projections are made assuming a limited theatrical release followed by DVD release four to six months after the end of the theatrical run.

---

<sup>3</sup> Distribution deal, effective marketing, good audience response, television broadcast, and long shelf life, among many other variables

### Sleep Shift Financial Data



The following table refers to the schedule of returns on investment. Investors who purchase Class A Shares in the Company are included in the Class A group, and Discreet Charm Productions is represented by the Class B group:

Stages of return on investment	Class A	Class B
Zero – Breakeven	60% of movie profit	40% of movie profit
Breakeven – 5X	50%	50%
5X ad infinitum	40%	60%

Breakeven is defined as the amount of money returned to the Company, through either a flat fee sale of the property or theatrical release, home video sales and rental, etc., or an as yet undefined combination of both a sale fee and a percentage of the return on theatrical release, video sales and rental, etc. equal to the amount of money spent to produce and market the film to a Distributor. In the revenue and profit graph we can see that the breakeven point is estimated to be in year 2012. 5X is defined as five (5) times the “Breakeven” amount.

Besides pursuing this scheme of capital funding, Discreet Charm Productions is also pursuing support from institutions and is open to discussing other forms of investment<sup>4</sup>.

<sup>4</sup> In consideration of the personal and company attachment to the script, from both artistic and business perspectives, no offer of cash less than \$500,000 will be accepted for the *Sleep Shift* script. This includes the reputation-value of having produced the original property ourselves.

# DISCREET CHARM PRODUCTIONS SLEEP SHIFT BUSINESS PLAN



May 13<sup>th</sup>, 2008  
Business Plan v.5\_08  
© Discreet Charms Productions

### Executive Summary

Discreet Charm Productions is a young independent film production company with high potential growth in terms of revenue ~~and~~ market share. ~~and employees.~~ In 2008, DCP plans to conduct all the necessary work to produce the feature length film, *Sleep Shift*.

*Sleep Shift* is a taut psychological thriller reminiscent of *Rear Window* and *Memento*. The script, copyrighted and registered with the Writers Guild of America, centers around Aaron, a troubled man who works by night as a security guard in a sleep lab, and by day as a house sitter. The involvement of murder combined with an atmosphere of paranoia and confusion characterize the film as a neo-noir murder mystery.

The core offering is related to film distribution companies that specialize in independent films including Lionsgate, Miramax, Fox Searchlight, and others. These companies purchase films or the rights to films throughout the year, with an intense focus on film festivals. This production will be marketed independently to distributors who focus on films of this genre and scope, and to film festivals across the world typified by large-scale distribution dealings and strong press coverage (e.g., Cannes, Toronto, Sundance, etc.). Revenue streams will ideally come from an upfront fixed royalty that must be covered by the distributor to decrease production costs, followed by payment of agreed percentages for the rent of other rights ranging from theatrical gross to DVD sales and rentals to non-traditional markets (airplanes, cruise ships, etc).

Discreet Charm Productions ([www.discreetcharm.net](http://www.discreetcharm.net)) by nature is a group of creative individuals whose primary tools are their imaginations and ingenuity. The production team members have worked on over fifty short films and three feature length films, with duties ranging from actor to writer, director, and producer. Members of the company's management team are owners of the company as well. Investors are legally partners in Sleep Shift, LLC and are treated as such from the time of investment, having a voice in the creative process.

Sleep Shift, LLC offers \$1000.00 shares with returns linked to the economic performance of the film. Profits from the project will be distributed between two investor classes; Class A shares are sold to monetary investors, and Class B represent Discreet Charm Productions holdings in Sleep Shift, LLC.



### **Market Opportunity**

Sleep Shift, LLC is an incorporated independent motion picture in development. The feature length film, working title *Sleep Shift*, is a neo-noir murder mystery and psychological thriller reminiscent of *Rear Window* and *Memento*. The script is copyrighted and registered with the WGA, and the movie is expected to start commercialization **roughly 6 months after the completion of production.**

**I don't like this next line**→*Sleep Shift* intends to fulfill audience needs rarely addressed by Hollywood movies. The film breaks away from predefined schemes and offers an artistic interpretation of a storyline that revolves around an alienated, psychologically disordered central character.

By combining two similar genres, the film will entertain movie watchers that look for suspense, empathy for a strong character and have a taste for deeper level issues that provoke thought and discussion. The primary audience for *Sleep Shift* is males, age 18-54, and the secondary audience, though not by any large margin, is women age 18-54.

### **Business Model**

*Sleep Shift* will be marketed independently to distributors who focus on films of this genre and scope, and to film festivals across the world typified by large-scale distribution dealings and strong press coverage (e.g., Cannes, Toronto, Sundance Film Festivals, etc.). The film relies mainly on the strength of the script, creative talents of the director and skillful project execution by the producer. A few movies that have been very successful by relying on this strategy are *Pi*, *Following*, and *Maria Full of Grace*, which also cover contemporary, psychologically important issues.

Marketing at film festivals will be done primarily in two ways. The first is to submit *Sleep Shift* for selection as an in-competition screening, or an out-of-competition screening at any of the festivals named here, and others. The exposure provided by selection and screening can be leveraged to negotiate distribution deals either at a festival or shortly after its conclusion.

The second avenue of festival marketing is entry in the markets that accompany many of the larger festivals throughout the world (the largest and probably most well-publicized being Cannes and Berlin). These markets run concurrently with the festivals, sometimes in an official partnership, and sometimes not. These markets are designed to sell distribution, merchandising, production and a host of other services and commodities attached to motion pictures in development and seeking release.

*Sleep Shift* will be marketed to film festivals upon its completion, and will be marketed at the same time directly to film distributors. The industry standard is that a film will be picked up for distribution by a different company for each region

## Sleep Shift Business Plan

of the world in which it will be showcased, although a small number of independent films have been distributed on multiple continents, after receiving strong positive buzz on the festival circuit, by a single company – usually a distribution arm of a major studio. This is the ideal situation, often accompanied by a brief and intense bidding war. Those distributors with a history of picking up films of the same scope and genre as *Sleep Shift* will be targeted first, but other distributors will be approached as well.

The following table contains a listing of key film festivals and distributors with a strong track record of pursuing films similar in style and scale to *Sleep Shift*, and that *Sleep Shift* will be marketed to:

Film Festivals		Distributors	
Sundance	Deauville	Direct Cinema	Werner Herzog Film GmbH (Germany)
New York	Philadelphia	Miramax	American Zoetrope
Chicago	Slamdance	Overture Films	Orion Pictures (owned by SONY)
AFI	Vancouver	Lion's Gate Distribution	United Artists Entertainment
Los Angeles	Cannes	Fine Line Features	Fox Searchlight
Dallas	Venice	IFC Films	Momentum Pictures (UK)
Toronto	Berlin	Magnolia Pictures	Castle Hill
Gen-Art	Telluride	New Yorker Films	Zeitgeist Films
SXSW		Optimum Releasing (UK)	Artisan Entertainment
Austin		HBO	Kino International
		SONY Pictures	Palm Pictures

The production value of Discreet Charm Productions movies is real and significant, complying with high standards of commercially viable movie productions. Upon purchase of the film or distribution rights, the burden of mass marketing, packaging and delivering *Sleep Shift* will fall to the purchasing distributor(s).

Revenue will be gathered from licensing the rights of *Sleep Shift*. Although the business terms will vary depending on the agreement(s) reached with potential distributors for *Sleep Shift*, there are many negotiation points that present revenue opportunities. Ideally an upfront fixed royalty will be paid by the distributor, followed by payment of an agreed percentage for the rent of other rights ranging from theatrical gross to DVD sales and rentals to non-traditional markets (airplanes, cruise ships, etc) and ancillary markets (e.g., novelization, posters, sequels, etc.).

### **Company/Team**

Discreet Charm ([www.discreetcharm.net](http://www.discreetcharm.net)) by nature is a group of creative individuals whose primary tools are their imaginations and ingenuity. They are cinematic storytellers. Many independent filmmakers take the film festivals by storm—distribution deals, sales to video outlets and cable television. Luck and timing play roles in most success stories.

## Sleep Shift Business Plan

The company is led by its two executive officers, Neal Dhand, an intelligent, passionate, and charismatic artist, and Scott Lancer, an experienced, intelligent, and well-connected Producer.

Neal is a filmmaker originally from Philadelphia, Pa. He studied at the University of Chicago where he received his B.A. in Humanities, encompassing philosophy, literature, and film history and theory. Neal has directed five short films in Rochester, including *Maze* (2007) - which premiered at the Twin Rivers Film Festival and was recently accepted into the 2007 **Temecula Valley International Film Festival**, *A Short History* (2006), which premiered at the Buffalo Niagara Film Festival in March and has since been accepted into **DigiFestival**, and a short horror film, *Blood Lightning*, which premiered May 22, 2007 in Rochester. He is currently in post-production on *Communicate* and *Damaged*, with release scheduled for February. Neal has also directed music videos for the songs *Umbrella Out* and *The Garden* for the band Night Gallery. For

Scott is a graduate of SUNY Brockport with degrees in Geology and Chemistry, who followed his graduate studies in geology at Western Michigan University as a cofounder of Work the Box, Inc., an IT consulting company in Mobile, AL in 1999. Software and network development being not creatively satisfying, he returned to the Northeast and set his hands to woodworking in 2001. Scott has been active on both sides of the camera since 2002, writing, directing, producing and appearing in 27 independent short films since 2002. These include: *One Side* and *Need* by Scott Lancer, *Modern Art*, by Ali Vatansever, *The Footprint Man* and *A Query* by James Demetri, etc.

For Sleep Shift the company has secured supporting personnel:

- Marcy Savastano, Associate producer: A professional actor and theatre Director and Producer, well connected in Rochester media and arts
- Eric Shoen, Associate producer: A professional fund-raiser, extremely well connected in Rochester
- Rick Staropoli, Associate producer: A retired attorney, experienced in non-profit fund-raising, well connected in Rochester
- Anita Dhand, Associate producer: An attorney, well connected and able to provide investment candidates
- Sheila Dhand, Associate producer: Knowledgeable on the ground and able to facilitate shooting in Philadelphia
- Margaret Lancer, Line producer: An experienced Administrator with financial oversight of yearly multimillion dollar budgets
- Scott Lancer, Executive producer: Effective in logistical, technical, and manpower support, well connected in Rochester arts, government, industry, and film
- Neal Dhand, Director, Writer, Producer: Talented writer, director and editor, effective in logistical support and excellent communication skills

The production team members have worked on over fifty short films and three feature length films, with duties ranging from actor to writer, director and producer. A complete and detailed description of the team can be seen in the appendix section (I). Significant creative talent, including Production Designer, Director of Photography, and Sound Designer, will be secured in 2008 before

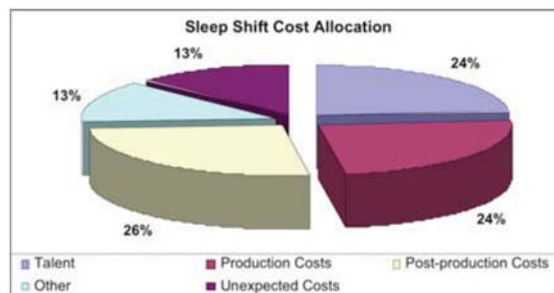
production of the film begins.

Video trailers of previous work by Discreet Charm Productions can be seen at <http://discreetcharm.net/filmography.html>.

### **Investment Details**

Discreet Charm Productions has invested an estimate of \$214,500.00 in *Sleep Shift*. The most relevant investments have been in work efforts of director, producer, associates, and legal and organizational expenses<sup>1</sup>. This includes the production of a conceptual trailer that was released on February 23rd, 2008 and is available on [www.discreetcharm.net](http://www.discreetcharm.net).

To complete pre-production and to conduct production (filming the movie) and post-production (editing, music, etc. overall readying the movie for distributor) of *Sleep Shift*, a budget of \$870,257.00 is needed. The graphic below represents the projected allocation of the costs for the budget.



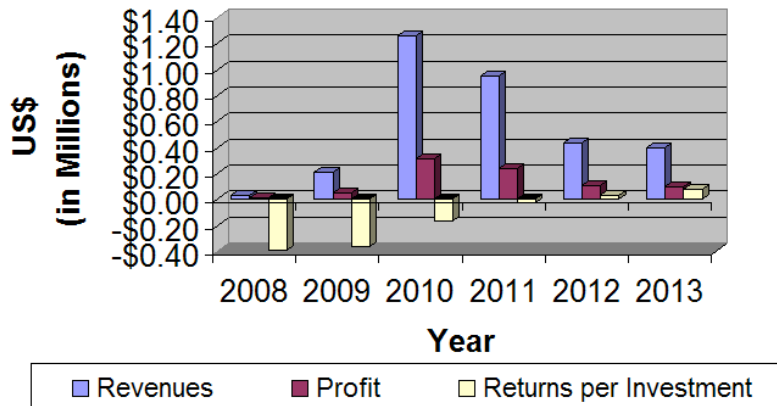
To gather this amount Discreet Charm Productions has decided to seek external capital investors. Discreet Charm Productions, as the managing partner in *Sleep Shift*, LLC, offers investors \$1000.00 shares with returns linked to the economic performance of the film. Assuming a conservative scenario<sup>2</sup> an audience of more than one million viewers worldwide over the course of the ten-year commercial life of the film is expected. Projected revenue and profit are illustrated in the graph below. Studios and distributors are not required to publicly report a film's financial performance, and will rarely release accurate returns on DVD rental and sales for public consumption. These projections are made assuming a limited theatrical release followed by DVD release four to six months after the end of the theatrical run.

Should an amount less than this total be secured, and production commences, the fees allocated to Neal Dhand and Scott Lancer as Director, Editor, and Producers, will be reduced or deleted before other items of pre-production and production are reduced.

<sup>1</sup> For detailed information refer to the appendix section (II)

<sup>2</sup> Distribution deal, effective marketing, good audience response, television broadcast, and long shelf life, among many other variables

### Sleep Shift Financial Data



The following table refers to the schedule of returns on investment. Investors who purchase Class A Shares in the Company are included in the Class A group, and Discreet Charm Productions is represented by the Class B group:

Stages of return on investment	Class A	Class B
Zero – Breakeven	60% of movie profit	40% of movie profit
Breakeven – 5X	50%	50%
5X ad infinitum	40%	60%

Breakeven is defined as the amount of money returned to the Company, through either a flat fee sale of the property or theatrical release, home video sales and rental, etc., or an as yet undefined combination of both a sale fee and a percentage of the return on theatrical release, video sales and rental, etc. equal to the amount of money spent to produce and market the film to a Distributor. In the revenue and profit graph we can see that the breakeven point is estimated to be in year 2012. 5X is defined as five (5) times the “Breakeven” amount.

Besides pursuing this scheme of capital funding, Discreet Charm Productions is also pursuing support from institutions and is open to discussing other forms of investment<sup>3</sup>.

For information please contact,

<b>Neal Dhand</b> 215 815 4395 <a href="mailto:neald@discreetcharm.net">neald@discreetcharm.net</a>	<b>Scott Lancer</b> 585 729 8127 <a href="mailto:scottl@discreetcharm.net">scottl@discreetcharm.net</a>
---	---

<sup>3</sup> In consideration of the personal and company attachment to the script, from both artistic and business perspectives, no offer of cash less than 500,000 will be accepted for the *Sleep Shift* script. This includes the reputation-value of having produced the original property ourselves.

## Appendix

### I. Detailed Team Credentials

#### Neal Dhand – Partner, Discreet Charm Productions

Neal is a filmmaker originally from Philadelphia, PA who received his B.A. in Humanities from the University of Chicago, specializing in Literature, Philosophy and Film Theory. He has written and directed films in Chicago, IL and Rochester, NY. These include:

<i>Time of Day</i>	<i>A Short History</i>	<i>Blood Lightning</i>
<i>Ajar</i>	<i>Maze</i>	<i>Used</i>
<i>Soft Typewriter</i>	<i>Communicate</i>	<i>Damaged</i>
<i>Playin Dead</i> - music video; artist SPiN	<i>Undisturbed</i> - music video; artist Pete Groch	<i>Umbrella Out</i> - music video; artist Night Gallery
<i>The Garden</i> - music video; artist Night Gallery	<i>There Are Nights</i> - music video; artist Night Gallery	<i>Sleeves</i> - feature length screenplay
<i>Reflect Me Refract Me</i> - feature length screenplay	<i>His Life</i> - feature length screenplay	<i>Noir</i> - feature length screenplay
<i>Projected</i> - feature length screenplay	<i>Story of Isaac</i> - feature length screenplay	

Neal has interned as a script reader and researcher at Pretty Pictures in Los Angeles, CA, producers of films such as *Kinsey*, *Donnie Brasco* and *The Shape of Things*, among others.

Neal has also worked as a cinematographer/videographer and editor on his own films and music videos, as well as: *The Lonely* - dance performance, and *Spectacle of Saints and Sinners* - touring vaudeville-inspired stage show

Neal has worked as an assistant director, producer and co-producer on the following films, in addition to those he has directed:

*Breaking Away* - by Jarod Su  
*Good Times* - by Michael Dispenza  
*Me In My Bag* - by Tzu-Hui Lin  
*Waiting for Mr. Hope* – by PoSheng Chiang  
*Blind Date* - by Judah Lev-Dickstein

*Marq The Autologist* - by Ali Vatansever  
*I'm Not A Superhero* - by Tzui-Hui Lin  
*Modern Art* - by Ali Vatansever  
*BHurst* - by Alex Portugal  
*When Beliefs are Questioned* - by Alex Portugal

#### Scott Lancer – Partner, Discreet Charm Productions

Scott Lancer is a graduate of SUNY Brockport with degrees in Geology and Chemistry. He founded, with Scot Dorger, Work The Box, Inc., an IT consulting company headquartered in Mobile, AL in 1999. With Work The Box showing profits in less than a year, he returned to Rochester in 2001. Scott has been

## Sleep Shift Business Plan

active on both sides of the camera since 2002, writing, directing, producing and appearing in 27 independent short films since 2002. These include:

One Side and Need by Scott Lancer, Modern Art, by Ali Vatansever, The Footprint Man and A Query by James Demetri, Lucille's Intrigue with Krister Rollins, Creating Excellence and Make 'em Laugh by Brian Borkowski, Footprints Of The Heart and Immobility Cubed by John Waterman, Communicate and The Garden by Neal Dhand.

### Marcy Savastano

Graduate from Nazareth College with B.A. degrees in Theatre Arts and Secondary Education with a Literature Concentration. Since that time, she has completed work on various national film and regional stage projects. Theatre roles of note include Hamlet in "Hamlet" (NoSoma Theatre), Emily in "All's Well in the Kingdom of Nice" (Geva Theatre), and Mercutio in "Romeo and Juliet" (Burning Barn Theatre). She is currently directing Anton Dudley's short play "Davy and Stu" for Bread and Water Theatre's 2007 Rainbow Theatre Festival. On the screen, Marcy has participated in such works as Discreet Charm's own *Maze and Blood Lightning*, *Getting Personal* (Zinko Films), *Fury* (Trillium Films), and *A Night at the Cat* (daydream productions).

### Eric Shoen

Eric began his film making career at Hartwick College in 1996 when he helped produce a number of films for the Admissions department of the college. His career continued with Zinko films in Rochester, New York as an actor/production assistant in the making of a short independent film, *Low Rent*. Eric went on to work with Zinko as a production assistant and actor for the short movie musical, *Love Rules*.

### Rick Staropoli

Is a former trial attorney who rediscovered a connection to the arts in the Rochester Shakespeare Players' production of King Lear in 2004. Rick is an actor and voice talent with extensive film experience, most notably in the on-line serial, "The Underworld," with Tatum Pictures. He has appeared in plays and staged readings with several organizations in the Rochester area, including Geva Theatre, Rochester Area Performing Arts, Jewish Community Center, Really Useless Theater, Everybody's Theatre Company, and Bread and Water Theatre. He has also recently performed at Toronto's Fringe Festival. Rick recently penned his first screenplay, *Damaged*, which Neal subsequently directed.



**II. Deferred and Reduced Compensations by DCP**

Director Fee	\$20,000
Producer Fees	\$15,000
Associate Producer Fees	\$37,500
Line Producer Fee	\$5,000
Writer Fees	\$30,000
Editor Fee	\$5,000
Score	\$10,000
Titles	\$3,000
Art	\$2,000
Crew	\$20,000
Script	\$60,000
Legal Fees	\$7,000
TOTAL	\$214,500

**Working Title:** Sleep Shift  
**Budget:** \$864,341  
**Format:** 35mm

**Start Date:** Jul-07  
**End Date:** Mar-09  
**Run Time:** 90 minutes

## SUMMARY BUDGET

01-00 Script	1,145
02-00 Producers Unit	0
03-00 Direction	25,000
04-00 Cast	144,500
01-00 Script	<b>170,645</b>
05-00 Production Staff	26,500
06-00 Extra Talent	5,000
07-00 Production Design	8,000
08-00 Set Operations	18,156
09-00 Set Dressing	10,000
10-00 Property	9,200
11-00 Wardrobe	11,700
12-00 Makeup and Hairdressing	7,500
13-00 Electrical	16,500
14-00 Camera	70,000
15-00 Sound	12,200
16-00 Transportation	28,000
17-00 Location Expenses	11,000
18-00 Accommodation Expenses	23,000
TOTAL PRODUCTION	<b>256,756</b>
19-00 Film Stock	24,000
20-00 Film Processing	23,500
21-00 HD Color Grading (Telecine)	50,100
22-00 Editorial	38,500
23-00 Music	8,500
24-00 Post Production Sound	7,500
25-00 Titles	5,000
26-00 Graphic Art Work	3,000
TOTAL POST-PRODUCTION	<b>160,100</b>
27-00 Insurance	9,500
28-00 Travel Expenses	0
29-00 General & Administrative	119,600
TOTAL OTHER	<b>129,100</b>
Total Above-The-Line	<b>170,645</b>
Total Below-The-Line	<b>545,956</b>
Total Above and Below-The-Line	<b>716,601</b>
Contingency @ 15%	<b>112,740</b>

GRAND TOTAL	829,341
TOTAL COST MET	1,545

	<i>Amnt.</i>	<i>Units</i>	<i>x</i>	<i>Rate</i>	<i>Sub-Total</i>	<i>Total</i>	
<b>01-00 Script</b>							
01-01 Writer's Salary					0	0	
01-02 Research					0	0	
01-03 Clearance					0	0	
01-04 Copyright Registration					45	COST MET	
01-05 Script Copying					1,100	1,100	
01-06 Script Timing					0	0	
					<b>Total for 01-00</b>		<b>1,145</b>
<b>02-00 Producers Unit</b>							
02-01 Executive Producer					20,000	20,000	
02-02 Producer					15,000	15,000	
					<b>Total for 02-00</b>		<b>35,000</b>
<b>03-00 Direction</b>							
03-01 Director					25,000	25,000	
					<b>Total for 03-00</b>		<b>25,000</b>
<b>04-00 Cast</b>							
04-01 Lead Actors							
Role of AARON					30,000	30,000	
04-02 Supporting Actors							
Role of TRACY					20,000	20,000	
Role of LOLA					20,000	20,000	
Role of ELSTER					20,000	20,000	
Role of DUTCH					15,000	15,000	
Role of HENRY					15,000	15,000	
Additional Speaking Parts					10,000	10,000	
04-03 Casting Director/Staff					14,500	14,500	
Personnel					10,000		
Casting sessions (incl. travel and lodging)					4,500		
					<b>Total for 04-00</b>		<b>144,500</b>
<b>01-00 Script</b>							<b>205,645</b>

#### BELOW-THE-LINE

<b>05-00 Production Staff</b>							
05-01 Unit Production Manager					6,000	6,000	
05-02 First Assistant Director					6,500	6,500	

05-03 Production Coordinator	4,500	4,500	
05-04 Script Supervisor	3,000	3,000	
05-05 Production Accountant	2,500	2,500	
05-06 Production Assistants	4,000	4,000	
<b>Total for 05-00</b>			<b>26,500</b>
<b>06-00 Extra Talent</b>			
06-01 Extras	4,000	4,000	
06-02 Extras Casting Fee	1,000	1,000	
<b>Total for 06-00</b>			<b>5,000</b>
<b>07-00 Production Design</b>			
07-01 Production Designer	4,500	4,500	
07-02 Assistants	2,000	2,000	
07-03 Research/Materials	1,500	1,500	
<b>Total for 07-00</b>			<b>8000</b>
<b>08-00 Set Operations</b>			
08-01 First Grip	3,200	3,200	
08-02 Second Grip	2,500	2,500	
08-03 Grip Rentals (25 days @ 498.25/day)	12,456	12,456	
Grip Truck:			
C stands, apple boxes, Electrical cords, power strips,			
Tools - shovels, leafs, etc, work lights, overhead lights,			
combo stands, 16 UHF Motorola (22 channel) radios,			
clapper boards, chairs, reflectors, dollies, handtrucks,			
trash cans, tables, etc.			
Set Medic			
Craft Service			
See 13-04 Small Lighting Rentals for combined materials			
<b>Total for 08-00</b>			<b>18,156</b>
<b>09-00 Set Dressing</b>			
09-01 Purchases	4,500	4,500	
09-02 Rentals	3,000	3,000	
09-03 Loss & Damage	2,500	2,500	
<b>Total for 09-00</b>			<b>10,000</b>
<b>10-00 Property</b>			
10-01 Property Master	3,200	3,200	
10-02 Armorer	1,000	1,000	
10-03 Purchases	3,000	3,000	
10-04 Rentals	2,000	2,000	
<b>Total for 10-00</b>			<b>9,200</b>
<b>11-00 Wardrobe</b>			
11-01 Costume Designer	3,200	3,200	
11-02 Expendables	2,000	2,000	

11-03 Purchases	3,000	3,000	
11-04 Rentals	1,500	1,500	
11-05 Cleaning & Dyeing	500	500	
11-06 Loss & Damage	1,500	1,500	
<b>Total for 11-00</b>			<b>11,700</b>

#### **12-00 Make-Up and Hairdressing**

12-01 Key make-Up Artist	4,000	4,000	
12-02 Additional Make-up Artists	2,000	2,000	
12-03 Purchases	1,500	1,500	
<b>Total for 12-00</b>			<b>7,500</b>

#### **13-00 Electrical**

13-01 Gaffer	3,500	3,500	
13-02 Best Boy	3,000	3,000	
13-03 Electrician	2,500	2,500	
13-04 Lighting Equipment Rentals	7,500	7,500	
Small Lighting Rental			
10K, 5K, Two 2K, 4 1K, 3 2K softlights,			
650's, 200's, stands, screens, scrims,			
barn doors, etc.	see 08-03		
HMI (12 days @ 160/day)	1,600		
Kinos/Daylight bal. (25 days @ 140/day)	3,500		
Generator (12 days @ 200/day)	2,400		
50 kVA			
<b>Total for 13-00</b>			<b>16,500</b>

#### **14-00 Camera**

14-01 Director of Photography	6,000	6,000	
14-02 First Assistant Camera	3,500	3,500	
14-03 Second Assistant Camera	2,500	2,500	
14-04 Still Photographer	2,500	2,500	
14-05 Expendables (Cores, Cans, etc)	1,000	1,000	
14-06 Camera Package	45,000	45,000	
14-07 Steadicam & Operator	6,000	6,000	
14-08 Crane & Dolly Operator	1,500	1,500	
14-09 Crane & Dolly Equipment	2,000	2,000	
<b>Total for 14-00</b>			<b>70,000</b>

#### **15-00 Sound**

15-01 Sound Designer	5,500	5,500	
15-02 Mixer	3,500	3,500	
15-03 Boom Operator	2,000	2,000	
15-04 Expendables	800	800	
15-05 Walkie Talkies	400	400	
<b>Total for 15-00</b>			<b>12,200</b>

#### **16-00 Transportation**

16-01 Actor Transport (incl. Roch. to Phil.)		18,000	18,000	
Air travel		8,400		
Ground travel (incl. vehicle rentals)		9,600		
16-02 Key Crew Transport		6,000	6,000	
Air travel		3,600		
Ground travel (incl. vehicle rentals)		2,400		
16-03 Gas		4,000	4,000	
	<b>Total for 16-00</b>			<b>28,000</b>
<b>17-00 Location Expenses</b>				
17-01 Permits		1,000	1,000	
17-02 Parking		1,000	1,000	
17-03 Catering Service (See 08-00 for craft service)		7,000	7,000	
17-04 Shipping & Overnight		500	500	
17-05 Location Site Rental		1,500	1,500	
	<b>Total for 17-00</b>			<b>11,000</b>
<b>18-00 Accommodation Expenses</b>				
18-01 Crew Accommodation		8,000	8,000	
18-02 Actors Accommodation		15,000	15,000	
	<b>Total for 18-00</b>			<b>23,000</b>
<b>19-00 Raw Film Stock</b>				
19-01 400 ft. Rolls	100 @ 240/roll	24,000	24,000	
	<b>Total for 19-00</b>			<b>24,000</b>
<b>20-00 Film Processing</b>				
20-01 Developing	40,000 ft. @ 0.40/ft.	16,000	16,000	
20-02 Special Processes		7,500	7,500	
	<b>Total for 20-00</b>			<b>23,500</b>
<b>21-00 Color Grading</b>				
21-01 DVCAM Telecine	40,000 ft. @ 0.69/ft	27,600	27,600	
21-02 HD Scan	15,000 ft. @ 1.50/ft	22,500	22,500	
	<b>Total for 21-00</b>			<b>50,100</b>
<b>22-00 Editorial</b>				
22-01 Editor		10,000	10,000	
22-02 Assistant Editor		3,500	3,500	
22-03 Stock/Dubs		10,000	10,000	
22-04 Screening Copies (HD DVD)		12,500	12,500	
22-05 Harddrives		2,500	2,500	
	<b>Total for 22-00</b>			<b>38,500</b>
<b>23-00 Music</b>				
23-01 Composer		4,500	4,500	
23-02 Recording		4,000	4,000	
	<b>Total for 23-00</b>			<b>8,500</b>

**24-00 Post Production Sound**

24-01 Conforming	2,000	2,000
24-02 ADR & Foley	2,500	2,500
24-03 Foley Artist	1,500	1,500
24-04 Mix	1,500	1,500

**Total for 24-00** **7,500**

**25-00 Titles**

25-02 Designer & Workstation	5,000	5,000
------------------------------	-------	-------

**Total for 25-00** **5,000**

**26-00 Graphic Art Work**

26-01 Storyboards	1,500	1,500
26-02 Posters	1,500	1,500

**Total for 26-00** **3,000**

**27-00 Insurance**

27-01 Equipment Insurance	3,500	3,500
27-02 Liability Insurance	3,000	3,000
27-03 Errors and Omissions	3,000	3,000

**Total for 27-00** **9,500**

**28-00 Travel Expenses**

28-01 Rochester to Philadelphia (see 16-00)	0	0
---	---	---

**Total for 28-00** **0**

**29-00 General & Administrative**

29-01 LLC Fee	1,500	COST MET
29-02 Contract Fees	4,000	4,000
29-03 Copying	800	800
29-04 Office Equipment & Supplies	1,800	1,800
29-05 Postage & Freight	1,500	1,500
29-06 Publicity	110,000	####
Film Festival Entry and Travel	25,000	
35mm Screening print for festivals	15,000	
PR and Marketing	25,000	
Legal Fees assoc. w/distribution negotiation	45,000	
29-07 Wrap Party	0	0

**Total for 29-00** **119,600**

**Total Above-The-Line**

**205,645**

**Total Below-The-Line**

**545,956**

**Total Above and Below-The-Line**

**751,601**

**Contingency @ 15%**

**112,740**

**GRAND TOTAL**

**864,341**

**TOTAL COST MET**

**1,545**



**EP Budgeting**  
**Budget Title : SLEEP SHIFT**

Script Dated : 4/24/08  
 Budget Draft Dated : 5/13/08  
 Production # : SLEEP SHIFT  
 Start Date : TBD  
 Finish Date : TBD  
 Total Shoot Days : 21  
 Travel Days : TBD

Producers : Scott Lancer/Barry Sonders  
 Director : Neal Dhand  
 Location : Rochester, NY  
 Prepared By : Barry Sonders

Acct No	Category Description	Page	Total
1200	PRODUCERS UNIT	1	42,500
1300	DIRECTORS UNIT	1	25,000
1400	TALENT	1	75,775
1500	TRAVEL & ACCOMMODATION	2	20,000
	<b>Total Fringes</b>		<b>0</b>
<b>Total Above-The-Line</b>			<b>163,275</b>
2000	PRODUCTION STAFF	3	47,950
2200	ART DEPARTMENT	3	36,125
2500	SET OPERATIONS	3	0
2600	SCRIPT SUPERVISION	4	2,300
3000	WARDROBE	4	10,750
3100	MAKE-UP & HAIRDRESSING	4	9,950
3200	GRIP AND ELECTRIC	4	65,600
3300	CAMERA	5	65,425
3400	SOUND	6	19,420
3500	TRANSPORTATION	6	10,750
3600	LOCATION	6	22,250
3700	PRODUCTION FILM & LAB	7	60,423
3800	VTR	7	2,730
	<b>Total Fringes</b>		<b>0</b>
<b>Total Below-The-Line Production</b>			<b>353,673</b>
4500	EDITING	8	6,500
4600	TITLING	8	6,000
4800	POST AUDIO	8	11,000
4900	MUSIC COMPOSITION	8	6,000
	<b>Total Fringes</b>		<b>0</b>
<b>Total Below-The-Line Post</b>			<b>29,500</b>
6700	INSURANCE	9	0
6800	GENERAL FEATURE EXPENSES	9	73,000
6900	CONTINGENCY : 11.0% (0 excluded)		68,139
7000	FILM ORANGE COMPANY FEE : 5.7%		35,000
	<b>Total Fringes</b>		<b>0</b>
<b>Total Below-The-Line Other</b>			<b>176,139</b>
	<b>Total Above-The-Line</b>		<b>163,275</b>
	<b>Total Below-The-Line</b>		<b>559,312</b>
	<b>Total Above and Below-The-Line</b>		<b>722,587</b>
	<b>Grand Total</b>		<b>722,587</b>

**EP Budgeting**  
**Budget Title : SLEEP SHIFT**

Script Dated : 4/24/08  
 Budget Draft Dated : 5/13/08  
 Production # : SLEEP SHIFT  
 Start Date : TBD  
 Finish Date : TBD  
 Total Shoot Days : 21  
 Travel Days : TBD

Producers : Scott Lancer/Barry Sonders  
 Director : Neal Dhand  
 Location : Rochester, NY  
 Prepared By : Barry Sonders

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
<b>1200 PRODUCERS UNIT</b>								
1202	EXECUTIVE PRODUCER							
	Scott Lancer	1	Flat	1		20,000	20,000	
	Total							20,000
1203	PRODUCER							
	Barry Sonders	1	Flat	1		20,000	20,000	
	Total							20,000
1205	PRODUCERS ENTERTAINMENT							
	Entertainment Allowance	1	Allow	1		2,500	2,500	
	Total							2,500
<b>Account Total for 1200</b>								<b>42,500</b>
<b>1300 DIRECTORS UNIT</b>								
1301	DIRECTOR							
	Neal Dhand	1	Flat	1		25,000	25,000	
	Total							25,000
<b>Account Total for 1300</b>								<b>25,000</b>
<b>1400 TALENT</b>								
1401	FEATURED ACTORS							
	Aaron Lidell	1	Flat	1		12,500	12,500	
	Carol Mackey	1	Flat	1		5,000	5,000	
	Lola/Cindy/Carla Barrington	1	Flat	1		5,000	5,000	
	Danny/Henry Nash/Fowler	1	Flat	1		5,000	5,000	
	Evelyn "Dutch" Belden	1	Flat	1		5,000	5,000	
	John Neeve	1	Flat	1		5,000	5,000	
	Soberin	1	Flat	1		2,500	2,500	
	Tracy Hinter	1	Flat	1		12,500	12,500	
	Elster	1	Flat	1		5,000	5,000	
	Total							57,500
1402	SUPPORTING ACTORS							
	Supporting Actors	1	Allow	1		5,000	5,000	
	Total							5,000
1403	CHILD WORK PERMIT							
	New York State Child Labor Permit	1	Allow	1		500	500	
	(Required for all child performers,	1		1		0	0	
	Associated Costs of Permit Applica	1	Allow	1		150	150	
	Total							650
1405	EXTRAS	1		1		0	0	0
1408	TALENT WRANGLER							
	Talent Wrangler	21	Days	1		125	2,625	
	Total							2,625
1410	CASTING							
	Casting Allowance	1	Flat	1		10,000	10,000	

## Continuation of Account 1410

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
	Total							10,000
Account Total for 1400								75,775
1500 TRAVEL & ACCOMMODATION								
1501	AIRFARE							
	Airfare Allowance	1	Allow	1		10,000	10,000	
	Total							10,000
1502	ACCOMMODATION							
	Lodging Allowance	1	Allow	1		8,500	8,500	
	Traveling Meal Allowance	1	Allow	1		1,500	1,500	
	Total							10,000
Account Total for 1500								20,000
	Total Fringes							
								0
Total Above-The-Line								163,275

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
<b>2000 PRODUCTION STAFF</b>								
2001	UPM/LINE PRODUCER							
	UPM	8	Weeks	1		1,500	12,000	
	Total							12,000
2002	FIRST ASSISTANT DIRECTOR							
	1st AD	7	Weeks	1		1,250	8,750	
	Total							8,750
2003	SECOND ASSISTANT DIRECTOR	1	Allow	1		0	0	0
2009	PRODUCTION COORDINATOR							
	Production Coordinator	7	Weeks	1		1,000	7,000	
	Assistant Production Coordinator	7	Weeks	1		700	4,900	
	Total							11,900
2010	PRODUCTION ASSISTANTS							
	Pre/Production Office PA	10	Weeks	1		500	5,000	
	Wrap Office PA	2	Weeks	1		500	1,000	
	Key Set PA	24	Days	1		125	3,000	
	Set PA's	21	Days	3		100	6,300	
	Total							15,300
<b>Account Total for 2000</b>								<b>47,950</b>
<b>2200 ART DEPARTMENT</b>								
2201	PRODUCTION DESIGNER							
	Production Designer	1	Flat	1		10,000	10,000	
	Total							10,000
2202	ART DIRECTOR	7	Weeks	1		0	0	0
2203	SET DECORATOR							
	Set Decorator	21	Days	1		125	2,625	
	Total							2,625
2204	PROPS MASTER							
	Props Master	6	Weeks	1		750	4,500	
	Total							4,500
2205	LEADMAN	1		1		0	0	0
2206	PROPS STAFF							
	Prop Assistant	23	Days	1		100	2,300	
	Total							2,300
2210	ART PA's							
	Art PA's	21	Days	2		100	4,200	
	Total							4,200
2218	ART DEPT RENTALS							
	Art Dept Rentals	1	Allow	1		2,500	2,500	
	Total							2,500
2220	ART DEPT PURCHASES							
	Art Dept Purchases	1	Allow	1		10,000	10,000	
	Total							10,000
2230	STORYBOARD ARTIST	1	Allow	1		0	0	0
<b>Account Total for 2200</b>								<b>36,125</b>
<b>2500 SET OPERATIONS</b>								
2510	CRAFT SERVICE PERSONNEL	0	Days	1		0	0	0
2512	CRAFT SERVICE PURCHASES							
	Craft Service Food	0	Days	0		0	0	

## Continuation of Account 2512

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
	Craft Service Beverages	0	Days	0		0	0	
	Total							0
2518	PRODUCTION SUPPLIES							
	Production Rentals	0	Days	0		0	0	
	Production Supplies	0	Days	0		0	0	
	Total							0
Account Total for 2500								0
2600 SCRIPT SUPERVISION								
2601	SCRIPT SUPERVISOR							
	Script Supervisor	23	Days	1		100	2,300	
	Total							2,300
Account Total for 2600								2,300
3000 WARDROBE								
3001	WARDROBE STYLIST							
	Wardrobe Stylist	7	Weeks	1		750	5,250	
	Total							5,250
3002	WARDROBE ASSISTANT							
	Wardrobe Assistant	6	Weeks	1		500	3,000	
	Total							3,000
3003	WARDROBE PURCHASES							
	Wardrobe Purchases	1	Allow	1		2,500	2,500	
	Total							2,500
Account Total for 3000								10,750
3100 MAKE-UP & HAIRDRESSING								
3101	KEY HAIR / MAKE-UP ARTIST							
	Key Hair / Make-Up Artist	23	Days	1		250	5,750	
	Total							5,750
3102	ASSISTANT MAKE-UP ARTISTS							
	Assistant Hair / Make-Up	21	Days	1		150	3,150	
	Total							3,150
3117	BOX RENTALS							
	Box Rental	21	Days	1		50	1,050	
	Total							1,050
Account Total for 3100								9,950
3200 GRIP AND ELECTRIC								
3201	GAFFER							
	Gaffer	24	Days	1		300	7,200	
	Total							7,200
3202	BEST BOY ELECTRIC							
	Best Boy Electric	21	Days	1		250	5,250	
	Total							5,250
3203	ELECTRICIANS							
	Electricians	21	Days	1		150	3,150	
	Total							3,150
3210	KEY GRIP							
	Key Grip	24	Days	1		300	7,200	

## Continuation of Account 3210

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
	Total							7,200
3211	BEST BOY GRIP / DOLLY GRIP							
	Best Boy Grip	21	Days	1		250	5,250	
	Dolly Grip	21	Days	1		200	4,200	
	Total							9,450
3212	GRIPS							
	Grip 1	21	Days	1		150	3,150	
	Grip 2	21	Days	1		150	3,150	
	Total							6,300
3220	G & E RENTALS							
	G&E Package (3-ton truck + HMI's -	21	Days	1		900	18,900	
	Total							18,900
3225	G & E SPECIALTY RENTALS							
	Specialty Rental Allowance	1	Allow	1		2,500	2,500	
	Total							2,500
3330	GENERATOR & FUEL							
	Generator	1	Allow	1		1,500	1,500	
	Generator Fuel	1	Allow	1		1,000	1,000	
	Total							2,500
3285	G & E EXPENDABLES							
	G&E Expendables	21	Days	1		150	3,150	
	Total							3,150
Account Total for 3200								65,600
3300 CAMERA								
3301	DIRECTOR OF PHOTOGRAPHY							
	D.P.	1	Flat	1		17,500	17,500	
	Total							17,500
3305	FIRST ASSISTANT CAMERA							
	1st AC	21	Days	1		300	6,300	
	Total							6,300
3306	SECOND ASSISTANT CAMERA							
	Second Assistant Camera	21	Days	1		250	5,250	
	Total							5,250
3307	LOADER							
	Loader	21	Days	1		150	3,150	
	Total							3,150
3010	STEADICAM							
	Steadicam Op & Gear	10	Days	1		750	7,500	
	Total							7,500
3315	STILL PHOTOGRAPHER							
	Still Photographer	21	Days	1		150	3,150	
	Total							3,150
3320	CAMERA PACKAGE							
	S16mm Package	1	Allow	1		21,000	21,000	
	Total							21,000
3325	CAMERA EXPENDABLES							
	Camera Expendables	21	Days	1		75	1,575	
	Total							1,575
3330	STILL FILM & POLAROID	1		1		0	0	0
Account Total for 3300								65,425

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
<b>3400 SOUND</b>								
3401	SOUND MIXER							
	Sound Mixer & Gear	23	Days	1		300	6,900	
	Total							6,900
3402	BOOM OP							
	Boom Op	21	Days	1		200	4,200	
	Total							4,200
3405	ADDITIONAL RENTAL							
	Additional Sound Rental	1	Allow	1		1,000	1,000	
	Total							1,000
3422	WALKIE TALKIES							
	Walkie Talkies	5	Weeks	22		12	1,320	
	Total							1,320
3450	SOUND DESIGNER							
	SOUND DESIGNER	1	Flat	1		6,000	6,000	
	Total							6,000
<b>Account Total for 3400</b>								<b>19,420</b>
<b>3500 TRANSPORTATION</b>								
3544	FUEL							
	Fuel	1	Allow	1		3,500	3,500	
	Total							3,500
3547	PARKING / TICKETS							
	Parking	1	Allow	1		500	500	
	Total							500
3548	PERMITS							
	Rochester/Phili Permits	1	Allow	1		500	500	
	Total							500
3549	TAXIS / CAR SERVICE							
	Taxis / Car Service	1	Allow	1		500	500	
	Total							500
3550	TOLLS							
	Tolls	1	Allow	1		250	250	
	Total							250
3551	SUBWAY / BUS / TRAIN	1	Allow	1		0	0	0
3570	PICTURE VEHICLE RENTALS							
	Vehicle Rentals	1	Allow	1		2,500	2,500	
	Total							2,500
3585	PRODUCTION VEHICLE RENTALS							
	15 Pass. Van	4	Weeks	1		750	3,000	
	Total							3,000
<b>Account Total for 3500</b>								<b>10,750</b>
<b>3600 LOCATION</b>								
3620	CATERED MEALS							
	Catering Company	21	Days	1		350	7,350	
	Breakfast	0	Days	0		0	0	
	Lunch	0	Days	0		0	0	
	2nd Meal	0	Days	0		0	0	
	Total							7,350
3643	MOBILE TELEPHONES							



## Continuation of Account 3643

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
	Scott Lancer	4	Months	1		100	400	
	Barry Sonders	4	Months	1		100	400	
	Neal Dhand	4	Months	1		100	400	
	UPM	2	Months	1		100	200	
	1st. AD	2	Months	1		100	200	
	Prod. Coordinator	2	Months	1		100	200	
	Location Manager	1	Month	1		100	100	
	Total							1,900
3646	OFFICE PURCHASES	1	Allow	1		0	0	0
3649	SHOOTING LOCATIONS							
	Shooting Locations	1	Allow	1		10,000	10,000	
	Total							10,000
3650	LOCATION MANAGER							
	Location Manager	1	Month	1		3,000	3,000	
	Total							3,000
Account Total for 3600								22,250
3700 PRODUCTION FILM & LAB								
3702	NEGATIVE FILM							
	Kodak Film Stock	40,000	feet	1		0.58	23,200	
	Total							23,200
3704	NEGATIVE DEVELOP							
	Technicolor (Develop)	40,000	Feet	1		0.23	9,200	
	Technicolor (Prep)	40,000	Feet	1		0.06	2,400	
	Total							11,600
3750	TELECINE							
	Dailies	31.5	Hours	1		450	14,175	
	Dailies MiniDV Stock & DVD	32	Tapes	1		14	448	
	High End Mastering (transferring of	6	Hours	1		500	3,000	
	Final Color Correct	2	Days	1		4,000	8,000	
	35mm Master	1		1		0	0	
	Hi-res HD Master (D5 Tape)	1		1		0	0	
	DVD Master	1		1		0	0	
	Total							25,623
Account Total for 3700								60,423
3800 VTR								
3809	VTR TECH	21	Days	1		0	0	0
3810	VTR EQUIPMENT							
	VTR Equipment	21	Days	1		100	2,100	
	Total							2,100
3812	PLAYBACK STOCK							
	Playback Tape Stock	21	Days	1		30	630	
	Total							630
Account Total for 3800								2,730
	Total Fringes							
								0
Total Below-The-Line Production								353,673

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
<b>4500 EDITING</b>								
4501	EDITOR	1	Allow	1		0	0	0
4502	ASST. EDITOR							
	Assistant Editor	60	Days	1		75	4,500	
	Total							4,500
4503	HARD DRIVES							
	1TB Hard drives	4	drives	1		500	2,000	
	Total							2,000
<b>Account Total for 4500</b>								<b>6,500</b>
<b>4600 TITLING</b>								
4601	FILM TITLING							
	Title Artist	1	Allow	1		5,000	5,000	
	Total							5,000
4602	CREDITS							
	Credit Titler	1	Allow	1		1,000	1,000	
	Total							1,000
<b>Account Total for 4600</b>								<b>6,000</b>
<b>4800 POST AUDIO</b>								
4801	FINAL AUDIO MIXING							
	Final Audio Mix	1	Allow	1		4,500	4,500	
	Total							4,500
4802	AUDIO EDITOR							
	Audio Editor	1	Flat	1		2,500	2,500	
	Total							2,500
4803	ADR & FOLEY							
	ADR & Foley	1	Allow	1		1,500	1,500	
	Foley Artist	1	Allow	1		2,500	2,500	
	Total							4,000
<b>Account Total for 4800</b>								<b>11,000</b>
<b>4900 MUSIC COMPOSITION</b>								
4900	MUSIC COMPOSITION							
	Music Composer	1	Allow	1		3,500	3,500	
	Music Recording	1	Allow	1		2,500	2,500	
	Total							6,000
<b>Account Total for 4900</b>								<b>6,000</b>
	<b>Total Fringes</b>							
								0
<b>Total Below-The-Line Post</b>								<b>29,500</b>

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
<b>6700 INSURANCE</b>								
6701	INSURANCE PACKAGE	1	Flat	1		0	0	0
<b>Account Total for 6700</b>								<b>0</b>
<b>6800 GENERAL FEATURE EXPENSES</b>								
6806	WORKING MEALS							
	Producers	90	Days	4		13	4,680	
	Director	90	Days	2		13	2,340	
	UPM	30	Days	2		13	780	
	Office PA	30	Days	2		13	780	
	Location Manager	15	Days	2		13	390	
	Check-Outs	1	Day	2		13	26	
	Crew (Travel)	2	Days	4		13	104	
	Total							9,100
6809	SCOUT MEAL							
	Scout Meal	3	Days	8		100	2,400	
	Total							2,400
6810	OFFICE CRAFT SERVICES							
	Office Craft Services	1	Allow	1		1,500	1,500	
	Total							1,500
6815	FESTIVAL SUBMISSION FEES & ACCOMMODATION							
	Festival Submission & Accommodation	1	Allow	1		15,000	15,000	
	Total							15,000
6850	LEGAL FEES							
	Legal Fees (Contractual & Distribution)	1	Allow	1		45,000	45,000	
	Total							45,000
<b>Account Total for 6800</b>								<b>73,000</b>
	CONTINGENCY : 11.0% (0 excluded)							68,139
	FILM ORANGE COMPANY FEE : 5.7%							35,000
	Total Fringes							
								0
<b>Total Below-The-Line Other</b>								<b>176,139</b>

Acct No	Description	Amount	Units	X	Curr	Rate	Subtotal	Total
	Total Above-The-Line							163,275
	Total Below-The-Line							559,312
	Total Above and Below-The-Line							722,587
	Grand Total							722,587

**Budget Title : Sleep Shift**

Budget Draft Dated : 4/13/09  
 Production # : Sleep Shift  
 Start Date : TBD  
 Finish Date : TBD  
 Total Shoot Days : 25  
 Travel Days : TBD

Producers : Scott Lancer/Barry Sonders  
 Director : Neal Dhand  
 Location : TBD  
 Prepared By : Scott Lancer

Acct No	Category Description	Page	Total
1200	PRODUCERS UNIT	1	35,000
1300	DIRECTORS UNIT	1	30,000
1400	TALENT	1	177,250
1500	TRAVEL & ACCOMMODATION	2	26,000
	<b>Total Fringes</b>		<b>32,750</b>
<b>Total Above-The-Line</b>			<b>301,000</b>
2000	PRODUCTION STAFF	3	19,900
2200	ART DEPARTMENT	3	24,680
2500	SET OPERATIONS	3	31,050
2600	SCRIPT SUPERVISION	4	4,200
3000	WARDROBE	4	10,600
3100	MAKE-UP & HAIRDRESSING	4	8,100
3200	GRIP AND ELECTRIC	4	53,025
3300	CAMERA	5	92,125
3400	SOUND	6	17,830
3500	TRANSPORTATION	6	17,450
3600	LOCATION	6	26,325
3700	PRODUCTION FILM & LAB	7	153,075
3900	STUNTS AND SPECIAL EFFECTS	7	2,000
	<b>Total Fringes</b>		<b>0</b>
<b>Total Below-The-Line Production</b>			<b>460,360</b>
4500	EDITING	8	17,000
4600	TITLING	8	1,500
4800	POST AUDIO	8	30,000
4900	MUSIC COMPOSITION	8	20,000
	<b>Total Fringes</b>		<b>0</b>
<b>Total Below-The-Line Post</b>			<b>68,500</b>
6700	INSURANCE	9	20,000
6800	GENERAL FEATURE EXPENSES	9	76,000
6900	CONTINGENCY : 10.0% (0 excluded)		92,586
	<b>Total Fringes</b>		<b>0</b>
<b>Total Below-The-Line Other</b>			<b>188,586</b>
	<b>Total Above-The-Line</b>		<b>301,000</b>
	<b>Total Below-The-Line</b>		<b>717,446</b>
	<b>Total Above and Below-The-Line</b>		<b>1,018,446</b>
	<b>Grand Total</b>		<b>1,018,446</b>

# 2008 FINDER'S AGREEMENT

**This Finder's Agreement** ("Agreement") made as of the 15th day of September, 2008, sets forth the terms pursuant to which **Discreet Charm Productions** ("DCP") has agreed to engage **BLANK** to act as a finder in connection with introducing its clients and other interested parties and persons (hereinafter the "BLANK Clients") to DCP who may be interested in engaging in an "Investment" with DCP, and DCP is willing and able to pay BLANK a finder's percentage for those services on the terms and conditions set forth below (the "Finder's Percentage").

**BLANK, DISCREET CHARM PRODUCTIONS AND ITS PRINCIPAL(S) REPRESENT AND WARRANT THAT THEY ARE NOT A BROKER-DEALER REGISTERED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND REGULATIONS THEREUNDER, NOR ARE THEY REGISTERED UNDER THE APPLICABLE STATE SECURITIES LAWS AND REGULATIONS.**

**1. Appointment and Acceptance.** DCP hereby appoints BLANK as a non-exclusive finder in connection with introducing to DCP and DCP's Clients one or more of the BLANK Clients who may be interested in engaging in a Transaction, which would include the purchase of some or all of the assets or securities of the BLANK Clients or the DCP Clients. BLANK hereby accepts such appointment, subject to the terms and conditions of this Agreement. DCP acknowledges that BLANK's duties under this Agreement will be strictly limited to introducing the BLANK Clients to DCP and the DCP Clients. BLANK shall not be obligated to undertake any other duties, to obtain or assemble any information, to render any analytical support or inputs, or to spend any minimum amount of time in providing any services not related to the specific duties to be performed by BLANK under this Agreement, except to provide DCP and/or the DCP clients with the BLANK Client's information as may be specifically requested by the DCP Clients from time to time. BLANK shall not be responsible for, and shall not engage in, any of the negotiations regarding the terms of a proposed Transaction. Should a possible Transaction be discussed between the BLANK Clients and the DCP Clients, the clients or their legal counsel shall be responsible for conducting such discussions.

During the Term of this Agreement and for the 12 month period after the Term, each of the parties shall be responsible for notifying the other party of any Transactions which have occurred or may occur between a BLANK Client and a DCP Client.

**2. Finder's Percentage.**

The Finder's Fee will be due and payable to BLANK when a Transaction is closed or completed by the DCP Client(s) and the BLANK Client(s) and will be based on the total fees received by DCP from the DCP Clients for completion of the transaction (the "Success Fee"). The Finder's Fee will be determined as follows: if a transaction takes place with a DCP Client and a BLANK Client, then DCP will receive 60% of the Success Fee paid by the DCP Client and BLANK will receive 40% of the fee paid by the DCP Client. Both DCP and BLANK will be entitled to their respective shares of the Success Fee if a Transaction between a DCP Client and a BLANK Client who were introduced by the parties takes place during the Term of the Agreement or during the twelve months following the termination of this Agreement. No Finder's Fee will be paid if the DCP Client completes a transaction with a counter-party that is not an BLANK Client. The Finder's Fee will be paid to BLANK under the same terms and conditions as the Success Fee negotiated by DCP with the DCP Clients.

**3. Information.**

BLANK acknowledges that DCP has not done any due diligence investigation with respect to any BLANK Client and DCP makes no representations whatsoever with respect to any BLANK Client (including, without limitation, his/her/its financial condition or his/her/its ability to perform any obligations to which he/she is or may become bound), and BLANK expressly agrees that DCP shall have no liability for the services performed by it under this Agreement, except for compliance with the terms and conditions of this Agreement.

**4. Term of Agreement; Termination**

- (a) This Agreement (i) may be terminated at any time, with or without cause, by either DCP or BLANK, with or without cause upon thirty (30) days' prior written notice thereof to the other party.
- (b) In the event of the termination of this Agreement pursuant to clause 4(a) above, BLANK shall still be entitled to receipt of a Finder's Fee in the event that at any time during the twelve (12) month period after any such termination a Transaction occurs between any DCP Client and a BLANK Client who was introduced by BLANK to DCP or a DCP Client for a Transaction. Within fifteen (15) days following any termination hereunder, BLANK will provide written notice to DCP of the names and addresses of all BLANK Clients contacted by BLANK with respect to the DCP Clients prior to the termination.
- (c) The provisions of Paragraph 2 of this Agreement shall survive any termination of this Agreement and shall remain in full force and effect. Furthermore, no termination of the engagement hereunder by either party shall affect the obligation to pay the Finder's Fee as provided for herein.

## 5. General.

- (a) Both BLANK and DCP represent and warrant that during the term of this Agreement, they are independent contractors, that neither party is an employee, representative, or agent of the other party and neither party shall have authority to bind the other party in any manner whatsoever.
- (b) This Agreement supersedes any prior agreements, representations or promises of any kind, whether written, oral, express or implied between the parties hereto with respect to the subject matters herein.
- (c) The validity and interpretation of this Agreement shall be governed by, and construed and enforced in accordance with, the laws of the state of New York applicable to agreements made and to be fully performed therein (excluding the conflicts of law rules). Both parties (and, to the extent permitted by law, on behalf of their respective equity holders and creditors) hereby knowingly, voluntarily and irrevocably waive any right either of them may have to a trial by jury in respect of any claim based upon, arising out of, or in connection with this Agreement or any of the agreements or transactions contemplated hereby or thereby.
- (d) The benefits of this Agreement shall inure to the parties hereto, their respective successors and assigns, and their respective representatives, and the obligations and liabilities assumed in this Agreement by the parties hereto shall be binding upon their respective successors and assigns.
- (e) If in any jurisdiction, any provision of this Agreement or its application to any party or circumstance is restricted, prohibited or unenforceable, such provision shall, as to such jurisdiction, be ineffective only to the extent of such restriction, prohibition or unenforceability without invalidating the remaining provisions hereof and without affecting the validity or enforceability of such provision in any other jurisdiction or its application to other parties or circumstances in order to meet the original intent of the parties to this Agreement.
- (f) Should any legal action become necessary, both parties agree that the proper jurisdiction for any such action shall be specific to the Monroe County Judicial District in the State of New York.
- (g) BLANK agrees to indemnify and hold harmless DCP from and against all claims, losses, expenses, fees (including attorneys' fees) costs and judgments that may be asserted or incurred resulting from negligent acts or omissions in the performance of this Agreement.

- 6. **Notices.** All notices, requests, consents, and other communications hereunder to any party shall be deemed to be sufficient if contained in a written instrument delivered in person or by facsimile or sent by nationally-recognized overnight courier or first class registered or certified mail, return receipt requested, postage prepaid, to the addresses noted above or to such other address as any party may have furnished to the other in writing in accordance herewith, except that notices of change of address shall be effective only upon receipt. All such notices, request, consents, and other communications shall be deemed to have been delivered (a) in the case of personal delivery or delivery by facsimile, on the date of the delivery, (b) in the



case of dispatch by nationally-recognized overnight courier, on the next business day following the dispatch, and (c) in the case of mailing, on the third business day after the posting thereof.

7. **Counterparts and Signatures.** This Agreement may be executed in any number of counterparts, and each such counterpart hereof shall be an original instrument, but all such counterparts shall constitute but one agreement; and execution of a copy of this Agreement by one party and execution of a different copy by another party shall constitute sufficient execution so long as a copy of each party's signature is delivered to the other party. Delivery by a party of a copy of this Agreement containing that party's signature which is conveyed by facsimile, photostatic, or similar method to the other party or his counsel shall be sufficient for purposes of execution and delivery of this Agreement by that party.

**IN WITNESS WHEREOF**, BLANK and DCP have executed this Agreement.

Date: September 15th, 2008

**BLANK**

By: \_\_\_\_\_

**DCP:**

Discreet Charm Productions

By: \_\_\_\_\_



Group: Film Distribution

### **Expression of Interest in Territory Distribution Rights**

This is to confirm that iKapital, a film distribution company currently headquartered out of Chennai, India, is interested in acquiring the distribution rights of the movie Sleep Shift for the Indian region. This will be a post US release acquisition of distribution rights.

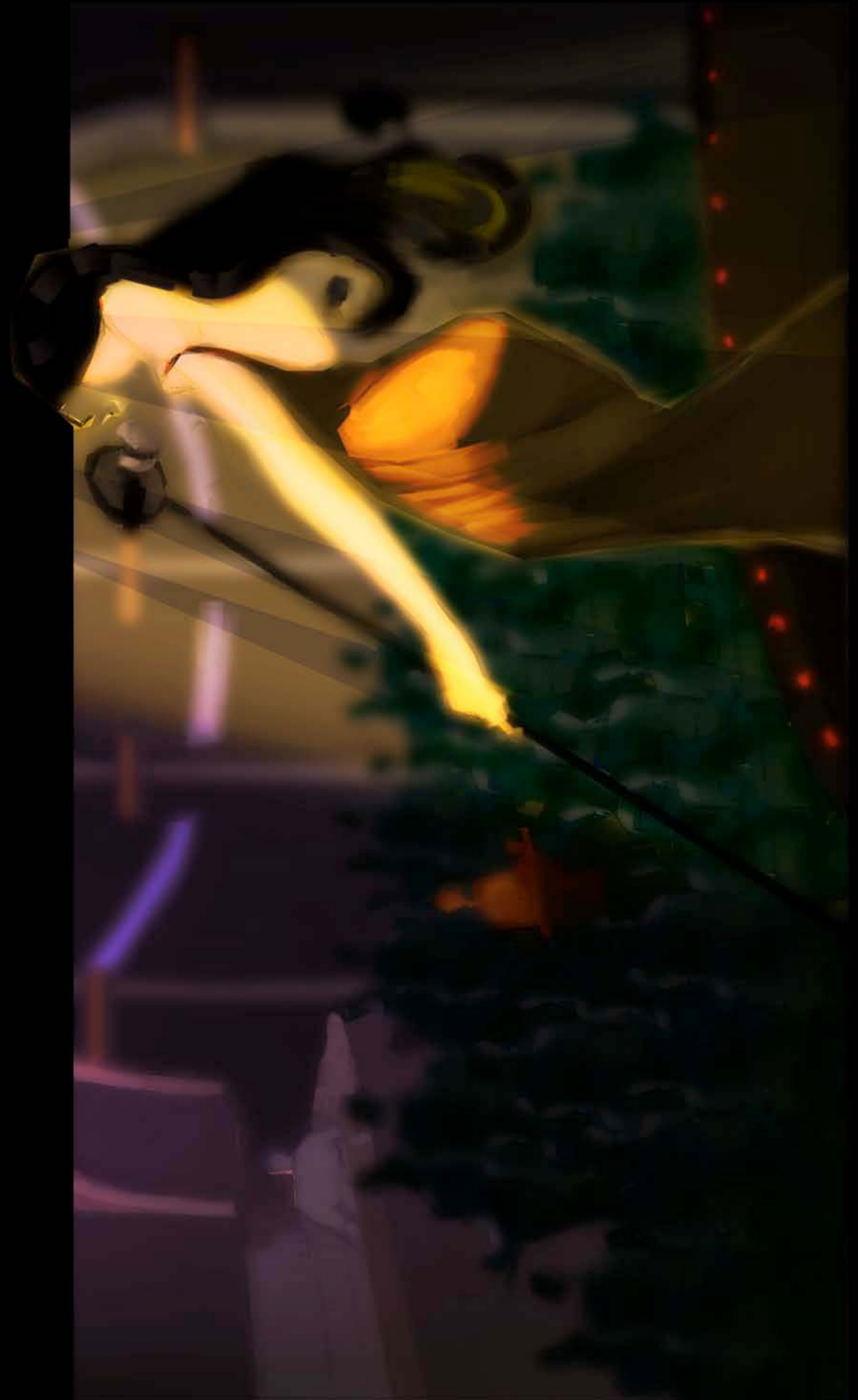
We would also be interested to leverage our connections in the Asian market across Middle East (GCC countries), Singapore, Malaysia, Srilanka, China, South Korea and Japan for distribution of Sleep Shift in the respective regions.

Regards,

Prabhu Antony Lucas  
Executive Director  
iKapital

SAMPLE

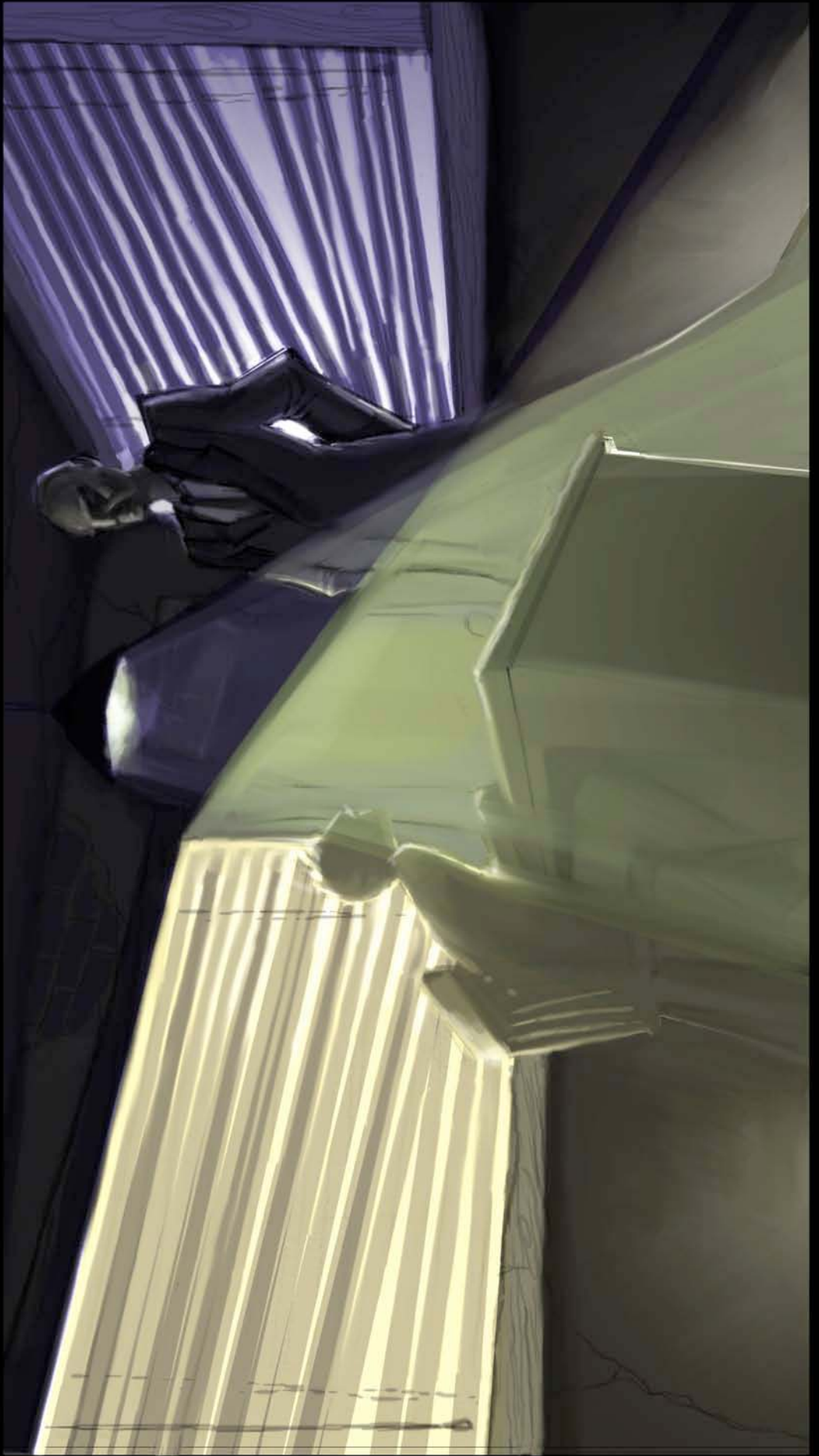




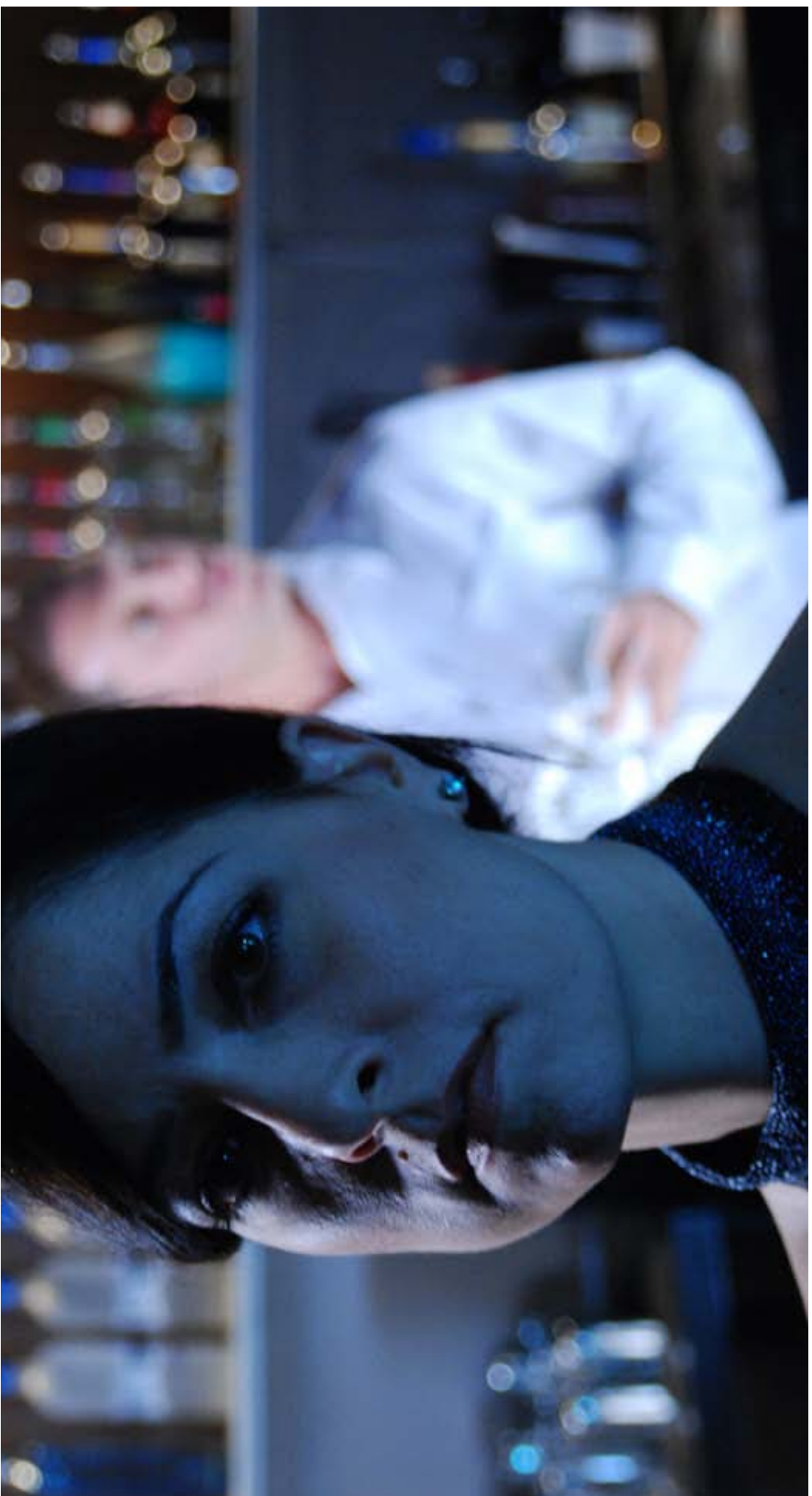


















Sleep Shift

by  
Neal Dhand

WGA Registered  
Copyright Neal Dhand 2009  
35 Overview Circle Rochester, NY 14623  
215-815-4395

Sleep Shift © 2008 Neal Dhand

FADE IN

INT. HOSPITAL - SMALL ROOM - NIGHT

AARON LIDELL (50s, old and tired, washed up), is in a hospital room. A suitcase is open on the bed. Aaron is packing and changing into SCRUBS. A few boxes lie to the side of the bed. Aaron looks up as the door begins to open. He hurriedly grabs his suitcase and boxes. A MALE NURSE walks in supporting GREY HAired MAN, who has an IV pole. Aaron walks quickly past them.

MALE NURSE

This room is supposed to be empty.

INT. HOSPITAL - NIGHT

Aaron walks out into a bustling hospital. Through the lobby and down hallways as doctors, nurses and patients cross paths.

The crowd of people begins to thin out in a more isolated hospital wing.

INT. SLEEP LAB - CONTINUOUS

Aaron enters the sleep lab, which is dark and silent. There are three closed doors on the right, where we get glimpses of people sleeping.

INT. SLEEP LAB OFFICE - CONTINUOUS

Aaron enters the small, cluttered room. Shelves of videotapes line the right wall.

At the main desk is a row of three grainy, black and white monitors. Each monitor displays a security camera's view of a sleep subject. Directly below the monitors are computer screens with heart rate readouts.

Aaron places his boxes down. He puts his suitcase in the corner of the room. He sits down in front of the monitors.

CUT TO:

ENTER TITLE/TITLE SEQUENCE: SLEEP SHIFT

EXT. CITY STREET - NEAR PARK - DAY

Aaron, looking rumpled as always, stands on the street across from a small city park. On the lone park bench sits TRACY HINTER (20s, petite, confident). Tracy is feeding pigeons. Aaron watches her intently, clearly trying to keep out of her view. AN OLD WOMAN walks up. Tracy quickly stands and offers her seat. The woman sits gratefully. Tracy continues feeding the birds. Aaron turns away. As he does so he passes ROSE, whose gait at the hips is almost pendulous. Aaron walks off and WE FOLLOW ROSE:

EXT. THE GALLERY - DAY

Rose walks into the dark doors of a business marked above by the words THE GALLERY. The woman enters another set of doors past a small waiting area and The Gallery's insides are visible:

INT. THE GALLERY/THE GALLERY DRESSING ROOM - CONTINUOUS

A long bar to the right, small tables and chairs, elegant and modern, to the left, with an empty stage. Some patrons sit on both left and right and talk. A man, FRANK, walks past Rose near the bar.

FRANK  
Feeling all right, Rose?

ROSE  
Hot as always.

She laughs. She walks past the bar, takes a left down a hallway, revealing a dressing room, with two individuals.

There, DUTCH BELDEN (heavysset, 50s, part businessman part scum bag, uses people regularly) stands behind LOLA BARRINGTON (late 20s, gorgeous, also goes by CINDY, (pure sex appeal; devious and calculating intelligence) close, holding her shoulders. Somewhere a door shuts. The dressing room itself is relatively large. There are three stations with mirrors and stools. A few racks of clothes containing all sorts of costumes make up the background.

Dutch turns Lola towards him and kisses her. Lola opens her eyes mid-kiss and her gaze meets CAROL MACKEY's (20s, thin, not scheming by nature, but used to being used) who enters, wearing a revealing outfit. The women hold the look.

This is a spark, as opposed to the crude relationship between Dutch and Lola. Lola moves away from Dutch who notices Carol.

DUTCH  
(to Carol)  
You're on in five minutes, Carol.  
You know that?

CAROL  
(to Lola)  
How do I look, Cindy?

Lola surveys. She walks over and shifts Carol's bra up, raising her breasts.

LOLA  
You look great.

DUTCH  
(to Lola)  
I need to see you in my office.

He turns to Carol and roughly grabs the back of Carol's hair. Carol grimaces.

DUTCH (CONT'D)  
Five minutes.

He kisses Carol roughly, pushes her away and leaves.

CUT TO:

INT. THE GALLERY - DUTCH'S OFFICE - 5 MINUTES LATER

Dutch sits behind a desk. Lola sits, her legs crossed, in front. Dutch nurses his hand.

LOLA  
I know what the right side is  
worth. More importantly, I'm not a  
threat to you.

Dutch mulls a moment. He gets up and walks to the door. He opens it and looks out as a SULTRY JAZZ TUNE leaks into the room.

CUT TO:

Carol out on the stage of The Gallery, sings a sexy song. The crowd is empty, but the soft spotlight hides that fact.



Carol's lips graze the microphone as she finishes her song.

CUT TO:

EXT. ABINGTON APARTMENTS - NEXT DAY

Aaron stands outside the Abington Apartments. At the front desk of the apartment building sits Tracy, the clerk. Aaron watches Tracy from his safe distance on the street. He is completely focused on her. A SMALL GIRL curiously watches Aaron behind him. He doesn't see her. She comes up behind him, silently.

SMALL GIRL

What are you looking at?

Aaron whirls around and gets caught in the midst of a CATAPLEXY ATTACK - a bout of temporary paralysis brought on by abrupt external stimuli. His body slackens. He stares dumbly ahead.

The small girl is taken aback. She steps back into the street. A CAR SCREECHES to a halt, just avoiding hitting her.

Tracy, still at the desk of the Abington Apartments, hears the car and looks up to the strange scene - the small girl crying in front of the car. The driver running out to check on her. And Aaron, facing away from Tracy, standing paralyzed.

EXT. MONROE APARTMENTS - NEXT DAY

Aaron walks up to the Monroe Apartments carrying his suitcase and box.

INT. MONROE APARTMENTS - APARTMENT 218 - CONTINUOUS

Aaron is inside with Dutch who holds a freshly opened can of dog food.

DUTCH

. . . .half a can in the morning,  
around eight. And the other half in  
the evening, before six. Don't  
leave the second half in the can.  
Put it in this container and store  
it in the fridge.

(MORE)

DUTCH (CONT'D)

But don't give it to him cold in the evening. Satan doesn't like cold. Microwave it for about 35 seconds first. And make sure you break it into small pieces first with his fork. This is Satan's fork.

AARON

Satan's fork. I remember, Dutch.

He checks his plane ticket.

DUTCH

All right. I have to get going.  
Let's see -- 10:30 from Gate . . .  
7b.

AARON

(looking at the ticket  
upside down)  
I think that's 7d.

DUTCH

7d. So it is. Say, you hear the one about the dyslexic agnostic insomniac? He lays awake all night wondering if there's a...

DUTCH

...dog!

AARON

...dog.

DUTCH (CONT'D)

Any last requests?

AARON

Pretty simple. Feed Satan everyday and the wallpaper guys come next Tuesday.

DUTCH

And?

AARON

And...

DUTCH

And I'm leaving. Enjoy yourself.

Dutch says an unsentimental goodbye to SATAN, a small dog wearing a red collar, and closes the door behind him as he leaves. Satan curls up as if to sleep.

AARON  
You got that right.

CUT TO:

Satan lies fast asleep. PULL BACK TO REVEAL:

INT. MONROE APARTMENTS - APARTMENT 218 - NIGHT

Aaron readies himself for work at the sleep lab. He peers out the window at the ABINGTON APARTMENTS across the street.

A WHEELCHAIR-BOUND MAN in a room opposite and a story below Aaron's apartment wheels around in his kitchen. The man's WIFE enters and they have an argument. The wife leaves the room. The wheelchair-bound man waits for her to be at the other end of the house and then gets up easily, walks to the refrigerator and opens a beer.

Aaron laughs to himself.

AARON  
Mr. Rogers, you filthy dog.

With a pencil he sketches Mr. Rogers on the wall next to the window. Satan looks at him inquisitively.

AARON (CONT'D)  
What? They'll cover it up.

INT. MONROE APARTMENTS - SECOND FLOOR - CONTINUOUS

Aaron walks out of his room. DANNY NASH, (30s, dark features) is entering #219 next door. Danny extends his hand.

DANNY  
How you doing? Danny Nash.

Aaron takes his hand and shakes it slowly.

AARON  
Aaron Lidell.

DANNY  
Dutch away again?

AARON  
Yep.

DANNY  
Like to come in for a drink?

AARON  
Thanks, but I have work

Aaron begins to head off.

DANNY  
Where you headed to at this hour?

AARON  
I work a night shift.

DANNY  
Give me a holler if you need anything.

INT. SLEEP LAB - LATER

Aaron enters the office. LARRY FORSYTHE (50s and overweight) gets up from the desk.

LARRY  
They're sleeping like babies.  
Except for this one.

He points to the second monitor where the subject tosses and turns.

AARON  
(to monitor)  
Trouble sleeping again Mr.  
Wainwright?

LARRY  
What's with the nom de plume?

Aaron shrugs.

LARRY (CONT'D)  
You don't talk to them like that  
all night, do you?

Aaron takes Larry's place at the desk.

AARON  
Yeah. Maybe.

LARRY  
Sleeping at all much?

AARON

Not much.

LARRY

Still that...?

Aaron nods.

LARRY (CONT'D)

Catch some shut-eye here if you  
can. They'll never know.

Larry leaves. Aaron watches the monitors. MR. WAINWRIGHT,  
the subject on monitor two, gets up and goes to the bathroom.

AARON

I can't sleep either Mr.  
Wainwright.

Aaron looks to monitors one and three, where the subjects  
sleep peacefully. On monitor two Mr. Wainwright comes out of  
the bathroom. Aaron yawns.

AARON (CONT'D)

You forgot to flush.

Aaron's head droops and he begins to drift off into sleep.

AARON (CONT'D)

You're not going to be chattering  
all night are you?

His head falls to the desk.

INT. SLEEP LAB OFFICE - LATER

Aaron is asleep in front of the monitors. A sudden noise  
wakes him up. The lab is silent and eerie. The subject on  
monitor one sleeps soundly. Mr. Wainwright on monitor two  
tosses. Aaron looks to monitor three. The subject is  
sitting up in bed staring back at him. Aaron starts. He  
looks back. The subject is asleep in bed. Suddenly a voice  
crackles on the intercom next to Aaron.

MR. WAINWRIGHT

Hello, can you hear me?

Aaron jumps again.

AARON  
(into intercom)  
I'm here, sir. What can I help you  
with?

MR. WAINWRIGHT  
This is Harvey Moyer in room 2.

AARON  
Go ahead Mr. Moyer.

MR. WAINWRIGHT  
I'm having trouble sleeping. Are  
there any extra pillows?

AARON  
There are some in the closet on  
your right.

Mr. Wainwright walks to his left.

AARON (CONT'D)  
Your other right.

Mr. Wainwright pauses and looks around, as if trying to find  
the security camera. He walks over and finds the pillows.

MR. WAINWRIGHT  
(looking for camera)  
Thank you. I'll see you in the  
morning.

AARON  
You're welcome. Mr. Warrens will  
be in to assist you in the morning.  
Good night.

Mr. Wainwright settles into bed.

EXT. ABINGTON APARTMENTS - EARLY MORNING

Aaron walks past the Abington Apartments. He looks in at the  
desk where Tracy was earlier. In her place sits FRANZ, a  
young man. As Aaron starts to walk off he notices Tracy,  
walking up the street to work. Tracy is still a few blocks  
away and is walking leisurely. Aaron walks across the street  
to his building - the Monroe Apartments. He watches  
clandestinely as Tracy lights a cigarette outside of the  
Abington Apartments. Aaron turns and runs into his building.

## INT. APARTMENT 218 - CONTINUOUS

Aaron dashes in, slamming the door behind him. He runs to the window. He is noticeably attempting to slow and control his breathing. He looks outside and down, can just barely see Tracy finishing her cigarette. She stamps it out on the sidewalk and enters the Abington Apartments and out of Aaron's line of sight.

Aaron walks back and locks his front door. He hears a noise and looks through the eyehole. A DOOR-TO-DOOR MISSIONARY, armed with brochures, stands knocking at Danny's door. Danny, wearing a tie, opens as Aaron watches through the eyehole:

DOOR-TO-DOOR MISSIONARY  
Hi, sir. Have you accepted Jesus  
Christ as your personal savior?

DANNY  
I sure as hell haven't.

Danny shuts his door. The Missionary walks to Aaron's door and knocks. Aaron waits silently until he hears the sound of retreating footsteps. He eases himself up to the eyehole, and sees the hallway - empty and still.

Aaron looks out the window and across at the Abington Apartments opposite him. He sees a MAN and WOMAN, somewhat entangled, enter a bedroom.

In a window a few floors above he sees the dim outline of a PRETTY WOMAN. She walks up to the window, and glances outside, almost as though she is looking at Aaron.

Aaron chuckles to himself, yawns.

He sketches Tracy, smoking a cigarette on the sidewalk on the wall. His completed sketch of Mr. Rogers, above his new one of Tracy, is surprisingly elaborate. Small background details are even visible. He yawns again.

## INT. APARTMENT 218 - EARLY MORNING - LATER

Aaron wakes up. He looks out the window at the Abington Apartments. He has since also sketched the man and woman in one another's arms. Most of the windows are still and dark. He sees a PIANO PLAYING BOY trying to quietly play a piano.

AARON  
(to himself, in a bad  
Germanic accent)  
Am-a-de-us.

He begins sketching the Piano Playing Boy. In the same window where he saw the pretty woman look out earlier, a living room, he sees her stand and walk to the door. She opens it and a MAN enters. The man walks casually to the window and pulls the blinds shut. Aaron again chuckles to himself.

AARON (CONT'D)  
Must be something in the water.

Suddenly the blind is knocked slightly open by a flailing hand. Aaron looks closer. The hand comes again, clearly in distress, and suddenly and for a split second a HEAD is bashed against the window.

Aaron gasps and suddenly freezes. He's having a CATAPLEXY ATTACK. He stares ahead, dumbly, frozen.

Finally, after a few second he snaps out of it. He looks back across the street. Nothing. No sign of anything. Suddenly the murderer opens the blinds and looks out. A police uniform is perhaps only *barely* visible. Aaron jumps back from the window.

AARON (CONT'D)  
Holy shit!

Aaron scrambles to the phone and dials 911.

AARON (CONT'D)  
A murder. I think I just saw a man  
kill a woman. You need to send  
someone. I'm in the Monroe  
Apartments.

He pauses and counts floors up opposite him.

AARON (CONT'D)  
Fourth floor. Across the street. I  
can see him right now.

911 OPERATOR  
Sir. Just hang on. We are  
notifying someone in the area.

Aaron hangs up. Suddenly, Aaron sees the indistinct form of a face between the half-opened slits, scanning his building, and LOOKING DIRECTLY AT HIM.



AARON

Shit!

He knocks into a lamp that begins to wobble. He tries to grab it. It falls.

AARON (CONT'D)

Damnit.

Aaron slowly peers back out the window. The murderer is gone. No movement. Mr. Rogers stands in his kitchen and scampers back to his wheelchair. Sirens sound in the distance and grow closer. A few people come in and out of the building - normal traffic. One cop car pulls up, then another. A POLICE OFFICER exits the building to meet the cars. Another COP also exits the building. Aaron watches four OTHER OFFICERS enter the building. The lone first officer from the building walks toward Aaron's building. Aaron loses sight of him.

Aaron calls Danny. No answer. He can hear the phone ring in the room next door. His head perks up as he hears something - slow FOOTSTEPS and KNOCKING. Aaron runs to the door and looks through the peephole. The hallway is empty at first, and then, around the bend he sees a COP down the hallway walking toward him. Scared he backs slowly away from the peephole. When he looks back he sees -

Two blue eyes, a mechanical, dead-eyed look to them, stare directly at him. There's a slow, triple knock. Aaron freezes. He backs slowly away from the door. Another knock. Pause. Aaron moves back still. Slow footsteps away. Aaron suddenly bumps into a coffee table sending coasters flying onto the floor making a racket.

The footsteps return quickly and the knock is now loud, urgent, and angry.

VOICE (OS)\_

Police. Open up.

Aaron does so.

AARON

I'm sorry officer, I was just...

(beat)

Is there something I can help you with?

The cop's badge reads DETECTIVE ELSTER (mid 50s, sincere and patriarchal).

ELSTER

There's been a report of a possible homicide. The call, I'm told, was made from this apartment.

Elster steps past Aaron into the apartment.

ELSTER (CONT'D)

Nice view.

Satan snuggles up against Elster's leg before walking over to Aaron.

ELSTER (CONT'D)

So what'd you see?

(beat)

You called in reporting a murder. I was sent to follow up. Standard procedure.

AARON

Yeah, well, I thought I- I saw something across the street.

ELSTER

Some officers are over there now, looking around. For a murder. Is that what you saw?

(beat)

Is that what you saw?

AARON

Yes. A woman. I saw a young woman get killed.

(beat)

How did you get over here so fast?

ELSTER

You called. We came.

A crackle comes over the cop's walkie-talkie, then a voice.

VOICE

There's no sign of anything here. We're heading out.

Elster eyes Aaron.

ELSTER

What exactly was it you saw?

Elster is over by the window looking out. Aaron watches him carefully as he pulls the blinds apart and looks out.

AARON  
I'm not really sure. I just woke  
up from a nap...

Elster eyes the drawings.

ELSTER  
You an artist?

AARON  
It's getting wallpapered. Just  
having fun.

ELSTER  
I'll need to take down your  
information.

Elster pulls out a notepad and flips it open.

ELSTER (CONT'D)  
Name?

AARON  
Aaron Lidell.

ELSTER  
Can you spell that, please?

AARON  
L-I-D-E-L-L.

ELSTER  
And this is your address?

Aaron PAUSES and then nods. Elster continues writing, past  
what it might take for just the name and address as Aaron  
watches, unable to make out anything on the notepad.

ELSTER (CONT'D)  
We'll be in touch.

He leaves. Satan comes out from behind a chair. Aaron  
points to the apartment building.

AARON  
See that window there. The one  
with the shades half down. That's  
the apartment. I think the girl was  
getting choked. She was beautiful.

DISSOLVE TO:

## EXT. UNSPECIFIED BRIDGE - EVENING

An empty, obviously secluded bridge. It is near sunset. A car pulls up and the DRIVER gets out and leans against his/her car. The camera is at such a distance that any characteristics are impossible to distinguish.

A few moments later a second car pulls up and a SECOND DRIVER gets out.

Both drivers approach the trunk of the second car. They reach in and appear to be pulling at something in the trunk for a minute. Then they struggle to pull something out. They walk to the edge of the bridge and hurl something off the side and into the water.

As the object falls it nears the camera and becomes more apparent. It is longish and shaped like a body. It is wrapped in a distinctive blue and yellow checkered sheet and something that looks like human hair flies out of one end of it.

It hits the water with a loud splash. The two figures on the bridge go their separate ways without any further words and suddenly the bridge is still and quiet again, as if nothing ever happened.

## INT. APARTMENT 218- LATER

Night. Aaron is in a chair by the window. The lights are out. He is watching the Abington Apartments, which are dark except for a few lit windows. The 'murder' apartment is dark.

Aaron draws on the wall. In addition to the very detailed sketches of Mr. Rogers, Tracy, the man and woman, and the Piano Playing Boy, he now adds a new scene. In it a man stands by a window, drawing the blinds. Behind the man is a woman. Aaron carefully details the sketch.

DISSOLVE TO:

## INT. APARTMENT 218 - LATER

Aaron, with Satan on a leash, walks across the street to the Abington Apartments. He ties the dog outside.

## INT. ABINGTON APARTMENTS - LOBBY - CONTINUOUS

Aaron enters. It is quiet and inactive. No one is at the front desk. Nothing but an empty chair. The entire lobby is empty. Aaron walks over to the desk. He looks around and sees a set of video monitors. The monitors display views of individual floors. No stairwells are visible on the monitors. An outside exit is the only non-hallway display.

On one of the screens, someone wearing a dark suit walks down a hallway on an unknown floor. Aaron walks to the staircase.

## INT. ABINGTON APARTMENTS - STAIRWELL - CONTINUOUS

Aaron approaches the second floor where he hears a door open somewhere above him. He freezes as he hears footsteps and TWO VOICES.

VOICE 1 (OS)

Everything is fine. There's been no word downtown. None. So I would say two things. Cool it. And don't fucking threaten me again.

VOICE 2 (OS)

I got nervous. I'm nervous, that's all.

VOICE 1 (OS)

Let's just keep things quiet for the next couple days. QC.

VOICE 2 (OS)

QC?

VOICE 1 (OS)

Quality control.

(beat)

Call me. If it's serious. But chances are I'll know before you do.

The door sounds open again. Footsteps and Aaron hears it close. He hurries down the stairs.

## INT. ABINGTON APARTMENTS - LOBBY - CONTINUOUS

Tracy is at the front desk. Aaron sees her just as she sees him. He's caught and she looks at him with a curious expression - as though she recognizes him.

TRACY

Can I help you with something?

Aaron is clearly uncomfortable with any exchange with Tracy.

AARON

No, I'm okay.

He starts to hurry off.

TRACY

Don't I know you from somewhere?

AARON

I don't think so.

He goes to the door. Tracy stands, pulling out her cigarette pack and follows him.

TRACY

You look familiar. Do you live here?

AARON

Across the street.

THEY EXIT:

TRACY

Aren't you in the wrong building?

AARON

Yeah. I think I am.

Aaron goes to Satan, who is lying on his back, dozing off.

TRACY

What's his name?

She pulls out a cigarette and lights it.

AARON

Satan.

TRACY

Really? This little guy?

She rubs his belly. Aaron tugs on the leash. Satan ain't moving. He's in heaven.

TRACY (CONT'D)

What's so evil about him?

She looks down - a small trickle is running down the sidewalk. Tracy stops petting him.

TRACY (CONT'D)  
He's a little hedonist.

AARON  
Don't blame him. He's just like  
any guy when he's getting his belly  
rubbed.

Awkward pause.

AARON (CONT'D)  
It's a joke. I'm joking. I don't  
pee when someone rubs my belly.  
Usually.

Tracy laughs. She straightens up, as does Satan. The latter trots over to Aaron, ready to leave.

TRACY  
There's nowhere for this day to go  
but down for him.

AARON  
Him and me both.

Tracy smiles.

TRACY  
Bye.

AARON  
Take care.

INT. APARTMENT 218 - A FEW DAYS LATER - MORNING

Aaron looks at the clock. 7:48 a.m. He looks at the foot of the bed and sees Satan, fast asleep.

AARON  
Must be nice.

Suddenly there is a loud knock at the door. The dog pops up and shoots Aaron a quizzical look. More knocking.

Aaron approaches the door and looks through the peephole. He sees TWO MEN in suits and trench coats - NEEVE (cold, confident, perhaps he exudes a larger feel than his height suggests) and SANDERSON (the sidekick).

He notices a BADGE on one man's belt, and a BADGE attached to the other's shirt pocket. Aaron opens the door, with the chain lock still attached.

AARON (CONT'D)

Yes?

NEEVE

Mr. Lidell, My name is Detective Neeve and this is Detective Sanderson. We'd like it if you'd come down to the station with us.

AARON

Because of the other day?

NEEVE

Right. We need some more information.

AARON

Am I a suspect?

NEEVE

We just need some information.

Aaron sighs and looks back toward the bed. Satan is asleep again.

INT. POLICE STATION - LATER

Aaron follows Detectives Neeve and Sanderson through the police station. Elster walks out with MR. SOBERIN (distinguished looking older man). Neeve and Aaron watch them pass.

Neeve and Sanderson lead Aaron into a small office with the blinds half open.

NEEVE

Have a seat.

Aaron does so.

NEEVE (CONT'D)

Gum?

There is a slight knock at the window. Sanderson sticks his head out the door and speaks with someone.

NEEVE (CONT'D)

So...tell us about the murder you saw.



AARON

I saw...

He looks out the window through the blinds and sees Elster walking away from the door and Sanderson, and toward his desk. Elster is staring at Aaron in the room.

Sanderson comes back in and leans up against the wall, picking his teeth with a toothpick.

NEEVE

So, what was it Lidell?

AARON

I- I don't know.

NEEVE

You like women, Lidell?

SANDERSON

He likes blondes.

Aaron slowly looks back towards the window. Elster's desk is empty.

NEEVE

Why were you looking over at that room in the first place? You a peeping tom or something?

SANDERSON

You did see a murder, didn't you Lidell?

NEEVE

Are you a pervert, Lidell? What else have you seen over there?

AARON

No! No, nothing!

Sanderson gives Neeve a head nod and Neeve walks over to him. They talk quietly, out of Aaron's earshot. Aaron looks from Neeve and Sanderson to Elster's empty desk.

Neeve nods thoughtfully and turns back to Aaron.

NEEVE

That's right. You didn't see anything.

EXT. STREET - LATER

Aaron stops outside of a storefront displaying various television screens. Sports, cartoons, news, etc all play. At the bottom of the window is a small, dusty monitor. A SLEEPING PATIENT is there. There are a few other PEOPLE milling about, but no one seems to take notice of the smaller monitor aside from Aaron.

Aaron kneels and looks closer at it. The Sleeping Patient tosses and turns.

On the television next to the monitor a scene from an old film noir plays, maybe it's from Kiss of Death as Richard Widmark stalks Victor Mature.

Aaron looks from the television to the monitor. He leans forward:

AARON  
(whispers)  
Go to sleep!

EXT. ABINGTON APARTMENTS - LATER

Aaron stands outside, looking in at Tracy at the desk.

INT. ABINGTON APARTMENTS - LOBBY - CONTINUOUS

Aaron walks to the front desk. Mr. Soberin, Tracy's boss at the end of the desk, receives an envelope from a SHRIVELED OLD MAN. Tracy swivels around in her chair.

TRACY  
Hello, sir. Can I help you?  
Oh, hi.

Soberin leaves. So too does the Shriveled Old Man.

AARON  
I'm looking for an apartment...Is  
your boss around?

TRACY  
I can help you out with that. What  
are you looking for?

ANGLE ON MONITORS - Mr. Soberin is walking down a hallway.

AARON  
Something...with a view...On the fourth  
floor.

Aaron looks around the lobby and sees Mr. Soberin come in. Aaron sees a BEARDED MAN look over his newspaper at Aaron. He sees a YOUNG ATTRACTIVE WOMAN, dressed semi-provocatively walking her dog through the lobby stop and glance at the bearded man.

TRACY  
Fourth floor, huh? Okay, let's  
see. Where did they put that list..

Mr. Soberin walks over to the young attractive woman. The bearded man joins them and there is a quick EXCHANGE.

AARON  
(watching Soberin)  
I can come back...

The young attractive woman and the bearded man walk out of the lobby. Mr. Soberin nods at another GENTLEMAN in the lobby.

AARON (CONT'D)  
You know what? I didn't realize  
how late it was. I'll come back.

He starts to head off.

TRACY  
Hey!

Aaron stops.

TRACY (CONT'D)  
What's your name?

AARON  
Aaron.

He leaves. Neeve, who is watching Aaron from the lobby, walks out after him.

INT. MONROE APARTMENTS - DAY

Aaron is in the hallway of his apartment. Danny's door is partially open. Aaron looks in as he passes.

INT. APARTMENT 218 - CONTINUOUS

Aaron enters and walks immediately over to the windows. Satan bounds out to him and Aaron picks him up as he gazes out. Aaron talks to the dog:

AARON  
She didn't hate me right away.  
That's something...

He touches up the sketch of the "murder" he saw. Now visible in the background is a door. The man looks out through the window. The victim is in the background. She is not looking at the man, but rather towards the door.

A door closes OFFSCREEN, close. Aaron turns. So does Satan. And barks loudly. Aaron has a CATAPLEXY ATTACK. He sits there dumbly as Satan tries to hump his leg.

INT. SLEEP LAB - NIGHT

Aaron is in his usual position. The first monitor shows a very pretty young woman - it's Lola. Aaron talks to the second monitor, where MR. VARGAS, old and overweight, is clearly asleep.

AARON  
I'm not imagining you guys am I?

He laughs softly to himself and turns to the SECOND MONITOR.

AARON (CONT'D)  
What's that, Mr. Vargas?

Aaron waits as if listening.

AARON (CONT'D)  
Hmmm...that's true. There was  
no blood.  
(beat)  
But - you don't bleed when you get  
strangled. Do you? What are the  
cops getting out of-

He stops and listens to the second monitor.

AARON (CONT'D)  
But - I know I saw it, Mr. Vargas.  
It's impossible to make up  
something that real. There's  
something...missing.  
(MORE)

AARON (CONT'D)  
Something I know I saw but can't  
put my finger on.

He turns to the THIRD MONITOR

AARON (CONT'D)  
No, no, no. You've got it all  
wrong, Harry. You might as well go  
back to sleep if you're only going  
to contribute nonsense to the  
conversation!

He looks back to the first monitor at Lola.

AARON (CONT'D)  
Now, where were we, Carla?  
(beat)  
Right. I agree. I think she'll  
believe it, too. So that makes  
three of us.

He laughs.

AARON (CONT'D)  
Carla, we've never even met before.

INT. MONROE APARTMENTS - SECOND FLOOR - MORNING

Aaron passes Danny's door. It is now closed. He hurries to  
his door.

INT. APARTMENT 218 - CONTINUOUS

Aaron unlocks his door. Satan sits huddled in the corner,  
growling softly.

AARON  
Hey buddy. It's me. What's wrong?

Suddenly Neeve appears from inside the apartment.

NEEVE (CONT'D)  
Barking up the wrong tree, Lidell.

AARON  
How did you get in here?

NEEVE  
I opened the door. You shouldn't  
be barking up a tree at all.

AARON  
What are you talking about?

NEEVE  
Your little visit today.

AARON  
It's a free country.

NEEVE  
Not unless I say it is. Stay away,  
Lidell. Maybe you like to do more  
than just look.

AARON (CONT'D)  
I don't.

NEEVE  
I might know that. But my memory  
is bad.

AARON  
So what do I do now?

Neeve turns to leave.

NEEVE  
Sit tight. Keep your nose clean.  
Stay out of trouble.

He leaves.

INT. APARTMENT 218 - NIGHT

Aaron sits in bed. Satan sits by the window and looks out.

AARON  
Come on, boy.

Satan doesn't budge. Instead he looks to Aaron and then back  
to the window.

AARON (CONT'D)  
I'm done with that. It's not worth  
it.

Satan whines softly. Aaron pulls the covers up and rolls  
away.

AARON (CONT'D)  
Forget it. You can look out there.

Satan raises his leg and begins to pee. Aaron hears and sits up in bed.

AARON (CONT'D)  
What the hell-? Satan!

He leaps out of bed. Satan runs away, tail between his legs. There is a giant wet spot on the window sill, dripping down onto the floor.

AARON (CONT'D)  
Goddamn it.

Aaron walks into the kitchen and returns with a handful of paper towels. He begins cleaning and as he does so looks out across to the apartment. He sees the light on in the "murder apartment." Aaron stops cleaning and stares. Satan comes meekly back in.

AARON (CONT'D)  
Damn dog.

He reaches down and pats Satan's head.

INT. ABINGTON APARTMENTS - LOBBY - DAY

Aaron enters the lobby. Tracy is busy at the desk. Doing his best to avoid her Aaron walks upstairs.

INT. ABINGTON APARTMENTS - FOURTH FLOOR - CONTINUOUS

Aaron stops at #437. He tries the handle. Locked. Suddenly VOICES are audible from the room. Aaron readies himself and knocks. The voices immediately stop. Footsteps approach and the door swings open, revealing an AFFLUENT MAN.

AFFLUENT MAN  
Yes?

Aaron quickly regroups.

AARON  
Hi- sir...have you accepted Jesus-  
Christ as your personal savior?

AFFLUENT MAN  
I think you should leave.

His stare is even and condescending. Aaron moves slowly away, still feeling the affluent man's stare on him. He hurries off past #438, stops at #439 and raps softly.

He hears #437 shut, and looks over to see the door close. He breathes a sigh of relief, but suddenly #439 opens, revealing MR. DENTON.

MR. DENTON

Hello.

AARON

Hi, sir. Have you accepted Jesus Christ as your personal savior?

MR. DENTON

Oh, I have! Come in, come in!

He nearly embraces Aaron as he pulls him in.

INT. ABINGTON APARTMENTS - LOBBY - SIMULTANEOUS

As Mr. Soberin walks out of the apartment, REVEAL Tracy watching him go and then turning to walk upstairs.

INT. ABINGTON APARTMENTS - HALLWAY - LATER

Aaron leaves Mr. Denton's apartment nibbling meekly on a cookie.

MR. DENTON

Take care, Jonathan. Spread the word!

Tracy appears at the end of the hallway. She sees Aaron and quickens her pace.

TRACY

What are you doing up here?

Aaron is caught. He has nothing to say.

TRACY (CONT'D)

Look, I don't think you're really trying to rent an apartment. So why don't you just tell me what's going on before I call my boss up here.

AARON

I'm doing some investigating.

TRACY

What kind of investigating?



AARON  
There was a murder up here. I saw  
it.

Tracy looks at him incredulously, then turns to leave.

TRACY  
You should get out of here.

AARON  
Tracy! Wait-

She whirls back around.

TRACY  
How do you know my name?

AARON  
I overheard it.

She examines him. Aaron indicates #437.

AARON (CONT'D)  
Look, if you get me into this  
apartments I can prove it to you.

TRACY  
Why should I?

Aaron puts his hands up innocently.

AARON  
I'm not dangerous. I'm just an old  
man with nothing better to do.

Tracy does a bad job at masking a smile.

She is about to respond when the handle to #437 begins to  
TURN.

The door opens and Aaron comes face-to-face with

INT. APARTMENT 438 - CONTINUOUS

TRACY  
I don't know why I'm so scared.

The apartment appears unoccupied. Aaron indicates for her to  
keep her voice down. Throughout this short scene he watches  
Tracy with a gentle curiosity, trying to hide it from her.  
He walks directly to the window and looks down at his  
apartment across the street.

FLASHBACK: AARON WATCHES THE MURDER.

TRACY  
(whispers)  
Where's this proof?

AARON  
I'm not exactly sure yet.

TRACY  
I thought you said it was the other  
apartment.

AARON  
It can't be. If the woman living  
there is missing it should be  
empty. This is the only empty one.

He points to his apartment across the street.

AARON (CONT'D)  
Plus, that's my apartment right  
there.

Aaron accidentally knocks a blue vase off the table catching  
it just in time. Letting out a deep breath he places it back  
on the table by the window. Tracy shakes her head at him.

TRACY  
Why are you so interested? You  
don't even know them.

AARON  
It's still a person. A person in  
an apartment by a window. Just  
like me and you.

Something about the window catches Aaron's eye and he  
examines it closely. He sees a HANDPRINT. He looks back out  
at his apartment.

AARON (CONT'D)  
Come and look at this.

Tracy walks over. He shows her the handprint.

TRACY  
Bad housecleaning?

Aaron gives a wry smile.

AARON  
I think we call this a clue.

She smiles at him. Aaron looks out the window and can see into Danny' apartment. A FIGURE is bent over the nightstand.

Aaron looks closer. Tracy joins him and looks out.

TRACY  
What?

AARON  
That's Danny' apartment.

TRACY  
So?

AARON  
That's not Danny.

They both look out. The Figure stands. It might be a woman. Aaron turns to run out.

TRACY  
Where are you going?

AARON  
Something's going on!

He races down the hallway. Tracy stands, confused. She looks out the window and down as Aaron races across the street. She watches as he is stopped by someone.

CUT TO:

EXT. MONROE APARTMENTS - CONTINUOUS

Aaron is stopped by Neeve.

AARON  
Let me go!

NEEVE  
I told you to stay away.

INT. POLICE STATION - NIGHT

Aaron sits in the interrogation room again, this time surrounded by Neeve, Sanderson, and Elster.

ELSTER

Carol Mackey - maybe the woman you saw, lived across the street from you - she's missing.

SANDERSON

Where'd you hide her, Lidell? Is she still in one piece?

NEEVE

A known peeping tom. Comes back to get a closer look. Last one to see her alive.

Aaron looks at them helplessly. Neeve opens the door:

NEEVE (CONT'D)

Get him out of here.

A POLICE OFFICER enters and pulls Aaron away. After he's gone:

SANDERSON

A bunch of tall tales. He's not our guy.

NEEVE

He called it in. He was in the room.

ELSTER

Carol Mackey's room was 437. Why would he be in 438? And the receptionist. Why would she be in there with him?

NEEVE

Maybe he knew we were coming. Throw us off the trail. Keep us off balance-QC.

ELSTER

There's no motive. We don't have enough to hold him.

INT. APARTMENT 218 - MORNING

Aaron, tired and disheveled enters his apartment. Satan comes up and sniffs disinterestedly at his shoes.

Aaron sees a message blinking on the answering machine and hits play:

MAGGIE (V.O.)

Aaron, it's Maggie. I talked to  
Abe and he gave me this number.  
Said you don't work in maintenance  
anymore.

(beat)

You should call me. It's the same  
number.

The phone clicks off. Aaron picks the dog up and walks over  
to the window. During the following conversations he  
intermittently touches up his sketch of the "murder," adding  
small details.

AARON

How did I get mixed up in this?

He looks down and sees Tracy finishing her cigarette again.  
He looks back across to the Abington Apartments.

AARON (CONT'D)

What am I supposed to do now?

Across the street MR. ROGERS, the wheelchair-bound man, rolls  
over to his window and looks out at Aaron.

MR. ROGERS

You should just talk to her, Aaron.  
She might understand.

AARON

She thinks I'm crazy. And I  
probably am. This whole thing is  
crazy.

The piano playing boy looks up from an intense number:

PIANO PLAYING BOY

You're too hard on yourself, Aaron.  
Go for it. You've waited long  
enough.

He goes back to playing a rousing number. A MATRONLY WOMAN  
takes a break from vacuuming a few floors above in the  
Abington Apartments, comes to her window and talks to Aaron:

MATRONLY WOMAN

We heard the murder, too, Aaron.  
Be yourself. She'll understand,  
and everything else will work  
itself out.

MR. ROGERS  
She's right.

PIANO PLAYING BOY  
She knows what she's talking about.

AARON  
Thanks, guys.

He looks back out. All the windows are empty.

INT. SLEEP LAB - NIGHT

Aaron sits at the desk, the monitors to his side. An open phone book is on the desk near him. An open soda can sits near the edge of the desk. He taps a pencil against his leg and appears to be deep in thought. Lola sleeps in monitor two. Aaron looks closely at the phone book. He slides his chair down the length of the desk and picks up the phone. He puts it down. He takes a breath. He picks up the phone again. As he dials:

AARON  
(to Lola on monitor)  
Don't keep me up tonight.

CUT TO:

INT. ABINGTON APARTMENTS - LOBBY - CONTINUOUS

Tracy is at the front desk, filling in some paperwork. The phone rings. It is the only noise in the lobby, and it is loud. Tracy picks it up.

TRACY  
Abington Apartments.

AARON  
Tracy?

TRACY  
Yes?

AARON  
This is Aaron. Please don't hang up.  
(beat)  
Tracy?

INTERCUT SLEEP LAB/ABINGTON APARTMENTS

TRACY

I'm here.

AARON

Look, I know this is all crazy.  
But I wasn't lying to you.

Tracy looks around the lobby.

TRACY

What happened? How did the cops  
know you?

AARON

It was a set-up. The cops are using  
me. They thought I could lead them  
to something.

Tracy smiles.

TRACY

I don't know if I can see a felon,  
Aaron.

AARON

(smiles)

Can you do an innocent man a favor?

On monitor one the subject gives him the "thumbs up." Aaron  
gives it back.

TRACY

An innocent man, sure—

AARON

You can trust me.

TRACY

I've heard that before. What do  
you want?

AARON

Do you have access to the  
surveillance tapes at the building?

TRACY

Not legally.

AARON

The morning of the 21st?

TRACY

Aaron, I need to think—

Suddenly the elevator in the Abington Apartments "dings." It opens, but no one steps out. Tracy stares.

TRACY (CONT'D)  
The night can be really creepy.

On monitor one in the sleep lab a patient's entire body suddenly jerks. He coughs very loudly and rolls over.

AARON  
The perpetual night shift.

Footsteps echo in the distance of the Abington Apartments. The elevator door closes loudly. A CLOSEUP on a sleep lab monitor (unclear which one) shows a patient get out of bed. Aaron does not see this.

TRACY  
What time are you on until at  
the...?

Another sleep lab subject, whom Aaron cannot see, gets out of bed.

Tracy sees the shadow of a FIGURE on the wall near the elevators.

AARON  
The sleep lab. Seven. What about  
you?

Reveal the monitors behind Aaron. Beds one and two are empty.

In the Abington Apartments the elevator door opens again. Mr. Soberin gets out. Tracy squints and leans forward during:

TRACY  
Six. Or whenever Franz gets here.

She is concentrating more on Soberin than on their conversation.

TRACY (CONT'D)  
I think my boss is here.

AARON  
A bit late, isn't it?

CUT TO/INTERCUT WITH:

A sleep lab patient door opens and a pair of feet walk out.



TRACY

It is. Somehow I'd feel safer if I was alone.

She hears muffled voices. Looks closer but only sees what appears to be shoulders. And hands. An exchange is being made. Money?

TRACY (CONT'D)

Does your sleep lab feel safe?  
Surrounded by sleep everywhere, but none of it for you.

The figure in the hallway creeps closer.

AARON

There's nothing safer than sleep.

Tracy stares closer at the exchange.

AARON (CONT'D)

It's when you're awake that things start getting....blurry.

The door behind Aaron begins to slowly open. He remains unaware.

TRACY

Yeah I think that-

Suddenly a head pops out from around the corner near the elevators at the Abington Apartments. It's Neeve! He stares directly at Tracy as though he knew she has been watching! Tracy starts!

At the same time a hand lands on Aaron's shoulder! He jumps into a CATAPLEXY ATTACK. He sits dumbly. On the phone:

TRACY (CONT'D)

Hello? Aaron?

Reveal Lola standing behind him. She shakes his shoulder.

LOLA

Hello?

TRACY

Hello?

LOLA

Are you okay?

TRACY

Who is this? What's going on?

Lola hangs the phone up. Aaron snaps out of it. He looks up at Lola.

AARON

What's going on?

LOLA

I surprised you, I think. Does that always happen?

Aaron is red-faced. He looks away.

LOLA (CONT'D)

I hung up on her.

On the monitors the patient from room one returns to bed from the bathroom.

LOLA (CONT'D)

I can't sleep.

He wheels his chair to face Lola directly and gets up. Lola is looking at him, but also stealing glances around the room. Taking it all in.

LOLA (CONT'D)

This is where the magic happens?  
The man behind the curtain.

Aaron looks around the office helplessly.

AARON

I'm the guy you can hear but can't see. Until now.

Lola takes a step into the office, looking at the desk rather than at Aaron.

LOLA

Happen to have a dry martini lying around?

Aaron looks around again. So does Lola.

AARON

I don't- well, there's some milk.

LOLA

Milk will do.

Aaron gets a container of milk from the small refrigerator against the side wall and finds a questionably clean cup. He pours her some. She picks up the can of soda near the edge of the desk and indicates it while Aaron hands her the milk.

LOLA (CONT'D)

This stuff will keep you up.

Aaron notices the remnants of a small bruise, almost gone, on her right wrist.

AARON

What happened there?

LOLA

Oh. Nothing. I took care of it.  
Thanks for the milk.

She turns around and leaves. Aaron absently replaces the top of the container and returns to his desk. On the monitor, Lola settles comfortable into bed.

CUT TO:

INT. ABINGTON APARTMENTS - LOBBY - CONTINUOUS

Tracy sits at the desk. Soberin is now at the far end of the desk sorting through some papers. They are not talking, though Tracy is painfully and nervously aware of his presence. The phone rings and Tracy jumps! She answers it quickly, almost gratefully. Soberin looks at her as he stands to leave.

TRACY

Hello, Abington Apartments.

AARON

(through phone)

Hi, I'm sorry about that.

TRACY

What happened?

AARON

One of the patients came in. She surprised me and I have this...thing. Sometimes when I get really excited or nervous I just kind of black out. Everything goes dark. I'm sorry.

TRACY

You shouldn't apologize for that.  
It must be hard.

AARON

It's made some things difficult.  
My wife might say something worse  
than that.

TRACY

You're married?

AARON

No. I should say my ex-wife.  
(beat)  
Are you?

TRACY

No. My mom always tells me that  
I'm lucky that I'm not. She thinks  
that men are irresponsible.

AARON

Some are just unlucky.

TRACY

My dad apparently forgot to watch  
me all the time when I was little  
and I almost got hit by a car once.  
I don't remember it. Or him very  
much.

AARON

I'm sorry.

TRACY

Thanks. I don't know if I am.  
(beat)  
I'll talk to you soon, Aaron.

AARON

Goodnight.

She hangs up the phone.

INT. APARTMENT 218 - MORNING

Aaron stands by the window. He is making a new sketch. We cannot see it. Around him are WALLPAPER MEN, putting up a new pattern of impressionist blue and violet flowers. WALLPAPER MAN 1 starts to infringe on Aaron's space and Aaron moves out of the way.

WALLPAPER MAN 1  
Sorry, Picasso.

Aaron watches as Wallpaper Man 1 wallpapers over his sketches. We still cannot see what his latest sketch is.

WALLPAPER MAN 2  
Harry, we're waiting on you.

Wallpaper Man 1/Harry slaps a final sloppy paste onto the strip of wallpaper covering the critical sketches, takes his stuff and leaves.

Aaron is alone in the room. A very small, almost imperceptible corner of the wallpaper covering the sketches peels down.

INT. APARTMENT 218 - EVENING

Aaron sits in the newly wallpapered apartment by the window staring out across the street to the "murder apartment". Satan looks from the window to Aaron. Aaron hears a noise in the hallway and jumps up. He looks through the peephole and sees SOMEONE leave Danny's apartment. Aaron waits and then follows.

EXT. THE GALLERY - CONTINUOUS

Aaron's target enters The Gallery. Aaron looks up at the flashing sign, which showers him in a vague luminance as a light rain falls.

INT. THE GALLERY - LATER

Aaron enters The Gallery. A SMOKY VOICED WOMAN sings soft jazz onstage, backed up by a four-piece ensemble. The place is dark and softly lit. Aaron's attention is completely on the smoky voiced woman, who slowly begins to strip out of her slinky black dress as she breathes the melody.

Among the waitresses is the young attractive woman from the Abington Apartments earlier.

Aaron walks to an unoccupied table and sits down. He looks over and Lola, walking out from behind a curtain in the back. Lola sees him and raises her glass in his direction. He looks over his shoulder, sees no one immediately there, and manages an awkward nod back. Lola walks over to him.

LOLA  
Thanks for the drink. Again.

AARON  
You- you're welcome.

LOLA  
So this is where you come when you  
aren't watching me sleep?

AARON  
But you're the one behind the  
curtains now.

She smiles.

AARON (CONT'D)  
Aaron.

LOLA  
Lola.

AARON  
No. Are you sure?

LOLA  
Sure! Shouldn't you be working?

AARON  
Tuesday is my night off.

LOLA  
Some coincidence, huh?

AARON  
What about you? Why are you  
sleeping at my place?

LOLA  
Money for nothing. You know I make  
more at the hospital sleeping than  
I do here on a bad night?

AARON  
I guess I'm on the wrong side of  
the glass.  
(looking around)  
You must get a lot of creeps in  
here; ever have any trouble?

LOLA  
Nothing to worry about in here. We  
have, well, watchful eyes.

Aaron squirms a little. She indicates the bouncers.

LOLA (CONT'D)

Though I am worried about my friend-

Lola is cut off by the EMCEE onstage.

EMCEE

Gentlemen and gentlemen. Please  
inch your chairs a little closer to  
the stage. Finish off that drink  
and order another. Loosen your  
ties and get ready for the  
delicious

(whispers, dramatic)

Lola Barr...

LOLA

Don't go anywhere.

Lola glides to the stage as the band starts playing a slow jazzy number. The spotlight switches on, basking her in an ethereal greenish glow. She hugs the microphone, sings softly, and lowers the straps on her dress. She sings directly to Aaron. Aaron is entranced.

INT. APARTMENT 218 - NIGHT

Aaron and Lola enter the room.

LOLA

Nice place.

Satan comes out of the back room and runs up to Lola. She leans down and pets the dog vigorously as it jumps up to kiss her face.

LOLA (CONT'D)

How you doing you little devil?

She looks up at Aaron.

LOLA (CONT'D)

Dogs love me. He's so cute.

She walks over to the window as Aaron takes her coat. The window is open and noise from outside comes in.

LOLA (CONT'D)

I have a friend that lives over  
there.

She indicates the Abington Apartments and stares out the window as if mesmerized.

LOLA (CONT'D)

My friend - she's missing and I've been worried sick about her.

AARON

Do you know which apartment was hers?

LOLA

I don't know. She was on the fourth floor.

(beat)

I work with her but...

AARON

What is it?

LOLA

I'm worried my boss might have wanted her, well wanted her dead.

AARON

What? Why?

LOLA

They had a...falling out. It's a long story.

AARON

And you think she was murdered?

The night is quiet now.

LOLA

I don't know.

(beat)

It's like an ant farm. An electric ant farm.

In the Abington Apartments a few spotted windows are lit. A man in one window brushes his teeth. Someone leaves from the main entrance. Another person moves from one room, shuts the light, turns the light on in another room. Aaron leans in closer to her.

AARON

(trying to contain his excitement)

Who's your boss?



LOLA  
Her name was Carol.

AARON  
Is it Danny?  
(beat)  
What's your boss's name?

Aaron's face is right next to hers. Lola turns away from the window, staring directly into Aaron's eyes.

LOLA  
It's Lynn.

She kisses him. Aaron's eyes are wide at first as he registers the information, and then they slowly close as he accepts the kiss. Lola pulls away slowly.

LOLA (CONT'D)  
I should go.

AARON  
It- it's late. You could stay  
here.

She gives him a look.

AARON (CONT'D)  
I didn't mean that. Take my bed.  
I'll stay on the couch.  
(beat)  
Come on. I swear I won't watch  
you.

DISSOLVE TO:

INT. APARTMENT 218 - LATER

Lola sleeps fully clothed in Aaron's bed. Aaron sits by the window staring across at the Abington Apartments.

ANGLE ON the Abington Apartments. Mr. Rogers sticks his head out the window. He motions for Aaron to lean forward. Aaron leans out the window:

MR. ROGERS  
The plot thickens. She's not bad  
looking either.

AARON  
It's not like that.

MR. ROGERS

Sure. She just comes over to your place and sleeps over. Not like that at all.

A light goes on in Mr. Rogers' apartment.

MR. ROGERS (CONT'D)

Gotta go. But something's definitely going on next door to you.

Lola rolls over.

LOLA

What'd you say?

AARON

Nothing. Sorry if I woke you.

EXT. MONROE APARTMENTS - MORNING

Aaron walks to the front door of the building with Lola. Tracy, walking in to work at the Abington Apartments watches as Lola leaves. Tracy detours and follows Lola.

INT. APARTMENT 218 - MORNING

Aaron sleepily puts a pot of tea on the stove. He sits and looks across the street at the apartment. He sees a hand on the window. Alarmed, he looks closer. A CHILD peers out the window, his handprint the one on the window. A MAID pulls her child from the window and cleans the glass. Aaron sees the blue vase on the table next to the child. He looks to the apartment next door. It is the "murder" apartment. 438 is the wrong apartment.

AARON

It was the wrong apartment.

He stares out the window.

PIANO PLAYING BOY

It sure was.

INT. MONROE APARTMENTS/APARTMENT 217 - EVENING

Aaron leaves his apartment. Danny's door is still open. Aaron knocks timidly. Nothing. He peers in.

AARON

Danny?

No answer.

AARON (CONT'D)

Your door's open.

Still nothing. Aaron pushes inside. He fumbles for a light. Finds it. The room is hardly lived in. Only a few articles of clothing and a suitcase give Danny's presence away.

Aaron is about to leave when he spots something on the bedside table. He approaches but jumps back in shock when he sees that it's a SEVERED FINGER. A FLY lands on the tip. He closes his eyes and turns away, trying to control his breathing to avoid a cataplexy attack. Being careful not to touch anything he backs out, leaving the door still slightly ajar and walks off.

EXT. THE GALLERY - CONTINUOUS

Lola enters The Gallery. Tracy watches her from across the street.

INT. ABINGTON APARTMENTS - LOBBY - A SHORT TIME LATER

Aaron walks into the lobby and to the desk. Tracy stands, as if she just arrived, speaking with Mr. Soberin behind her.

MR. SOBERIN

We cannot have late workers. If you decide to come to work whenever it suits you we will have no one to watch the front desk.

He marches off. Tracy recognizes Aaron.

AARON

Tracy. Hi.

(beat)

Listen. I need your help.

TRACY

Hey, what if you're a killer? They say serial killers are always the loner-types. Enticing innocent young girls...

AARON

This is serious. I need to get in there. To the apartment.

TRACY

Look I can't just give you the key..

She shifts her eyes and head slightly over to indicate Mr. Soberin, who is now very aware of their conversation. She leans in:

TRACY (CONT'D)

Are you working tonight?

Aaron shakes his head "no."

TRACY (CONT'D)

I'm off at 10. Why don't you wait for me outside?

INT. APARTMENT 218 - LATER

Aaron gets dressed by the window. A few boxes full of things lay about. Satan is flopped out on the floor, his eyes sadly watching Aaron's every move. Aaron rubs the dog's head lovingly. As Aaron looks out at the murder apartment we:

INT. APARTMENT 437 - FLASHBACK/MONTAGE

The door opens. A foot enters. A man's shoe. A POV moving towards the window, where Carol Mackey sits. REVEAL Danny. Danny pulls the blind shut as Aaron looks out from across the street.

Repeat the same montage with Lola, Elster, Tracy, Soberin, Neeve, and finally with Aaron himself.

EXT. MONROE APARTMENTS - EVENING

Aaron walks out of his apartment building holding bags and a suitcase, and walks off.

INT. HOSPITAL - MAINTENANCE OFFICE - CONTINUOUS

Aaron stands outside the office door, knocking. It opens revealing ABE MITCHELL.

AARON  
Got anything open, Abe?

Abe looks down the hall. It's empty.

INT. SMALL HOSPITAL ROOM - CONTINUOUS

Aaron is opening his suitcase on the bed of the empty room.

ABE  
Should be all yours for the next  
three days. Hope that's enough  
time for you.

AARON  
Thanks. I owe you one.

ABE  
You owe me about thirty at this  
point.

Aaron continues unpacking. He looks up and sees Abe staring at him.

ABE (CONT'D)  
Your wife called me.

AARON  
She's not my wife anymore.

ABE  
Okay, Maggie called me.

Aaron extends his hand to Abe.

AARON  
Thanks again, Abe. I really do owe  
you one.

Abe sighs and walks off.

INT. ABINGTON APARTMENTS - EVENING

Tracy gets up from the desk as Franz approaches.

FRANZ  
Quittin' time.

Tracy smiles at him as she hurriedly grabs her things.

FRANZ (CONT'D)  
Hot date tonight?

TRACY  
Something like that.

FRANZ  
Don't break any hearts.

TRACY  
I'll do my best.

EXT. ABINGTON APARTMENTS - SIMULTANEOUS

Aaron stands outside, in his earlier voyeuristic locale, watching the exchange between Tracy and Franz. Tracy comes out and looks around for him. Aaron watches her for a second before waving. She walks over.

AARON  
What's your plan?

Tracy holds up a set of keys. Aaron shakes his head.

AARON (CONT'D)  
Look, I don't want to get you into any trouble.

TRACY  
I could use some trouble.

She smiles and takes his hand as they walk around the Abington Apartments to the side.

EXT. ABINGTON APARTMENTS - SIDE ENTRANCE - CONTINUOUS

A small side door. Tracy unlocks it and they enter.

TRACY  
Follow my lead. There are security cameras all over this place. You have to walk just the right way to be out of their sight.

She proceeds to walk somewhat circuitously down the hall and along the wall.

INT. ABINGTON APARTMENTS - 4TH FLOOR - CONTINUOUS

Tracy walks more boldly down this hallway. Aaron still creeps to avoid the cameras behind her.

TRACY

No cameras on this floor.

Aaron catches up. They stop in front of 437. Silently, Aaron puts his ear to the door.

AARON

There's someone in there again!

He bends down to see if he can peer through the keyhole. His view, though narrow, reveals what appears to be a great PAIR OF LEGS.

AARON (CONT'D)

Go in that one again.

He indicates 438. Tracy opens the door and they stand just inside the room with the door partially open. The door to 437 opens. They hear a seductive FEMALE VOICE and an older MALE VOICE

FEMALE VOICE (O.S.)

Are you going to come see me next week?

MALE VOICE (O.S.)

Wouldn't miss it for the world.

Aaron peers out of 438 and sees the owners of the voices, with their backs to him, just leaving 437. From the back they look how their voices sound - a YOUNG, LEGGY FEMALE, and an OLD, HUNCHED MAN.

Tracy shifts her weight and the floor CREAKS. Aaron and Tracy freeze. Down the hall the couple FREEZES. They look back. The hallway behind them is empty.

INT. APARTMENT 437 - CONTINUOUS

Tracy and Aaron are now in the apartment.

TRACY

Who were they?

AARON

Temporary residents, I think.

He looks around, out the window, under the bed, etc.

INT. ABINGTON APARTMENTS - 4TH FLOOR - SIMULTANEOUS

The elevator climbs up to 4. The door "dings" and opens.

INT. APARTMENT 437 - SIMULTANEOUS

Aaron and Tracy both stop at the "ding." They continue to search, now more rapidly and quietly. They open the closet - all women's clothes. Some very risque outfits. They stop again. Footsteps sound down the hall.

AARON

In the closet.

Tracy enters. Aaron closes the door in front of her.

TRACY

Aaron-

He shushes her. There is a knock at the door. Aaron straightens himself out and opens the door revealing Mr. Soberin, who looks confused and suspicious. Behind him is the young, leggy female - ABBY.

MR. SOBERIN

I didn't realize...anyone was here.

AARON

I should have said something. This is my first time. This is okay?

Soberin nods slowly and looks into the room.

AARON (CONT'D)

Neeve told me about it.

This seems to relax Soberin at least a bit.

AARON (CONT'D)

Is that-?

He indicates Abby. Soberin looks back at Abby, who shrugs. She enters. Soberin closes the door and leaves.

Abby is clearly comfortable in the room. She immediately walks to the closet.

AARON (CONT'D)

No need.



She stops.

AARON (CONT'D)  
I like what you're wearing now.

ABBY  
Not a clothes guy?

Aaron shakes his head. He stands by the bed, while Abby sits on it.

ABBY (CONT'D)  
So what's your game then? You're  
the old, shy, first timer? I'm the  
seasoned vet?

AARON  
Something like that.

Tracy watches from the closet as Abby lies back on the bed.

ABBY  
Too shy to help a girl with her  
zipper?

She turns around, back to Aaron, who gingerly undoes the zipper, clearly looking for a way out.

AARON  
Carol not working here anymore?

Abby stops and turns around, her dress half down past her shoulders.

ABBY  
You know Carol?

AARON  
I lived across the hall from her  
once.

ABBY  
Poor Carol.

AARON  
What happened?

Abby now continues undressing as she speaks.

ABBY  
Don't know. The Mrs. isn't very  
happy though. They were close.

Abby is in her underwear, stripping off stockings. Aaron stops her.

AARON

My turn.

She pulls at his belt. He stops her again.

AARON (CONT'D)

Close your eyes.

She looks at him suspiciously.

ABBY

No funny stuff. We don't do tying up, whipping, or anything like that.

AARON

I'm shy, remember?

She closes her eyes. Aaron motions for Tracy and starts fumbling with his clothes, making enough noise to cover Tracy's exit and to make it believable that he is taking his clothes off. Tracy exits and to cover the sound of the door closing:

AARON (CONT'D)

Uh-oh.

Abby's eyes flutter open. Aaron looks down at his crotch.

AARON (CONT'D)

I might be too shy.

Abby looks.

ABBY

I can help you with that.

She moves closer but Aaron stops her, zipping up.

AARON

No. Not like that. It's no good...

Abby flops back on the bed, searching for her dress.

ABBY

Alright, first timer.

She dresses.

AARON  
How much...?

ABBY  
To watch a girl get undressed? Why  
don't you keep your money and ask  
for me next time when you get a  
little confidence? Abby.

AARON  
Abby.

INT. ABINGTON APARTMENTS - FOURTH FLOOR - CONTINUOUS

Aaron starts walking down the hallway. He sees Mr.  
Wainwright walk down the hall, in his sleep lab clothes.

AARON  
Mr. Wainwright?

He walks after him and then suddenly pauses as he hears  
footsteps echoing behind him. The footsteps also pause.

AARON (CONT'D)  
Tracy?

No answer. He starts walking slowly, and hears the footsteps  
also begin to echo again, slowly. He walks faster. The  
footsteps echo more quickly. He pauses. The footsteps pause  
again. He runs and the footsteps run as though he is being  
chased. Aaron runs down the hallway the opposite way.

EXT. ABINGTON APARTMENTS - CONTINUOUS

Aaron bursts out of the side exit door. He looks behind him  
but can't see anything. Inhaling deeply he suddenly has  
another CATAPLEXY ATTACK. The footsteps continue. Unable to  
move, the footsteps get closer and closer to the interior of  
the exit door.

Tracy grabs him and pulls him away.

The door opens and feet from an ANONYMOUS PERSON step  
outside. REVEAL Aaron and Tracy, on the ground behind a  
bush. All they are able to see are the shoes of the  
anonymous person. They are a distinct RED-BROWN color. The  
anonymous person walks back inside and closes the door.  
Aaron breathes a shaky sigh of relief.

They stand.

TRACY  
Well, it's been an interesting  
night.

Aaron smiles wryly.

AARON  
I think I got you involved in  
something here.

TRACY  
I think you did.

AARON  
You should forget about all of  
this. You're too young to be in  
this kind of mess.

TRACY  
The older you get the more trouble  
you get in?

AARON  
I think I've been pretty  
consistently in trouble my whole  
life.

Tracy smiles now.

TRACY  
Goodnight, Aaron.

She steps forward to kiss him. He turns his cheek to her.  
She kisses him lightly on the cheek, backs away, and studies  
him, unembarrassed.

TRACY (CONT'D)  
Goodnight.

Both go their separate ways.

EXT. SIDEWALK - CONTINUOUS

Aaron walks along, taking his time.

EXT. SIDEWALK - ELSEWHERE - SIMULTANEOUS

Tracy walks along hurriedly.

EXT. NEARING THE GALLERY - SIMULTANEOUS

Aaron and Tracy bump into each other.

TRACY  
Oh, hi.

AARON  
Hi again.

TRACY  
Where you headed?

AARON  
I was, uh, going to get a  
newspaper.

He indicates a small corner store across the street.

AARON (CONT'D)  
And yourself?

TRACY  
I was walking my dog.

Aaron looks down at her lack of a dog. Tracy realizes the stupidity of her statement.

TRACY (CONT'D)  
I was going home to get my dog.

Aaron nods.

TRACY (CONT'D)  
Well, goodnight again.

AARON  
Yep, see you around.

Aaron walks across the street. Tracy follows him. They smile awkwardly at having already said their goodbyes despite still walking together.

TRACY  
This is awkward.

Aaron points at the corner store and heads in.

## INT. CORNER STORE - CONTINUOUS

Aaron walks down an aisle. Suddenly Mr. Wainwright from the sleep lab walks behind him. Aaron whirls around but sees no one. He walks to the aisle over and peers around the corner. No one.

## INT. THE GALLERY - CONTINUOUS

Tracy enters The Gallery. She sits back at the bar and watches the jazz band play a slow tune. The stage is empty otherwise.

BARTENDER (O.S.)  
What'll it be, miss?

TRACY  
Gin and tonic please.

The bartender pours one for her as the emcee approaches the stage.

EMCEE  
Gentlemen and you few lucky ladies...  
Crunch those last ice cubes, comb  
your hair and touch up your  
lipstick...

He indicates a woman in the crowd, which gets a small laugh.

EMCEE (CONT'D)  
...put your cell phones on vibrate,  
and put your hands together for  
the enigma...  
(dramatic pause)  
The Black Dahlia...

The BLACK DAHLIA (tall, dark haired) comes on stage and sits with her legs wrapped around the back of a chair, facing the audience. The jazz band strikes up a sultry tune, and the Black Dahlia begins a comparable song while weaving her legs in, behind, and around the chair-back.

## EXT. GALLERY - SIMULTANEOUS

Aaron approaches the Gallery. As he walks past an alley a SHADOWY FIGURE suddenly grabs him and pulls him into an alley. A knife presses up against Aaron's neck and gleams in the darkness. The shadowy figure whispers in Aaron's ear.

SHADOWY FIGURE  
Sniff somewhere else, mutt.

Aaron struggles in vain and the knife traces a small thin line on his neck, letting out a drop of blood. Aaron freezes and he is suddenly HIT from behind. He falls forward. He looks up and sees a SECOND DARK FIGURE leaning up against the alley wall watching. The second dark figure pulls out a cigarette and strikes a match. He brings the match to his face, and just before Aaron can see any features Neeve's face looms in, blocking Aaron's view.

SHADOWY FIGURE/NEEVE  
This isn't your day doggie. You  
got off easy twice now. Don't make  
me come back a third time.

Neeve gives Aaron's nose a thumb and gets up. Aaron strains to see the second dark figure, but can only see the glowing red ember of the cigarette.

INT. THE GALLERY - SIMULTANEOUS

Tracy catches sight of Lola walking into the back. Tracy turns quickly back to the bar.

TRACY  
How much do I owe you?

BARTENDER  
Eight dollars, ma'am.

Tracy drops a credit card on the bar.

TRACY  
Keep it open, please.

She walks casually off in Lola's direction.

INT. THE GALLERY - CONTINUOUS

Aaron enters the bar, holding a handkerchief to his cuts and bruises. He watches the Black Dahlia's performance unimpressed, finds a small table and sits by himself.

INT. THE GALLERY - BACK AREA - CONTINUOUS

Tracy sneaks back. Neeve comes in a back door behind the SECOND DARK FIGURE, still unseen.

## SECOND DARK FIGURE

What the fuck is this?

Tracy squints. Neeve has handed the Second Dark Figure the SEVERED FINGER. The Second Dark Figure walks into a back room. Neeve stands in the doorway.

## NEEVE

It's his. He must still be alive.  
Blackmail.

## WOMAN'S VOICE (O.S.)

You're back at the right time,  
Lynn.

## SECOND DARK FIGURE

Find him. And find out who's doing  
this and what they want. This  
other guy - he's a waste of time.  
A fucking loser. You're in deep  
with us now, Neeve. Don't let it  
get any stickier. We're almost  
there.

Neeve nods. He looks over and sees Tracy, who is pretending to be busy looking in her purse.

## CUT TO:

The Black Dahlia finishes off her set. Aaron's applause is far less enthusiastic than those surrounding him.

The young leggy female from the Abington Apartments earlier is among the waitresses.

He looks up and is surprised to see Tracy walking out of the back. Unable to ignore him, Tracy walks over, an awkward, guilty look on her face.

## TRACY

Hi.

The Black Dahlia, scantily clad, walks between them. Aaron's face reddens.

## AARON

Hi.

## TRACY

Any good headlines?



AARON  
War, murder, too depressing for me.  
Did your dog run away?

TRACY  
He's sniffing around.

She pulls up a chair. They look up and begin to speak at the same time--

AARON  
So do you come-

TRACY  
What happened-

Tracy tries again.

TRACY (CONT'D)  
Interesting place.

AARON  
Ever been here before?

TRACY  
(too quickly)  
No. My first time. It's not  
really...my kind of place.

A PLATINUM BLOND waitress approaches their table.

PLATINUM BLOND  
Would you like another drink ma'am,  
or did you want to close your tab?

Aaron half-smiles.

TRACY  
(flustered)  
Um yes...another gin and tonic and...

AARON  
Whiskey and coke, please.

TRACY  
What about you?

When she leaves Tracy looks back, still inquisitive, to Aaron.

AARON  
I kind of know someone here.

Tracy points questioningly to the stage.

AARON (CONT'D)

She's a-

He stops short as Lola walks out from the back, from the same direction as Tracy earlier. Tracy catches his stare and looks over at her and then back at Aaron.

AARON (CONT'D)

She's a performer.

TRACY

So I see. Did you find what you needed to find in the apartment?

Before Aaron can answer:

EMCEE

Gentlemen and the rest of you...We have a special treat for you today...An act never before seen...So...

Tracy looks to Aaron who is staring at Lola as she walks backstage.

EMCEE (CONT'D)

Please wipe the sweat from your brow... Put those pictures of your loved one back in your wallet...

Elster stands to the side, staring at Aaron.

EMCEE (CONT'D)

Crack your knuckles and wet your lips...

Neeve also stands to the side, surveying the action.

EMCEE (CONT'D)

...and prepare for the pure poetry of...the inimitable...

The emcee pauses dramatically.

EMCEE (CONT'D)

Officer Barr.

The spotlight reveals a man in a policeman's uniform, hat brim pulled low, swinging his baton to the seductive, beat music. Aaron is strangely attentive. The cop looks a bit like Elster.

The cop approaches a group of prostitutes, pantomimes threatening them, shooing them off their stage corner. Instead of complying they turn on him.

The prostitutes and cop engage in a highly stylized choreographed fight sequence where they gradually overpower the cop and rip off his clothes revealing "him" to be a woman -- Lola, in fact. The audience applauds as Lola aggressively throws her hat off and the prostitutes fall away.

Dressed now in only a barely-there black dress, Lola slinks to the microphone. Aaron is entranced. The jazz band strikes up a few notes. Lola leans into the mic. Her BREATH ripples through the speakers.

CUT TO:

INT. SLEEP LAB - NIGHT

Aaron pays a PIZZA MAN and walks back to the office with the pizza in hand. He passes a room and peers in. He walks on.

ANGLE ON SLEEP LAB MONITOR: Lola, sleeping in bed, opens her eyes briefly and then closes them again.

Aaron enters the office and sits down. His suitcase and a few boxes lay behind him.

AARON  
(to the monitors)  
How we doing guys?

The subject on monitor 1 tosses and turns. The subject on monitor 2 is also restless. Lola, on monitor 3, sleeps still and soundly.

AARON (CONT'D)  
(to Lola/monitor 3)  
You look like you're barely  
breathing.

He takes a bite of pizza, and opens a can of soda. He ignores the other monitors and talks exclusively to Lola.

AARON (CONT'D)  
I went over to your friend Carol's  
place. Didn't find anything  
though. I hope she's okay.

BEAT

AARON (CONT'D)  
There's something that I know I  
saw, I just can't... What happened  
to Danny? This is bigger than me,  
isn't it?

BEAT

AARON (CONT'D)  
That's true. You and Tracy are  
different though. She's different.

He stops as if interrupted, and listens.

AARON (CONT'D)  
Really though...

He changes his voice to a teasing, suave tone.

AARON (CONT'D)  
...do you go home with every guy that  
you meet?

Aaron's phone rings.

AARON (CONT'D)  
Hello?

CUT TO:

Aaron opens the sleep lab main door. PULL BACK TO REVEAL  
Tracy holding takeout boxes.

TRACY  
Hope you didn't forget...

AARON  
(he forgot)  
No. C'mon.

TRACY  
It's spooky in here.

AARON  
You get used to it.

She looks at the doors and suddenly lowers her voice.

TRACY  
Are there people sleeping in there?

Aaron nods. They enter the office.

AARON

My home away from home...away from  
home. Grab a seat.

They sit in front of the monitors. Tracy looks at the bitten  
pizza and the box.

AARON (CONT'D)

Well maybe I forgot that dinner was  
involved...

DISSOLVE TO:

A black screen.

FEMALE VOICE

(hushed, dramatic)

I love you, George. I want to run  
away with you.

MALE VOICE

I'll take you away from this place.  
I promise.

Enter into a closeup of a female patient's face, asleep in  
bed, as seen on a monitor.

FEMALE VOICE

George...?

CUT TO a closeup of a male patient, asleep on another  
monitor. INTERCUT between these two.

MALE VOICE

Yes my love?

FEMALE VOICE

Take me on your plane. Fly me to  
Mexico.

MALE VOICE

(beat)

I will fly you to Mexico.

PULL BACK TO REVEAL Aaron and Tracy, still sitting in front  
of the monitors, the food all eaten. Tracy breaks into a  
grin and starts laughing.

TRACY

Quite a job for a peeping tom.  
Might as well get paid for it, huh?

Aaron smiles.

TRACY (CONT'D)  
I don't think I could sleep.  
Knowing that someone was watching  
me.

AARON  
Some of them can't sleep. That's  
why they're here. Look at this  
guy.

He points to monitor 1 and Tracy leans in to get a better  
look. Aaron leans in next to her.

AARON (CONT'D)  
He always pretends to sleep. I've  
seen him here before. It's like  
he's trying to will himself to  
dreamland. And this one

He points to the second monitor.

AARON (CONT'D)  
She has night terrors. Screams out  
of nowhere.

TRACY  
Do you like it?

AARON  
I've had worse jobs. Actually it's  
the only place where I can ever  
sleep. But don't tell anyone that.

Lola on monitor 3 inhales sharply and turns roughly.

AARON (CONT'D)  
(to monitor 3)  
Maybe you do have nightmares.

Aaron remembers himself and looks away, embarrassed.

TRACY  
Do you just talk to the monitors  
all the time? And they can't even  
respond. Isn't that kind of  
lonely?

AARON  
They respond to me sometimes.

TRACY

It's like they're somewhere else entirely.

She taps on the glass of one of the monitors.

TRACY (CONT'D)

But then, I guess they are.

(beat)

Wouldn't you rather talk to someone real?

Their eyes meet for a second. Aaron avoids her gaze.

AARON

I've never been very good with...people. With this condition I...I can't always talk.

TRACY

How long does it last.

AARON

Sometimes a few seconds, sometimes I'm not sure. Long enough. When I was younger I had one that lasted too long. I was watching my daughter and it happened. She was almost hit by a car because I was off somewhere in my head.

TRACY

Oh my god.

AARON

My wife - she didn't take that too well. And never did while she was still around after that. She said that I'd end up killing her daughter sooner or later.

Tracy is quiet.

AARON (CONT'D)

It's a curse, but you know, sometimes after I have an attack and I've been out in the dark, I just tell myself that I probably missed all these awful things going on in the world. And that maybe it really is a blessing to be able to truly get away.

TRACY

I think you're doing okay right now. You should stay in this world more often.

He lowers his eyes. When he raises them Tracy is right there. She attempts to kiss him. Aaron again turns just in time and she catches his cheek.

TRACY (CONT'D)

I'm sorry.

AARON

No, I am.

On monitor 3 Lola wakes up and reaches for the intercom.

LOLA

Hello? Are you there?

Aaron answers, his voice back to normal, businesslike.

AARON

Hi yes, yes. I'm here.

LOLA

I'm all tangled in these wire thingies.

AARON

Hold on Ms. Barr. I'll be right in.

He and Tracy both stand. The woman on monitor two suddenly SCREAMS. Tracy jumps and then looks at the monitor.

TRACY

I should go.

EXT. SLEEP LAB - HALLWAY - CONTINUOUS

They walk out.

AARON

Thanks for dinner.

TRACY

No problem. We should do it again sometime.

They stand awkwardly. The intercom suddenly buzzes from the office:



LOLA (OS)  
Hello?

TRACY  
I'll see you soon...

She walks off and out the sleep lab door. Aaron enters Lola's room. The main sleep lab door re-opens and a FIGURE enters.

INT. SLEEP LAB - LOLA'S ROOM - CONTINUOUS

Aaron enters the room.

LOLA  
I think one of the sensors fell off.

AARON  
No problem.

He switches on the light. Lola is wearing a tight-fitting undershirt and short shorts. Her sheets are only barely covering her. She looks great for having just woken up.

AARON (CONT'D)  
Which one is it?

She points to her neck. Aaron goes over and leans in close to her neck with the guilty sensor. He puts it back on.

AARON (CONT'D)  
There. All set.

He heads back to the door and is about to turn the light off when-

LOLA  
Wait!

He pauses.

LOLA (CONT'D)  
I need to use the bathroom.

She gets out of bed and walks to the bathroom, holding the stand to which the sensors are still attached, while Aaron stands at the light switch waiting. After less than a minute he hears the toilet flush and the water running. Lola comes out and gets back into bed.

LOLA (CONT'D)  
Okay. Thanks.

Aaron switches out the light.

LOLA (CONT'D)  
Goodnight.

Aaron closes the door.

INT. SLEEP LAB OFFICE - CONTINUOUS

Aaron sits back down at his desk.

AARON  
(to monitor 3)  
Sleep tight.

DISSOLVE TO:

INT. SLEEP LAB - LOLA'S ROOM - LATER

Lola breathes deeply. The door opens and Aaron enters. He approaches the bed and runs his hand under the sheets. Lola shivers. Aaron gently eases into bed next to her. Without even opening her eyes Lola turns to him and they begin kissing, aggressively, passionately.

Aaron rolls on top of her and they begin making love. Approaching climax Aaron has a CATAPLEXY ATTACK. His head collapses suddenly onto Lola's chest.

CUT TO:

INT. SLEEP LAB OFFICE - LATER

Aaron is asleep in front of the monitors. The coke can is spilled out in front of him. A loud BEEPING wakes him up suddenly. He hastily switches off the warning beeper and simultaneously fumbles for napkins to clean the spilled soda.

He looks at Lola's monitor and sees that she is not in bed. He switches on her intercom:

AARON  
Lola...  
(recovering a degree of  
professionalism)  
Ms. Barr, one of your sensors  
must have come off again. It's  
no big deal. I'll come in to fix  
it.

He begins to rise, then realizes he has an obvious erection and sits back down. Aaron takes some time to deflate and rearrange himself. When he is ready and Lola has yet to emerge from her bathroom he heads to her room.

INT. SLEEP LAB - LOLA'S ROOM - CONTINUOUS

Aaron enters.

AARON  
Ms. Barr?  
(beat)  
Lola?

He walks to the bathroom door and knocks softly.

AARON (CONT'D)  
Lola, are you all right in there?

No answer. He waits, and then opens the door to the bathroom. Empty. Still more puzzled than alarmed he looks out into the hallway. Empty. He walks back to the office.

INT. SLEEP LAB - OFFICE - CONTINUOUS

Aaron returns to the desk and stares at the monitors. The patients on monitors 1 and 2 now sleep soundly.

INT. APARTMENT 218 - SIMULTANEOUS

A FIGURE in full shadow enters APARTMENT 218.

INTERCUT SLEEP LAB AND APARTMENT 218

Aaron stops the tape that is recording Lola's room. He rewinds it.

The shadowed figure walks silently through APARTMENT 218 and towards the bedroom. As the figure passes the window the CAMERA LINGERS on the view of the Abington Apartments opposite.

The tape still rewinds over the image of an empty room.

The shadowed figure enters the bedroom.

Action finally occurs in REVERSE. Someone drags Lola into the room. Aaron stops the tape. He plays it forward and watches HIMSELF DRAG Lola's body out of the room.

The shadowed figure approaches the bed where someone is sleeping.

Aaron rewinds further and plays. He watches on tape as he enters Lola's room and smothers her with a pillow.

The shadowed figure smothers the sleeping person with a pillow.

Lola struggles and is still

The sleeping person in APARTMENT 218 struggles and is still.

END INTERCUT

INT. SLEEP LAB - OFFICE - CONTINUOUS

Aaron watches on the videotape as he pulls Lola out of bed and drags her offscreen.

He begins to panic. The subjects on the other two monitors remain asleep. Aaron notices his panic and struggles to control his breathing.

Aaron rewinds the tape again and watches it. He scrolls back on the heart-rate monitor. The readout seems normal, not the huge blocks indicating her panic, which he expected. He runs out of the office.

INT. SLEEP LAB - LOLA'S ROOM/HALLWAY - CONTINUOUS

Aaron goes into Lola's room. He checks the floor, under the bed, and the bathroom. He walks down the hall and looks around.

INT. SLEEP LAB - OFFICE - CONTINUOUS

Aaron rewinds the tape again, past the murder. Lola sleeps in bed. He keeps rewinding and watches in reverse as he helps her with her sensor and then she goes to the bathroom. He stops the tape.

Aaron carefully inches the tape just past the point of he and Lola walking offscreen as he went to the doorway and she to the bathroom. He notes the time to the second as 2:48:31. He switches to a live feed, showing the empty room. He changes the current time to 2:48:32 and presses RECORD. The tape picks up where it left off.

INT. SLEEP LAB - OFFICE - MORNING

Aaron sits at his desk. The time on monitor 3 has been reset to the proper time. WARRENS (mid-30s) enters.

WARRENS  
Graveyard shift's over. The  
undertaker can get some sleep.

Aaron attempts a smile. Warrens looks at the monitors.

WARRENS (CONT'D)  
Not a full house tonight?

AARON  
Started with one.

WARRENS  
Number three sleepwalk out of here?

AARON  
Just a rough sleeper, that's all.  
She calls over in the middle of the  
night and says she's having trouble  
breathing, like an asthma attack or  
something. Her EKG was all over  
the place.

WARRENS  
She okay?

AARON  
She was fine. I went in and  
unhooked her and she went home  
early.

WARRENS  
The tape's not running.

He looks accusingly to Aaron.

AARON  
It ran out. I just stopped it  
because no one was in three. I  
figured...

WARRENS  
It's no big deal, but for future  
reference always have a tape  
running, whether the room is  
occupied or not. It covers our ass  
in case of any legal issues.

AARON  
Sorry. Won't happen again.

WARRENS  
Not a big deal. Rookie mistake.

Aaron rises and Warrens takes his place.

WARRENS (CONT'D)  
Adios, cemetery man.

INT. BUS - LATER

Aaron looks out the window of a public bus. As they approach the Monroe Apartments he sees paramedics removing a body. He jumps up and runs to the front to the BUSDRIVER.

AARON  
Let me off here.

BUSDRIVER  
Next stop's Watson Rd, two blocks from here.

AARON  
Just let me off here! It's an emergency!

He says it with such conviction that the driver stops and Aaron bounds off and over to the PARAMEDICS.

AARON (CONT'D)  
What happened?

PARAMEDIC 1  
Guy was found dead in his bed.

AARON  
Where'd you guys get him from?

PARAMEDIC 2  
Like I said - we found him in his bed on the second floor. He wasn't going anywhere.

Aaron comes across an ELDERLY MAN smoking a cigarette by the front door of the Monroe Apartments.

AARON  
Do you live here?

The elderly man nods.

AARON (CONT'D)  
What happened?

The man responds in a barely audible rasp. He's obviously been smoking for too long.

ELDERLY MAN  
Dutch finally got it. Been here for years. In fact, I remember when he moved in.

He breaks up into a hacking cough, which he follows with a deep drag on his smoke.

ELDERLY MAN (CONT'D)  
They said he went quietly. Found him in bed, his little dog's collar sitting at his feet. Some of us could be so lucky.

AARON  
Satan...where's Satan?

The old man takes a break from his hacking.

ELDERLY MAN  
He's everywhere, son.

Aaron wanders away. He suddenly sees Mr. Wainwright from the sleep lab in a crowd. Mr. Wainwright motions for him to come over. Aaron spots Elster through the crowd. Aaron shakes his head "no." Mr Wainwright mouths "Come on." Aaron again says no, nodding to Elster. Mr. Wainwright shrugs and disappears into the crowd. Aaron moves away quickly.

INT. ABINGTON APARTMENTS - LOBBY - LATER

Aaron approaches Tracy's desk.

TRACY  
Aaron, what's going on?

AARON  
Listen. I'm in some serious trouble.

Tracy leans in to their usual whisper-range conversations.

AARON (CONT'D)  
That guy that died across the street-  
(MORE)

AARON (CONT'D)

(beat)

He was murdered.

TRACY

How do you know?

AARON

Because I think they meant to kill me.

Tracy leans back. She looks skeptical now.

AARON (CONT'D)

You don't believe me?

(beat)

I was housesitting for him and I saw the murder. Someone told me that her friend was the one that I saw get killed.

TRACY

Who told you that?

AARON

(stumbling)

A uh, a friend.

(beat)

Anyway, she said that her boss wanted to kill the girl who happened to live across the street from the apartment I was staying in-

TRACY

What do you mean the apartment you were staying in?

AARON

Don't you see? They know that I saw something. They came in intending to get me but-

TRACY

But they missed you?

AARON

And killed him instead.

TRACY

Who?

AARON

Dutch! He lived there!



TRACY  
Aaron, calm down.

She is genuinely concerned. Aaron looks frantically around the lobby.

AARON  
Mr. Wainwright was trying to show me something.

TRACY  
Who?

AARON  
Mr. Wainwright. Mr. Moyer. It's the same person.

His gaze lands on TWO MEN sitting on either side of a lobby bench so that they are back to back.

AARON (CONT'D)  
There!

He points the men out to Tracy.

AARON (CONT'D)  
Don't you see. They're in on it, too. See how they're talking without facing one another.

TRACY  
Aaron-

AARON  
It's a secret meeting of some sort. They're trying to hide that they're having a conversation.

Aaron stumbles backwards. He looks around the lobby.

AARON (CONT'D)  
Something's not right. Somebody's playing two sides.

Aaron turns and leaves and Tracy watches him go.

REVEAL a WOMAN stand up next to one of the two men. The other man hangs up a cell phone.

Tracy looks over to the security monitors. She sees Mr. Denton walk down the hall. She sees a GORGEOUS WOMAN walk down the steps. She looks to another monitor and sees Mr. Soberin walk down the hall.

She looks up into the lobby and sees the gorgeous woman enter and walk out. Mr. Soberin enters behind her a few seconds later. Tracy watches as the gorgeous woman HANDS Mr. Soberin something. Seated in the lobby is a BEAUTIFUL BRUNETTE with a small dog. She walks over to Mr. Soberin who hands her what he took from the first woman. The beautiful brunette walks to the stairs. A few seconds later a DISTINGUISHED ELDERLY MAN rises from the lobby and follows the beautiful brunette.

INT. SMALL HOSPITAL ROOM - LATER

Aaron packs his bag and to leave the room. As he does so the door opens and an OLD MAN IN A WHEELCHAIR is pushed into the room by a NURSE. The old man is on a ventilator. A SMALL GIRL walks alongside him holding his hand.

AARON

I'm sorry. I'm just leaving.

INT. SLEEP LAB - NIGHT

Aaron sits in front of the monitors. His head down. He's mournful, agitated.

AARON

I don't know what to do, Mr. Wainwright.

Mr. Wainwright on monitor 1 sleeps.

AARON (CONT'D)

Mr. Vargas? Any ideas? Should I call Tracy?

No answer from monitor 2.

AARON (CONT'D)

Nothing, no one?

Monitor 3 is also silent.

AARON (CONT'D)

Goddamn it! What are you guys good for?

(beat)

Ok. Fine.

Aaron steels himself and then suddenly whips his head around. He shakes his head violently. He jumps up and down. He holds his breath.

AARON (CONT'D)  
Come on, damnit!

He squeezes his eyes and screams! At the same time the patient on monitor 2 wakes up and looks around concerned.

All is suddenly silent. Aaron stands still. He looks around. A noise breaks the quiet. It sounds like an electric drill removing a screw. Aaron looks up. In the corner of the office a drill bit suddenly bursts through the wall. Plaster and paint begin to flake off. More drilling. Sounds of CRACKING.

One of the walls, suddenly comes tumbling down! Aaron jumps back. The wall behind the monitors also comes crashing down! The monitors spill everywhere. Three MASKED FIGURES run in and lift Aaron up, carrying him off.

CUT TO:

INT. DARK LOCATION/THE GALLERY - CONTINUOUS

The three masked figures, standing out from a stark spotlight against the pitch black darkness otherwise, carry Aaron up onto a stage and place him in a sleep lab bed. They disappear. Aaron looks around bewildered. Footsteps sound behind him and slowly Lola emerges from the darkness. Another spotlight follows her. She runs her fingers along Aaron and begins SINGING softly as JAZZ music fades up.

A monitor turns on and lights up next to Aaron out of the darkness. Then another, then two more until there are two on his right and two on his left. All else is in darkness. On the monitors are Neeve, Elster, Dutch, and Satan respectively. They all sit up in a sleep lab bed, and rock back and forth to the music, occasionally singing backup. Satan sits and wags his tail.

Lola walks forward and we:

CUT TO:

INT. SLEEP LAB - HALLWAY - CONTINUOUS

Tracy enters the dark sleep lab hallway, dressed as Lola was just before, and again aglow from a spotlight. She continues Lola's song uninterrupted and displays a sex appeal not otherwise present. Aaron now sits in his chair at the other end of the hallway. All three room doors swing open at the same time. Each patient - now Soberin, Lola, and Carol, walk out wheeling their portable EKGs and join in the song.

Tracy walks up to Aaron. She runs his hands down his chest. She leans forward to kiss him.

CUT TO:

INT. SLEEP LAB OFFICE - CONTINUOUS

Aaron is in the office, which is still intact, and in the midst of a cataplexy attack. Mr. Vargas is shaking his shoulder.

MR. VARGAS  
Are you okay?

Aaron comes out of it.

MR. VARGAS (CONT'D)  
I heard a scream. Is everything alright?

AARON  
I'm okay. I'm sorry.

INT. ABINGTON APARTMENTS - LOBBY - SIMULTANEOUS

Mr. Soberin approaches the desk.

MR. SOBERIN  
I'm headed out for the day Tracy.

TRACY  
Have a good day Mr. Soberin.

He leaves. She looks back at the security monitors and opens a drawer full of tapes. She thumbs back, finds a tape, puts it in and rewinds it. She presses play. The tape shows the lone exit.

She presses fast forward. Mr. Denton walks into view and off camera. She fasts forward more, finding nothing. She is about to stop it when a SECOND GORGEOUS WOMAN and a MIDDLE-AGED MAN walk outside. A few seconds after they walk off frame Mr. Soberin appears.

Tracy stops the tape quickly and stares at the blank screen. She ejects it, slowly removes it, and places it in back in the drawer.

She is about to close the tape drawer but thinks better of it, and thumbs through a few more. She pulls out another tape, inserts it, and plays it. The image is of the lobby. She presses rewind.

There is general lobby traffic at first, and then still watching in reverse, she sees the police enter from Aaron's phone call.

She rewinds it to before that point and plays it. People come in and out of the lobby. She suddenly PAUSES it. She rewinds it and plays it again. The monitor shows A PERSON walking through the lobby from the elevators. Tracy looks closer. The person wears man's clothing, but has a feminine walk. The person in question drops a handkerchief and bends to pick it up at the same time as a DIFFERENT MAN bends to help her. The Different Man bends at the waist. The person in question bends at the knees. When the person bends the trenchcoat reveals leg, not pants.

Tracy rewinds and pauses. It's Lola. In a disguise - wig and all. Tracy notes the time and switches tapes. She rewinds to the correct point and plays it. The image is of Lola again.

INT. OVERVIEW APARTMENTS - APARTMENT 100 - DAY

Aaron stands in the doorway with JANICE LIPNICK (70s, frail). Janice hands over the keys.

JANICE

I'll be back before you know it.  
Don't forget to feed Danny twice a week.

AARON

Don't worry Mrs. Lipnick. I'll take good care of him.

She leaves. Aaron walks over to a large FISHTANK. He taps on the glass and watches a large black fish swim about.

AARON (CONT'D)

How's it going Danny boy?

Aaron takes some fish food and feeds Danny. There is a knock on the door.

AARON (CONT'D)

Yes?

VOICE

Police.

Aaron slides the chain lock into place and opens the door a crack. He is staring right at Elster.

ELSTER

Open up.

AARON

How did you find me? Are you following me?

ELSTER

I need you to come downtown with me.

AARON

What for?

ELSTER

You work at the sleep lab over at Redeemer, right?

Aaron nods.

ELSTER (CONT'D)

Seems that one of the subjects, a Cindy Barrington was last seen there. During your shift.

AARON

I don't know any of those people. I just work there and watch them on the monitors.

ELSTER

Well, we'll have to decide what you know. Open this door. And get dressed.

Aaron slowly backs away from the door.

ELSTER (CONT'D)

Lidell! Don't make this worse for yourself!

Aaron pushes the window open and ducks out.

Elster pushes his hand through and feel for the chain lock in vain.

ELSTER (CONT'D)

Lidell!

Elster kicks the door open and stares at the open window and the curtain blowing in the breeze.

ELSTER (CONT'D)

Shit.

He turns and runs back down the hallway.

EXT. ABINGTON APARTMENTS - EVENING

Tracy walks out of work. Aaron suddenly appears out of nowhere, grabs her arm, and walks close beside her.

TRACY

Hey!

AARON

Be quiet.

TRACY

What's going on?

AARON

I'm being chased.

TRACY

By who?

AARON

The police. Well no. By the cop who had something to do with that girl Carol.

TRACY

Aaron, listen to me. I looked at the security tapes. I looked at them for the day that girl went missing.

AARON

And...?

TRACY

I saw that girl. The one that...

She's embarrassed to say it.

TRACY (CONT'D)

...that slept at your place.

AARON

Lola? How do you know about that?

TRACY

She's on the tape, Aaron! Before the police even arrived. What did she say to you when she told you about her friend?

AARON

No. It couldn't have been her. You must have made a mistake!

TRACY

Aaron, I'm sorry. I know that...you two were close. I just thought-

AARON

No! You didn't see it right! You don't fucking hear well, do you?

He has grabbed her violently. Tracy stops cold, hurt.

TRACY

Aaron. That's...that's not you.

Aaron is horrified with himself. He turns to go the opposite way, frustrated.

TRACY (CONT'D)

Aaron, wait! There's more...!

Aaron rounds the corner and runs directly into Elster.

INT. POLICE STATION - LATER

Aaron walks into the police station, led by Elster.

INT. POLICE STATION - OFFICE - CONTINUOUS

Aaron is back in the same office as before. Neeve and Sanderson stand on either side of Aaron. Elster sits in front of him.

NEEVE

You were seen with her at the Gallery the night before. We even have witnesses that saw you two leave together.

SANDERSON

What happened, Lidell? Couldn't get it up? She make fun of you for it?



AARON

No! We didn't- Nothing happened.  
We talked. She fell asleep.

SANDERSON

So she wouldn't put out, huh? But  
you didn't care, did you? Because  
you knew you'd have another shot at  
her the next night.

NEEVE

Is that how you like it, Lidell?

SANDERSON

Sleeping beauties turn you on?

NEEVE

You know what they say? Sleeping  
girls can't say no.

SANDERSON

Dead girls can't say no.

NEEVE

Is that what did it, Lidell?  
Sleeping girl's almost like a  
corpse anyway.

AARON

No! It's like I said. She was  
having trouble sleeping. I went in  
and helped her with the sensors.  
Then she went home. I went back to  
work. That's all.

ELSTER

Then why'd you run away just now?

NEEVE

Answer the question.

Aaron stares up at Neeve. Elster, noticing the extended  
glare, also looks over at Neeve.

AARON

I got scared.

Neeve glances at Elster who is still looking at him.

SANDERSON

Scared that you were about to get  
brought in for murder?

NEEVE  
He's a dog-faced liar.

Neeve and Elster look back down at Aaron.

AARON  
No. I was-

Elster straightens up.

ELSTER  
Alright. Why don't you boys take a  
break. Get a cup of coffee. We'll  
have a private conversation.

Neeve and Sanderson slowly leave. Aaron stares at Elster's shoes, which are a distinct red-brown, the same as those following him before.

Elster finally walks to the window and closes one of the blinds.

ELSTER (CONT'D)  
So, Lidell. You seem to be  
involved in something pretty big.  
(beat)  
Two girls missing.

Elster closes another of the blinds. Aaron looks through the one remaining open window. He sees Neeve.

ELSTER (CONT'D)  
And no one to blame...

Elster closes the final set of blinds, blocking Aaron's view.

ELSTER (CONT'D)  
...but you.  
(beat)  
So...why don't you and I figure out  
what we're going to do with you.

Aaron notices his gun gleaming in its holster.

ELSTER (CONT'D)  
Two missing girls...

Elster's hand brushes up against the hilt of his gun.

ELSTER (CONT'D)  
I heard they were both very  
beautiful.  
(MORE)

ELSTER (CONT'D)

(beat)

You know what I think, Lidell?

He approaches Aaron.

ELSTER (CONT'D)

I think that you saw both of them.  
From a distance. I think that you  
wanted them.

(beat)

And I think that you killed them.

Aaron swallows. Elster is almost on top of him. He stops -  
his face less than half a foot from Aaron's.

ELSTER (CONT'D)

Unless of course you know who did  
it.

His hand again brushes his gun. Aaron wipes away a drop of  
sweat.

ELSTER (CONT'D)

Has Neeve said anything to you?

The door SWINGS OPEN and Neeve and Sanderson return holding  
coffee. Another detective, MALTAN stands behind them.

MALTAN

(to Elster)

The tape checks out.

Neeve stares at Aaron. Elster watches Neeve over the brim of  
his coffee cup.

NEEVE

We can't hold him.

ELSTER

Get out of here, Lidell.

Aaron leaves. Sanderson waits for him to exit, then turns to  
Neeve and Elster. Their looks tell the story - there was  
something wrong with the tape.

INT. MONROE APARTMENTS - EVENING

Aaron walks to Danny's door and knocks. No answer.

AARON

Danny?

Still no answer. Aaron jiggles the handle and tries to push the door open. No luck. Aaron takes out his small PEN KNIFE. He jimmies the lock and enters. The room hasn't changed. Danny's suitcase still sits on the bed. Aaron traces his finger on it - a thin layer of dust. On the nightstand where the severed finger once was now sits an envelope. Aaron uses his sleeve to pick it up. Opens it. Cash. He puts it back down and leaves.

INT. MONROE APARTMENTS - LOBBY - CONTINUOUS

Aaron approaches the MONROE CLERK. The woman looks up. It is the SCREAMING WOMAN from the sleep lab, complete with sleep lab attire and EKG pole.

MONROE CLERK  
Can I help you?

Aaron stares, dumbfounded.

MONROE CLERK (CONT'D)  
Sir, can I help you?

The Monroe Clerk is a different woman. Aaron recovers.

AARON  
Yes I'm supposed to meet a friend of mine that lives here and he's late. I'm wondering if you might have seen him around. His name's Danny Nash. Apartment 219.

The clerk frowns.

MONROE CLERK  
Nash...Nash.

She looks something up on her computer.

MONROE CLERK (CONT'D)  
I knew I remembered that name. Mr. Nash moved out two days ago.

AARON  
Did he move out himself?

MONROE CLERK  
Mr. Nash came here and settled his bill in person.

She goes back to her work as Aaron leans up against the counter, dumbfounded.

## EXT. MONROE APARTMENTS - CONTINUOUS

Aaron walks out to the street. He stares up at his old apartment and at Danny's as if completely entranced. He looks across the street at the Abington Apartments. In approximately the murder apartment a FIGURE walks to the blinds and stares out at him. Suddenly a CAR HONKS behind him. Aaron DROPS HIS NEWSPAPER and looks back up. A YOUNG COUPLE stands by the open window. He moves on. TWO BOYS sit on the sidewalk playing with a newspaper ship. They sing as Aaron walks by and the first boy looks up at him:

BOYS  
...gently down the stream. Merrily,  
merrily, merrily..

Aaron stares at the boys as he walks past.

BOYS (CONT'D)  
...life is but a dream.

The boys stand and walk away as Aaron walks on.

CUT TO:

## EXT. RIVERBANK - CONTINUOUS

The boys walk down to a river and place their paper boats in the water. One boy's boat floats downstream and he runs after it, while the second boy stays and plays with his boat.

The first boy suddenly calls to the second boy, who gets up and runs in his direction. The first boy has broken a stick off of a nearby tree. He is poking at something on the ground. Something wrapped in a very recognizable blue and yellow checkered sheet.

The boy pokes at it curiously with his stick. They are not scared, but there is still something ominous and eerie about it.

Hair hangs out the top flap of the sheet. The sheets are pulled back slightly as the duct tape around it has lost some of its effectiveness from the water.

The boy reaches the stick under a flap of the sheet and pulls it up! A face stares up at him and both boys start!

It is the dead face of Danny. With a missing finger. The boys' screams gradually become:

EXT. THE GALLERY - CONTINUOUS

A police car, sirens blazing, roars past Aaron, who enters The Gallery.

INT. THE GALLERY - CONTINUOUS

Aaron walks in and up to Frank at the bar.

AARON  
Is Lola here?

FRANK  
No one here by that name, Mate.

AARON  
Of course there is. I've seen her here. Lola Barr. Officer Barr.

FRANK  
I don't know who Miss Barr is unless she tells me I do.

AARON  
What about Lynn?

FRANK  
You ought to get out of here.

Aaron leaves.

INT. SLEEP LAB - OFFICE - NIGHT

Larry is already getting up to leave as Aaron enters.

LARRY  
You look like hell.

AARON  
Thanks.

LARRY  
So what's this business about a missing broad? I remember her. She was a real eye catcher.

He nudges Aaron in the ribs.

LARRY (CONT'D)  
 You have something to do with that?  
 Heard the cops were looking for  
 you.

AARON  
 Three tonight?

LARRY  
 Just two. You might recognize your  
 old friend Mr. Moyer.

He indicates monitor 1.

LARRY (CONT'D)  
 There's that middle-aged broad  
 with the nightmares.

He indicates monitor 2, where the MIDDLE-AGED BROAD/SCREAMING  
 WOMAN sleeps.

LARRY (CONT'D)  
 Remember her? Yells every now and  
 then. Don't worry I already called  
 down to security to let them know  
 that if they hear screaming they  
 can ignore it.

He indicates monitor 3.

LARRY (CONT'D)  
 That one's still vacant thanks to  
 your little misses from the other  
 night.

The bed on monitor 3 is empty. Aaron sits down heavily as  
 Larry prepares to leave.

LARRY (CONT'D)  
 (evilly)  
 Stay awake now.

He leaves. Aaron stares at the monitors. He addresses  
 monitors 1 and 2.

AARON  
 Sleeping, sleeping, sleeping. What  
 are you taking, miss?  
 (beat)  
 I'd trade nightmares for sleep any  
 day.

He looks to the empty bed on monitor 3.

AARON (CONT'D)  
Maybe I have already.

He looks back to monitor 2 and pauses as if listening.

AARON (CONT'D)  
I've been thinking the same thing.  
There's no one dead and I'm off my  
goddamn hinges.

He looks to monitor 1 where Elster is now in the bed, eyes open, nodding to Aaron as if listening.

AARON (CONT'D)  
Ha, you can't hear me detective.

Monitor 1 is Mr. Wainwright again, sleeping. Aaron talks to monitors 1 and 2 now, but indicates monitor 3:

AARON (CONT'D)  
You know that I killed a girl in  
that bed?  
(beat)  
Yes, I did! Took a pillow...

He grabs an imaginary pillow.

AARON (CONT'D)  
...and pressed it down. That was it.  
Just pressed it down.  
(beat)  
And then you know what I did? I  
dragged her out of here, and I  
hacked her up into little bits.  
Then I fed her to Danny.

He grins and wags his head at the thought.

AARON (CONT'D)  
You still don't believe me.

He swivels around and flicks on the television to the news, with the volume off. Suddenly he hears a SCREAM. He JUMPS, turns the television off and swivels back to the monitors. The subject on monitor 2 SCREAMS again, her face twisted horrifically.

Aaron laughs to himself. He turns the television back on. Its reflection shows up on the glass of the monitors.



INT. ABINGTON APARTMENTS - UNKNOWN TIME

Tracy walks through the lobby of the apartments.

ANGLE ON SECURITY CAMERAS: Tracy walks through lobby.

Tracy walks up the stairs to the fourth floor.

Tracy walks up to APARTMENT 437 and finds it open with a JANITOR mopping the floor outside.

TRACY

Excuse me.

The janitor stops his work and looks up.

TRACY (CONT'D)

Were you cleaning inside there?

She indicates apartment 437.

JANITOR

No ma'am.

TRACY

Why's the door open?

JANITOR

A police officer was back over here. Said she wanted to check out this apartment.

TRACY

She?

INT. SLEEP LAB - OFFICE - SAME

Aaron still watches the monitors as the reflection of the television plays on them.

AARON

(to monitor 1)

Mr. Wainwright...you would have killed her too, right?

INT. SLEEP LAB - ENTRANCE - SIMULTANEOUS

The door to the sleep lab opens and a FIGURE sneaks in.

AARON (O.S.)  
No...you're too nice for that.

The figure walks forward and suddenly freezes as a PHONE RINGS. The voice of the pizza man is audible from outside the main door, as is Aaron's from the office.

AARON (O.S.) (CONT'D)  
Hello?

PIZZA MAN (O.S.)  
Got your pizza here, sir.

AARON (O.S.)  
Oh, you're here already? I'll be right there.

The figure ducks into Room 3.

CUT TO:

Aaron gets up from his desk and walks out. On monitor 3, the figure settles quickly into the bed, pretending to be a sleep subject.

Aaron walks out and opens the main door.

PIZZA MAN  
How you doing tonight?

AARON  
Tired. How much do I owe you?

ANGLE ON MONITOR 3: The figure looks over and sees the SECURITY CAMERA.

PIZZA MAN (O.S.)  
Comes to \$10.99.

Aaron hands over a few bills. The Pizza Man reaches for some change.

AARON  
Keep it.

PIZZA MAN  
Thanks. Have a good night.

Aaron walks back to the office.

INT. SLEEP LAB - OFFICE - CONTINUOUS

Aaron sits down, opens the pizza box and takes a bite of a slice, unaware of the new subject in Room 3.

He freezes as he sees a photo of Dutch appear on the monitor as a reflection from the television. A NEWSCASTER's voice:

NEWSCASTER

...the murder investigation of Evelyn "Dutch" Belden, majority owner of the adult Entertainment venue, The Gallery. Sources suggest the killing may have been the result of a lovers' quarrel. Minority owner Carol Mackey expressed grief over the killing.

CAROL

(clearly alive and on TV)  
It's such a loss...

She takes a moment to collect herself.

CAROL (CONT'D)

...and a blow to the business community.

INT. ABINGTON APARTMENTS - UNKNOWN TIME

Tracy still talks to the janitor.

JANITOR

Yes, ma'am. It was a woman. She was mighty fine looking, too.

TRACY

Did you see her badge?

JANITOR

Well, no now I didn't exactly ask for that.

TRACY

Has anyone else been up here?

JANITOR

Not recently.

TRACY

Not even Mr. Soberin?

The janitor shakes his head, "no."

TRACY (CONT'D)  
I'm going to look around inside.

JANITOR  
Go right ahead.

Tracy enters the APARTMENT. She wanders around. She looks out the window at the Monroe Apartments.

INT. SLEEP LAB - OFFICE - SAME

Aaron watches the news, still in awe. A photograph of Danny appears on the screen.

NEWSCASTER  
Authorities also recently made a grisly discovery of the body of this man, Henry Fowler, alleged lover of Mr. Belden.

INT. ABINGTON APARTMENTS - APARTMENT 437 - UNKNOWN TIME

Tracy peers out the window. Suddenly a HAND GRABS her wrist. She opens her eyes and sees a SILHOUETTED FIGURE looming behind her.

INT. SLEEP LAB - OFFICE - SAME

Aaron stares at the television screen. Behind him, on monitor 3, the subject gets out of bed and walks offscreen.

NEWSCASTER  
Police are working on the assumption that the two deaths are connected and are looking for a third party to complete the circle...

INT. ABINGTON APARTMENTS - APARTMENT 437 - UNKNOWN TIME

The silhouetted figure over Tracy is the Janitor.

JANITOR  
Are you okay, ma'am?

TRACY  
I'm fine, thanks.

JANITOR  
I'll have to lock up the apartment  
now.

Tracy nods and leaves.

INT. SLEEP LAB - SAME

Aaron straightens himself out.

AARON  
Holy shit.

He whirls around to the monitors.

AARON (CONT'D)  
Holy shit! Did you see that? I'm  
definitely not-

He stops cold as he notices that the sheets on the bed on  
monitor 3 have been pulled back.

EXT. ABINGTON APARTMENTS - UNKNOWN EVENING

Tracy walks outside. Across the street she sees Aaron hurry  
out of the Monroe Apartment building. He stops on the  
sidewalk and stares up at the building and then at the  
Abington Apartments. A CAR pulls up behind Aaron. Tracy  
sees the window roll down slightly. She sees what appear to  
be a SILENCER and a MAN'S SILHOUETTE.

TRACY  
Aaron!

Just as she screams a CAR HONKS, swallowing her call. The  
car drives away speedily. Aaron starts, drops his newspaper,  
picks it up, and hurries on as the boys play and sing with  
the newspaper ship.

Tracy runs across the street. As she does so Neeve exits the  
Abington Apartments. Tracy ducks back into an alcove. The  
Monroe Clerk comes running out after Neeve.

MONROE CLERK  
Mr. Nash!

Neeve turns around.

MONROE CLERK (CONT'D)  
You forgot your receipt.

She hands Neeve his receipt.

INT. SLEEP LAB - OFFICE - SAME

Aaron stares at the empty bed on monitor 3.

AARON

Not again.

He runs out into the hallway and peers into the room. It is empty. He knocks softly and waits.

AARON (CONT'D)

Hello?

He opens the door and lets himself in. Aaron puts his hand on the bed, feeling for warmth. He knocks softly on the bathroom door.

AARON (CONT'D)

Hello? Is there anyone in there?

There is no answer. He opens the door. Nothing.

INT. SLEEP LAB - HALLWAY - CONTINUOUS

The hallway is dark and echoing. Aaron looks up and down. Nothing. He walks slowly back to the office. Down the hall, and unbeknownst to Aaron, a FIGURE DARTS BY. Aaron turns to Rooms 1 and 2 and talks to the doors.

AARON

I'm losing it. You guys know that?

ANGLE ON THE MONITORS: The middle-aged broad rolls over and looks to the camera.

MIDDLE-AGED BROAD

Don't be ridiculous, Aaron. You've got it together.

Mr. Wainwright also looks to the camera.

MR. WAINWRIGHT

You're doing fine, Aaron.

MIDDLE-AGED BROAD

But you didn't hear it from us.

INT. SLEEP LAB - OFFICE - CONTINUOUS

Aaron re-enters the office. He stares at monitor 3. He slowly reaches up and stops the tape. He swallows heavily and presses rewind.

INT. POLICE STATION - EARLIER

Tracy enters the police station and stops an OFFICER.

TRACY

I need to talk to someone!

OFFICER

Calm down, ma'am. What's it about?

TRACY

I just saw an attempted murder!

OFFICER

Just wait right here, please. I'll go get the officer in charge.

He leaves and Tracy waits.

INT. SLEEP LAB - OFFICE - SAME

Aaron rewinds the tape. He sees the figure get out of bed in reverse. He stops the tape and plays it forward. The figure gets up and walks offscreen.

Aaron laughs maniacally to himself.

AARON

Thank god. I'm not imagining things at least.

(beat)

What the hell is going on? Where are you going you crazy bastard?

He looks to the other two patients, sleeping soundly.

AARON (CONT'D)

Why's it always room three?

INT. POLICE STATION - EARLIER

Tracy looks up as Elster approaches.

ELSTER  
What can I help you with?

TRACY  
I saw someone- my friend- he was  
almost killed.

ELSTER  
What happened?

TRACY  
Someone came by in a car. I saw a  
gun.

ELSTER  
Who's your friend?

TRACY  
His name's Aaron. I don't know his  
last name.

ELSTER  
It's not Lidell, is it?

TRACY  
I said, I don't know it!

INT. SLEEP LAB - HALLWAY - SAME

Aaron walks back out into the echoing hallway.

AARON  
(calling softly)  
Hello?

He hears something and whirls around. Nothing. Suddenly a SCREAM breaks the silence. Aaron runs down the hallway, and stops short just as the screaming stops. He looks at the door to room 2. He clearly calms himself as though avoiding a cataplexy attack.

AARON (CONT'D)  
Goddamn nightmares.

INT. POLICE STATION - EARLIER

ELSTER  
Is Aaron still working at the sleep  
lab?



TRACY

I don't know. I think so.

ELSTER

Don't worry. I'll head over there  
and sort everything out with him.

Elster walks off. Tracy, slow at first and in a daze, turns and hurries out the front doors.

INT. SLEEP LAB - HALLWAY - SAME

The FIGURE darts down the hall again. Aaron is still looking the opposite way.

Aaron turns and walks back slowly. He peers into the office. Nothing.

EXT. BUS STOP - SIMULTANEOUS

A bus discharges a panicked Tracy. The hospital is in view.

INT. HOSPITAL STAIRWELL/HALLWAY - SIMULTANEOUS

A pair of feet carefully climbs the stairs.

BEGIN INTERCUT SLEEP LAB AND STAIRWELL/HALLWAY AND TRACY

Aaron walks down the hallway.

Aaron stops in the hallway. He looks back to the sleep lab entrance. The FIGURE creeps out slowly behind him.

The pair of feet is revealed to belong to Elster.

Neeve appears out of the shadows behind Aaron, who has yet to see him. The sleep lab main door bursts open and Elster and a few more OFFICERS stand silhouetted in a shaft of light, guns drawn. At the end of the hallway they see Aaron. Neeve is still behind him in the shadows. The main door opens again and Tracy enters behind Elster and Neeve.

ELSTER

Drop your weapon!

The woman in room 2 SCREAMS and simultaneously Aaron sees Neeve. Aaron turns but is caught in the midst of a CATAPLEXY ATTACK and slumps slightly over. Neeve, gun already moving, FIRES just over top of Aaron, missing him because of Aaron's slump from the attack. Tracy goes down.

Aaron is paralyzed, staring dumbly at Elster's silhouette. The woman in room 2 is SCREAMING. Elster FIRES.

The door to room 1 opens and Mr. Moyer looks out.

MR. MOYER  
What's going on?

Neeve FALLS while squeezing off a shot. His fall redirects the bullet and slams right past Mr. Moyer!

Aaron wrenches himself out of his attack. Neeve is on the ground, still somewhat alive, aiming his gun up at Aaron. Elster FIRES. Neeve and Aaron FALL. Silence.

CUT TO BLACK:

TITLE: A FEW DAYS LATER

EXT. CEMETERY - FADE IN TO:

Elster stands in the distance, his back turned. In the foreground is the back of a tombstone. Reveal Aaron standing in front of the tombstone, wearing a jacket, his eyes squinted in the breeze. Standing next to Aaron is MAGGIE. Aaron and Maggie look down.

MAGGIE  
What were you expecting to do? Win  
her back?

She is speaking calmly.

AARON  
I just wanted to see her.

MAGGIE  
You should have kept your distance.  
You're good at that.

She leaves. Aaron turns his head slightly as if he has noticed someone else's presence. Elster continues to stare into nothing.

Aaron crouches down, puts his hand on top of the tombstone, closes his eyes briefly, rubs the stone with a short hand motion, his eyes open, and gets up and walks toward Elster. Aaron approaches and stops a few feet short of where he's standing. The morning is quiet, the sun is out. Elster does not turn around from where he looks, but speaks.

ELSTER  
Come on. I'll give you a ride.

They walk off.

CUT TO:

INT. - CAR - CONTINUOUS

Elster drives. Spattered police sounds on the radio. Elster turns it off. There are a few moments of silence. Then, abruptly:

AARON  
Who killed her?

ELSTER  
Listen, Aaron, she didn't deserve what—

AARON  
Whose bullet was it?

Elster takes a moment to answer.

ELSTER  
Neeve's.

AARON  
It should have been me.

ELSTER  
She meant a lot to you, didn't she?

AARON  
I don't think she knew how much.

ELSTER  
It's no use blaming yourself. I lost sight of him. He was a deranged case. Had a long rap sheet, not all of it conventional.  
(beat)  
You're a daydreamer, you know that? That girl that you saw get killed - she's alive.  
(slight smile)  
You can call off your investigation.

Aaron smiles ironically, slightly.

ELSTER (CONT'D)  
 You're not cut out to be a  
 detective, Lidell. You're too  
 paranoid. That business with the  
 tape...

(beat)  
 Where am I taking you?

AARON  
 I'm seeing an apartment at the  
 Double View.

ELSTER  
 Moving in?

AARON  
 If it's right.

CUT TO:

INT. DOUBLE VIEW APARTMENTS - UNKNOWN FLOOR

A LANDLADY opens the door to an apartment. Aaron enters  
 behind her.

LANDLADY  
 This is the only one available not  
 facing another apartment.

Aaron walks over to the windows, opens the blinds, and looks  
 out. A large green area full of trees. Aaron turns around.

AARON  
 I'll take it.

EXT. THE GALLERY - CONTINUOUS

Elster's car sits outside of The Gallery.

INT. THE GALLERY - CONTINUOUS

Elster sits at a back table. The Gallery is pretty empty as  
 it's well before show time. Dust hangs in the air from the  
 hazy sunlight outside. A WAITRESS approaches behind Elster.

WAITRESS  
 Can I get you something, honey?

Elster looks up. Lola is the waitress.

ELSTER  
You sure can.

EXT. ABINGTON APARTMENTS - CONTINUOUS

Aaron stands outside, takes a deep breath, and enters.

INT. ABINGTON APARTMENTS - CONTINUOUS

Aaron enters. He walks to the desk where Franz sits.

FRANZ  
May I help you, sir?

Franz recognizes Aaron.

FRANZ (CONT'D)  
Oh. It's Aaron, right? I'm...I'm so  
sorry...

Aaron nods slightly, sadly, and looks away.

AARON  
Yeah...

INT. THE GALLERY - CONTINUOUS

Lola now sits opposite Elster who sips on a scotch.

ELSTER  
Smart girl.

Lola gives a bemused smile.

ELSTER (CONT'D)  
Smarter than  
Danny..Henry...whatever he called  
himself, and Neeve. And Aaron.

A worried look flashes across Lola's face before she catches  
it back to amusement.

INT. ABINGTON APARTMENTS - CONTINUOUS

FRANZ  
Is there something I can do for  
you?

Aaron is looking at the security monitors. However, they now appear to be monitoring sleep lab patients. Each monitor has a patient on it. Aaron looks again. The monitors now appear to be normal.

AARON  
I don't think so.

Aaron starts to walk towards the stairs. Franz watches him go, and continues to watch Aaron's progress on the monitors.

INT. ABINGTON APARTMENTS - 1ST FLOOR - CONTINUOUS

Aaron knocks on a door. Mr. Rogers opens it.

MR. ROGERS  
Yes?

Aaron stands there, unsure of what to say.

MR. ROGERS (CONT'D)  
Something I can help you with?

AARON  
This might seem strange. But I  
know you don't need that  
wheelchair.

Mr. Rogers stares at him. Then he wheels out into the hall and shuts the door.

MR. ROGERS  
Who are you?

AARON  
I live across the street. I've  
seen you.

MR. ROGERS  
What business is it of yours?

AARON  
None.

MR. ROGERS  
Then what do you want?

AARON  
I was wondering if you could give  
me some advice.

MR. ROGERS

On...?

AARON

On anything. Like you normally do.

Mr. Rogers stares at him.

MR. ROGERS

I don't get what you mean.

AARON

It's like I said.

MR. ROGERS

Advice? On anything?

AARON

Yes.

MR. ROGERS

And then you won't tell my wife,  
about...

He nods to his leg. Aaron shakes his head "no." Mr. Rogers, clearly thinking that Aaron is crazy, gives it some thought.

MR. ROGERS (CONT'D)

How's this: love the person close  
to you. If they can stand being  
close to you they're probably worth  
it.

AARON

If that's what you say.

Mr. Rogers nods.

AARON (CONT'D)

Thanks.

Mr. Rogers closes the door. Aaron walks off. At the end of the hallway TRACY, wearing jeans and a red blouse, walks up the stairwell! Aaron stops cold and then jogs after her.

INT. ABINGTON APARTMENTS - LOBBY - CONTINUOUS

Franz watches the monitors as Aaron jogs down the hallway. Aaron disappears when he gets to the stairwell.

INT. THE GALLERY - CONTINUOUS

ELSTER

And you played it so well.

LOLA

(indicates the stage  
behind her)

I play everything well. Officer.

ELSTER

I think that's true.

INT. APARTMENT 437 - FLASHBACK

Carol stands by the window as before. The door opens behind her and Danny walks in. Carol nods to him and he goes over and pulls the blinds down. As he does, the door again opens slightly and Lola is just barely visible in full disguise - black wig and male clothing. Danny turns to Carol and suddenly starts strangling her! Carol is looking over his shoulder. Lola runs in. She holds a hammer. She smashes it down on Danny's head. Danny flails forward and hits the blinds.

INT. APARTMENT 218 - CONTINUOUS FLASHBACK

Aaron watches across the street. He sees the hand hit the blinds and a second later Danny's head, though it is so fast that it could be a woman's.

INT. ABINGTON APARTMENTS - 3RD FLOOR - CONTINUOUS

Aaron enters the third floor hallway, looking around. Piano music fills the hall. He stops in front of the door that is the source and knocks. The Piano Playing Boy answers.

PIANO PLAYING BOY

Hello.

AARON

Hello. I have a question for you.

PIANO PLAYING BOY

OK.

AARON

What do you think I should do right now?



PIANO PLAYING BOY  
What do you mean?

INT. ABINGTON APARTMENTS - LOBBY - CONTINUOUS

Franz watches Aaron speaking with the Piano Playing Boy.

INT. ABINGTON APARTMENTS - 3RD FLOOR - CONTINUOUS

AARON  
Right now. What should I do?

PIANO PLAYING BOY  
You should...go play with someone  
you like.

AARON  
Thanks. I like how you play the  
piano.

The Piano Playing Boy closes his door. Aaron again sees  
Tracy at the end of the hall, again on the stairwell, going  
up!

AARON (CONT'D)  
Tracy! Wait!

He runs after her.

INT. THE GALLERY - CONTINUOUS

LOLA  
You're playing a fantasy game.  
Officer.

ELSTER  
I've got someone that might say  
otherwise. Might say some things  
you don't want me to hear.

INT./EXT. - MONROE APARTMENTS - FLASHBACK

Danny is dead on the floor. Carol rubs her neck. Lola  
marches over to the window.

CAROL  
A hammer?

LOLA  
It was all I could find. We have  
to be quick.

Lola looks out the window.

CAROL  
Is Dutch over there?

Lola walks back.

LOLA  
Someone is. We probably don't have  
as much time as we thought.

INT. ABINGTON APARTMENTS - 4TH FLOOR - CONTINUOUS

Aaron enters the 4th floor hallway, still looking for Tracy.  
He whispers low:

AARON  
Tracy? Honey?

No answer. Aaron stops in front of 437. He looks at it.  
Shakes his head.

INT. ABINGTON APARTMENTS - LOBBY - CONTINUOUS

Franz watches the monitors. No sign of Aaron.

INT. ABINGTON APARTMENTS - 4TH FLOOR - CONTINUOUS

Aaro pushes the door to 437 open.

INT. THE GALLERY - CONTINUOUS

ELSTER  
Robert Soberin ring any bells?

Lola looks up quickly, tries to hide it.

ELSTER (CONT'D)  
Thought so. And you were so close.  
No one ever ties up all the loose  
ends.

LOLA  
Soberin's a quiet guy.

ELSTER  
He'll talk.

INT./EXT. ABINGTON APARTMENTS - CONTINUOUS

Aaron runs outside. Franz cranes his neck to watch from the front desk. He looks back up at the Abington Apartments. In one window Mr. Rogers gives him a slight wave. In another window the Piano Playing Boy waves. Aaron waves back as he runs off.

EXT. BRIDGE - EVENING

The same WS of the bridge gives way to tighter shots, revealing the two figures to be Carol and Lola.

They open the trunk, revealing Danny's dead body. Carol recoils.

LOLA  
At least you're still alive.

Lola pulls out a knife and starts sawing Danny's finger off.

CAROL  
What are you doing?

LOLA  
Covering ourselves. If Dutch thinks Danny's still alive he won't spend his time looking for you.

She finishes and they pull the body out, throwing it over into the water.

INT. THE GALLERY - CONTINUOUS

Aaron enters quickly. He cannot see Lola or Elster towards the back. He sits heavily at the bar. Frank, the bartender comes over.

AARON  
Whiskey and coke.

Frank pours him one. A deep, scratchy MALE VOICE sounds next to Aaron.

MALE VOICE  
I needed a stiff drink myself.

Aaron looks over.

MALE VOICE (CONT'D)  
 Spending so much time in that lab.  
 You know - a man can only take so  
 much.

Aaron stares.

INT. SLEEP LAB - LOLA'S ROOM - FLASHBACK

Lola listens to the intercom.

AARON  
 (heard through the  
 intercom)  
 Hold on Ms. Barr. I'll be right  
 in.

Lola rolls over. She hears footsteps in the hall. She pulls down the sheets a little, and raises her undershirt so her stomach is exposed. Aaron enters the room.

LOLA  
 I think one of the sensors fell  
 off.

INT. SLEEP LAB - ELSEWHERE - SIMULTANEOUS/FLASHBACK

Carol, revealed as the figure in the sleep lab from before, sneaks down the hallway. She walks into the office. She can hear Lola and Aaron offscreen:

AARON (O.S.)  
 Which one is it?

Carol pours something into Aaron's drink and walks out.

AARON (O.S.) (CONT'D)  
 There, all set.

Carol approaches the room. Aaron walks to the door and turns to switch the light off. Lola can see Carol behind him.

LOLA  
 Wait!

Aaron pauses and turns towards her. Carol sneaks past, undetected.

LOLA (O.S.) (CONT'D)  
I need to use the bathroom.

INT. THE GALLERY - CONTINUOUS

Aaron still stares at the offscreen male voice.

MALE VOICE  
I told you that you aren't crazy.

REVEAL Mr. Moyer/Wainwright sitting at the bar, sipping a scotch.

MALE VOICE/MR. WAINWRIGHT  
If you're crazy so am I.

Aaron looks around. No one else seems to be paying much attention to Mr. Wainwright.

MR. WAINWRIGHT  
See that table back there?

He points in Elster and Lola's direction. Aaron cannot see Lola's face.

MR. WAINWRIGHT (CONT'D)  
Isn't that your boy? The cop.

Just as he says this Elster stands and hurries out.

INT. SLEEP LAB - OFFICE/LOLA'S ROOM - FLASHBACK

Aaron falls forward onto the desk. His arm knocks over his soda.

Lola "sleeps" as seen on monitor 3.

The main entrance to the sleep lab opens and Carol enters. She is wearing the same outfit as Aaron. She puts on a wig and completes her disguise.

Carol enters Lola's room, carefully keeping her back to the camera. She grabs a pillow and pushes it down on Lola's face.

Unseen by the camera, Lola turns her head. Her eyes are open and she breathes easily. She pretends to thrash around.

Carol stops smothering and leaves the pillow on Lola's head for a second. Lola closes her eyes and holds her breath. Carol removes the pillow, revealing "dead" Lola.

Aaron snores gently in his sleep, unaware of the activity on the monitor.

Carol drags Lola out of the room and out of the sleep lab.

INT. LADIES ROOM - CONTINUOUS/FLASHBACK

Carol and Lola enter the restroom. Carol removes her disguise, while Lola changes. They finish and look at each other.

CAROL  
I guess we're both dead now.

They leave.

INT. ABINGTON APARTMENTS - CONTINUOUS

A hurried Elster enters. He marches up to Franz at the front desk.

ELSTER  
Soberin. I need to speak with him.

FRANZ  
He's not here right-

Elster produces his badge.

ELSTER  
Take me up to 437.

INT. THE GALLERY - CONTINUOUS

Aaron stares at Mr. Wainwright.

AARON  
How did you know him?

MR. WAINWRIGHT  
I've been around the block before.  
Look, Aaron, you're a good guy, so  
I'm going to give you a few hints.

The lights in The Gallery dim until Mr. Wainwright and Aaron are spotlighted alone at the bar.

MR. WAINWRIGHT (CONT'D)  
This cataplexy of yours. I don't  
buy it.

(MORE)

MR. WAINWRIGHT (CONT'D)  
You can control it, can't you?  
It's weakness. Refusal of  
accountability.

Mr. Wainwright and Aaron start slowly rolling away from the bar, leaving everything else behind them.

MR. WAINWRIGHT (CONT'D)  
How many times have you had an  
attack and were grateful that it  
happened?

Aaron opens his mouth to speak. Mr. Wainwright holds up his hand. They pass some of the patrons, who are all FROZEN. They are rolling towards the stage.

MR. WAINWRIGHT (CONT'D)  
Tracy. A great girl. She never  
had a chance though. You didn't  
give it to her.

AARON  
I just saw her. I'm seeing her  
everywhere.

MR. WAINWRIGHT  
You know that's not true. You're  
selfish. This whole business, this  
whole conspiracy, it never  
happened. You keep digging deeper,  
but you're not searching for  
anything.

They are up on the stage. The curtain parts for them. Aaron stops moving, but Mr. Wainwright keeps rolling away.

MR. WAINWRIGHT (CONT'D)  
Keep your head on straight.

He winks at Aaron and the curtain closes behind him. Aaron is staring after him.

VERY OLD WOMAN (O.S.)  
What are you staring at?

Aaron still stares. REVEAL that Aaron is actually staring at a VERY OLD WOMAN, back at the bar, sitting where Mr. Wainwright was. Aaron is in the midst of a cataplexy attack.

VERY OLD WOMAN (CONT'D)  
What are you staring at?

Suddenly Satan hops up on the bar in front of him. The dog is wearing a pink, fluffy collar.

INT. APARTMENT 218 - FLASHBACK

Lola enters Dutch's apartment using her spare key. She shushes Satan, who clearly knows and loves her. She enters Dutch's room and smothers him.

She takes Satan's red collar off, tosses it on the bed, and replaces it with a pink fluffy one. She picks Satan up and leaves.

INT. THE GALLERY - CONTINUOUS

Aaron comes out of his cataplexy attack. The Very Old Woman looks away in disgust. Suddenly Carol comes running in from outside. She is wearing jeans and a red blouse. She smiles at Aaron as she walks to the bar and the dog.

CAROL

Sadie. Here, girl! Here, Sadie!  
Who's a good girl?

Aaron's eyes widen.

INT. ABINGTON APARTMENTS - 437 - CONTINUOUS

Franz fumbles for the key.

FRANZ

Aaron - I think that's his name.  
He was just in here.

ELSTER

Lidell? Is he *actually* mixed up in  
this?

Franz unlocks the door. Elster draws his gun and motions Franz away. Franz steps aside and Elster slowly pushes the door open. He swings around, pointing his gun inside. In the middle of the room is a chair. Soberin sits on it, his back to Elster.

ELSTER (CONT'D)

Soberin. Put your hands where I  
can see them.

No answer. Elster moves closer. Soberin remains still.



INT. APARTMENT 217 - FLASHBACK

Neeve enters Danny's apartment. He sees the severed finger on the nightstand. He picks it up, pulls out an envelope from his jacket pocket and leaves it in its place.

INT. APARTMENT 218 - CONTINUOUS

Inside the empty apartment 218. The wallpaper covering the sketches is now hanging even more precariously.

INT. THE GALLERY - CONTINUOUS

Aaron stares at Carol. Lola approaches from the back where she had been sitting with Elster. Aaron doesn't see her yet.

INT - ABINGTON APARTMENTS/THE GALLERY - DUTCH'S OFFICE -  
FLASHBACK

DUTCH  
I don't trust her.  
(beat)  
And I don't think she trusts me.

He laughs throatily to himself.

DUTCH (CONT'D)  
She probably shouldn't.

Lola looks back into the mirror, thinking.

CUT TO:

Carol sings seductively onstage as she begins to undress.

Dutch stands and walks over to her. He grips her arm roughly. Lola stares at him evenly. A bruise begins to form.

DUTCH (CONT'D)  
I'm telling you this for your own  
good. There are sides in  
everything. No one can get away  
with playing two sides for long.

He runs his hand up her dress. His face is close.

DUTCH (CONT'D)

People change. Pick where you want to be when I send Danny in after that bitch.

LOLA

You don't know me very well do you?

She grabs his hand - the one up her dress - and grips it, nails and all. Dutch grimaces. He pulls his hand out. A spot of blood forms on it. He releases Lola's arm.

DUTCH

You're a lot like me.

LOLA

I'm nothing like you. Because I'm not afraid to get my hands dirty. Because I've got the spine that you don't have.

(beat)

And because I think that would be worth thirty percent ownership, not her forty -

Dutch walks back and sits. He nurses his hand. Lola also sits, legs crossed.

DUTCH

Thirty percent, huh.

LOLA

I know what the right side is worth. More importantly I'm not a threat to you.

INT. ABINGTON APARTMENTS - 437 - CONTINUOUS

Elster come all the way around Soberin. His head is down. He's dead. A fresh drop of blood slides to the floor.

ELSTER

How long ago was Lidell here?

INT. APARTMENT 218 - CONTINUOUS

The wallpaper suddenly falls in a sticky, rushed motion. REVEAL the sketches, particularly the murder sketch. Upon closer inspection Carol is looking to the slightly open door, through which are visible Lola's shoes, as sketched by Aaron.

Also visible is Aaron's unseen sketch. It is of a little girl. A girl we haven't seen before. But she is smiling out at the artist.

INT. THE GALLERY - CONTINUOUS

Lola out of the back, swinging a black wig in her hands.

LOLA

Can I get you something to drink,  
honey?

Lola smiles sweetly and takes Sadie from Carol. Aaron looks as though he is about to go into a cataplexy attack.

He hears the sound of an electric drill removing a screw again. Aaron looks up. In the corner of The Gallery a drill bit suddenly bursts through the wall.

THE END