

The Upgrade

An Original Screenplay by

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WGAe Registered  
Matt Burch/ Miramax Films

FADE IN:

INT. DENTIST'S OFFICE - OPERATING ROOM - AFTERNOON

The HIGH-PITCHED WHINE AND SQUEAL OF A DENTIST'S DRILL fills the office of Dr. Mark Rathbone, D.D.S.

MORRIS BALABAR, a patient, contemplative man in his early sixties, lies helplessly reclined in the dentist's chair at the mercy of a spinning drill.

DR. RATHBONE finishes his business, replaces the drill in its cradle and crosses the room, removing his rubber gloves.

RATHBONE

You can rinse, if you want.

Morris waits patiently as the Dixie cup automatically fills with a tiny jet of water.

RATHBONE (CONT'D)

(studying his files)

I'll tell you, Morris. Four visits in the last three months. And I've filed your teeth more times than I've filed for divorce. Are you sure I can't sell you on some new choppers?

Morris takes a sip and spits a little bloody water into the porcelain bowl.

MORRIS

I think I'm gonna hold on to the genuine articles just a little bit longer, Doc.

RATHBONE

(jotting notes)

OK. But they're looking pretty brittle. And you've chipped more than a couple bicuspids.

MORRIS

It's the pistachios. I gotta cut back. I open 'em with my teeth.

Rathbone picks up a new set of dentures and tosses them across the room to Morris.

RATHBONE

Take a look at these. A new model they just shipped in from the lab.

Morris inspects the shiny new choppers.

RATHBONE (CONT'D)

They're made out of some titanium alloy with a light Teflon coating. You could chew through a wall of aluminum siding and then eat a pound of salt-water taffy without it sticking to your teeth.

Morris throws the dentures back to Rathbone.

MORRIS

If it's all the same, Doc, I'd rather just keep the ones I have. They may be old, but they're still mine.

RATHBONE

Fair enough.

Morris begins struggling with the chin bib around his neck, as Rathbone contemplates the dentures, looking a bit possessed.

RATHBONE (CONT'D)

You know, I think my ex-wife had a pair like this. Too bad they weren't in her mouth, if you know what I mean. Old Vagina Dentata.

MORRIS

Ah, Latin.

Dr. Rathbone looks at the teeth again and then at his clipboard. He sticks the dentures back in the demonstration model - a plastic bisected human head.

RATHBONE

Yeah. I knew I would use it for something one day.

Rathbone sticks the end of his clipboard into the plastic mouth and presses down on the crown of the head as if to make it chew. Morris gets up out of the chair, places the bib on the seat and makes for the door.

RATHBONE (CONT'D)

Oh, Morris. Could you tell Connie to send in the kid with the coat hanger around his face?

(MORE)

RATHBONE (CONT'D)  
After my two-martini lunch, that's  
just the kind of thing I'm not  
gonna want to deal with.

MORRIS  
(at the doorway)  
No problem, Doc.

Morris shuts the door behind him. Rathbone pushes down on the head once again. CRACK! The wooden clipboard splinters under the pressure.

Rathbone takes the dentures out of the plastic head and smiles at them approvingly.

EXT. ALVARADO'S FINE JEWELRY - PARKING LOT - DUSK

Morris weaves through the cars in the parking lot on foot towards an outlet-style suburban jewelry store called "Alvarado's Fine Jewelry."

INT. ALVARADO'S FINE JEWELRY - SELLING FLOOR - DUSK

Morris opens the door for SEVERAL EMPLOYEES as they leave for the night. They thank him, referring to him by name, and hurry out the door.

Morris looks across the store and spots one of the few remaining employees, SHELLEY (20s), locking up and counting out her cash drawer for the night. Morris smiles and hurries over to her counter.

Shelley sees Morris hoofing it over to her counter, looks around the store and begins unlocking the counter she just finished locking.

MORRIS  
Did I make it?

SHELLEY  
By seconds.

Shelley takes out a display ring and slides it across the glass counter to Morris. He stares the ring up and down, shrewdly roving the surface of its diamond inset.

Shelley spots her SUPERVISOR making his way towards the counter. She begins putting the ring back.

MORRIS  
(taking her cue)  
Thanks, Shelley.

Morris removes his glasses and heads for the back of the store.

INT. LOCKER ROOM - ALVARADO'S FINE JEWELRY - DUSK

Morris carefully removes his casual wear, folding everything neatly and placing it on hangers inside his locker. He pulls a light blue, short-sleeve button-up from inside the locker and puts it on.

Next, he removes his gun belt from the top shelf and secures it around his waist, making sure the safety strap is firmly attached. Finally, he lowers the bill of his guardsman's hat just above eye level.

Morris looks at himself in his locker mirror and brings a handkerchief up to his sore gums, spotting it with blood.

CLOSE ON

The back of Morris' shirt. Emblazoned on the back of his shirt in bold black letters are the words "Big Brother Security - 45 Years of Service and Protection."

Morris grabs his book, Sartre's *Being and Nothingness*, from the locker and slams the door shut.

INT. BACK HALLWAY - ALVARADO'S FINE JEWELRY - NIGHT

Book in hand, Morris casually walks down the hall, shoes SQUEAKING on the shiny tile. He passes a snack vending machine and quickens his pace until he gets just a couple of feet beyond.

There he pauses, gives in, and returns to the snack machine, plunking a couple of coins into the slot. A package of red pistachios falls into the metal drawer.

INT. GUARD STATION - ALVARADO'S FINE JEWELRY - NIGHT

Morris approaches the guard station -- a small windowed room housing six security monitors, their component VCRs, a rolling chair and a small refrigerator. He hears the SCREAMS OF A PUNK THRASH BAND coming from a small boom box. Thrown, he inches up to the glass and peers inside.

HIS POV

A tattooed kid in his early twenties, DUNCAN, is dressed in a similar (though much baggier) uniform.

His body jerks in tiny spasms to the music as he flips through one of Morris' books -- *Death and its Discontents*.

As Morris is about to speak, a pudgy, tanned man with a scrub-brush moustache and pockmarked face approaches from behind. This is ALVARADO, owner of Alvarado's Fine Jewelry. He wears an expensive suit with heavy-starch, a contrast to his sagging features. Though he appears wealthy at first glance, you get the feeling everything he wears "fell off the truck" on the way to the store.

ALVARADO

Is this a trend, Morris? Three minutes late.

Morris turns to face Alvarado's dancing eyes, which never seem to quite meet his own.

MORRIS

Oh yeah, I uhh...

ALVARADO

Well, it better be going out of style pretty soon. Please, don't make me call Big Brother over something so trivial.

Morris eats his words as Alvarado walks past him, turns down the volume on the boom box. The kid looks up from the book.

ALVARADO (CONT'D)

As part of the recent upgrade, I've taken on a second man on weeknights. Morris Balabar, Duncan Aswick. Duncan Aswick, Morris Balabar.

Duncan stands quickly from his seat and throws a widespread hand at Morris.

DUNCAN

What up, yo?!

Morris shakes Duncan's hand and forces a smile. Duncan steps back energetically, still shaking though the music has disappeared.

ALVARADO

Big Brother just sent him down today. I want you to take him on the rounds, show him the new system. Selling floor cameras, front and rear alarms, door locks, codes and combinations, the works.

(MORE)

ALVARADO (CONT'D)

This is a \$150,000 dollar set-up,  
and I want him to know every nickel  
of it by the time he punches out.

Alvarado pops a thin cigar into his mouth, wets the end, and lights it. Morris and Duncan just stand there and watch, waiting for anything else he has to say.

ALVARADO (CONT'D)

I assume you heard about the recent  
wave of crime in the area, Balabar.

Morris, on the spot, stammers a bit.

MORRIS

Not really sir. Didn't catch the  
news. I've been reading instead,  
philosophy, mainly. But I might  
have heard a little.

ALVARADO

Have your head in the books do you?

MORRIS

Well...yes.

ALVARADO

You know, Balabar. I've always  
been of the opinion that if you  
keep your head in a book for too  
long, you might as well have it up  
your ass. There's a world outside  
those books of yours, am I right?

Morris takes this with reserve. Alvarado puffs a little bit more. Duncan looks on.

MORRIS

I guess. Is there a particular  
crime I should know about, sir?

Alvarado pauses.

ALVARADO

What?

MORRIS

You said something about a crime  
wave.

Alvarado takes his cigar out of his mouth for emphasis.

ALVARADO

Crime, Balabar! It's all around.  
Pick up any newspaper. We need  
informed citizens. That's half  
the battle. Then maybe we can  
expend a little justice.

Alvarado taps the fat ash off his cigar emphatically. He  
smoothes his jacket and offhandedly checks his watch.

MORRIS

Yes, sir.

Alvarado makes for the exit, pointing to a red spot on  
Morris' collar on the way out.

ALVARADO

And get that washed.

Morris puts his handkerchief to his mouth as Alvarado locks  
the door behind him. Morris turns back towards the guard  
station and finds himself alone with the new kid, Duncan.

Duncan begins pacing about the little room like a trapped  
animal. He seems to move to some unheard music that has no  
end.

DUNCAN

What? Did you get in a scrape?

MORRIS

What?

DUNCAN

(pointing to Morris'  
mouth)

The blood.

MORRIS

No. I just went to the dentist and  
my gum's still bleeding a bit.

DUNCAN

Give you any gas?

MORRIS

What's that?

DUNCAN

Any giggle gas, any loony fumes?

Morris doesn't respond. Duncan turns to him, incredulous.

DUNCAN (CONT'D)  
Nitrous?!

MORRIS  
Oh no, none of that. Just a little  
Novocaine.

DUNCAN  
Sucks for you. Say, what's up  
with that Avocado guy? Is he two  
piles of shit, or am I just seeing  
double?

Morris is finding it hard to keep up with Duncan's near-manic  
pace.

MORRIS  
Who?

DUNCAN  
Old pockmark Valenzuela there?  
Mr. Pitts? That guy's got a  
complexion like a goddamn golf  
ball.

MORRIS  
You mean Alvarado.

DUNCAN  
Yeah. That dick. What's up with  
him? Comin' off like he's Charles  
Fuckin' Bronson. What is he,  
Mexican?

MORRIS  
I'm not sure.

DUNCAN  
Say, does he stop by all the time?  
Like during our shifts and all  
that?

MORRIS  
Not routinely, no. But on  
occasion...

DUNCAN  
That's good. 'Cause after two more  
minutes of that guy...whap!

Duncan slaps his fist into his open palm.

DUNCAN (CONT'D)  
I'm talkin' pressure cooker.

Morris can't respond.

DUNCAN (CONT'D)  
So what's up? You read all these  
books or are you just trying to  
look like a security guard?

MORRIS  
I dabble.

DUNCAN  
"Book of the Month Club" and shit.

MORRIS  
A little Eastern thought, Western  
logic...

DUNCAN  
Porno?

MORRIS  
What?

DUNCAN  
Yeah, I had a subscription to  
*Hustler* until my neighbors started  
locking their mailbox. Did you  
ever see one of those scrotum sack  
enlargers?

MORRIS  
No.

DUNCAN  
Don't buy into it. My friend, he  
works down at the pipe fitting  
plant, tried it once. He  
got...shit, what do you call  
it?...I don't know, some Latin word  
for "strangulation of the nuts." Is  
that Avocado guy a Mexican?

MORRIS  
I'm not quite sure.

DUNCAN  
I think he could be a Mexican.

Morris doesn't know what to say. He simply agrees.

MORRIS  
It's possible.

Duncan jerks back towards Morris.

DUNCAN  
So you're supposed to show me  
around this crap hole or something?

MORRIS  
I think so, yeah.

Morris turns toward the hallway.

DUNCAN  
Great. Is there any place I can  
shoot up? I haven't fixed in  
hours.

Morris turns to Duncan, cold. Duncan stands before him and,  
for once, doesn't budge an inch.

DUNCAN (CONT'D)  
Morris...it's Morris, right?

MORRIS  
(cautiously)  
Yeah.

DUNCAN  
Morris, I'm just jokin' man.

INT. BACK HALLWAY - ALVARADO'S FINE JEWELRY - NIGHT

CLOSE ON

A doorknob. It unlocks automatically, giving off three short  
electronic beeps.

Morris walks through the doorway with Duncan close on his  
heels, ranting over his shoulder.

DUNCAN  
So this guy's driving back from the  
grocery store with the pit bull in  
the backseat, his groceries up  
front, and he stops off at his  
girlfriend's house...

EXT. LOW RENT HOUSING DEVELOPMENT - SIDEWALK - AFTERNOON

A Dodge hatchback pulls up to the curb. The GUY, a dim-witted, steroid case, gets out of the car with a bag full of groceries and an eager grin on his face.

DUNCAN

He takes out this bag of groceries that's got, like, five cans of dog food in it, a jar of Vaseline and a box of rubbers. So he goes upstairs to this chick's apartment and leaves the pit bull sitting in the backseat with, like, all the windows rolled up.

DOLLY INTO

A PIT BULL barking in the backseat as the guy walks away.

INT. BACK HALLWAY - ALVARADO'S FINE JEWELRY - NIGHT

Morris points out a door on his left and holds up a yellow key.

MORRIS

This is the storeroom. The yellow key goes with it.

Duncan shakes his head and quickly continues the story.

INT. GUY'S APARTMENT - LOW RENT HOUSING - AFTERNOON

The guy bursts in the front door, groceries in hand.

WHIP PAN TO

The guy's GIRLFRIEND, high-rise hairdo, wearing a bikini. She crawls across the bed toward us.

DUNCAN

Now his girlfriend's a real sick bitch. She's into the whole dog thing. Barking, getting her ear chewed on while she's taking it up the keester...

The guy pulls a can of "Meat Waggin" dog food from the bag. The girlfriend beams with delight.

DUNCAN (CONT'D)  
So they're goin' at it...

The guy takes his girlfriend from behind as they smear soft, brown dog food on each other.

DUNCAN (CONT'D)  
...she's smearing the dog food on his balls, he's putting it on her neck and tits, you know, while the dog's out dying in the car...

IN THE HATCHBACK

Behind a fogged-up back window, the pit bull barks like mad.

DUNCAN (CONT'D)  
And it's like eighty -- no, like ninety fucking degrees outside -- and the dog's stuck inside this little hatchback with no water, no nothing.

ON THE HATCHBACK FLOOR

The pit bull begins tearing the carpeted interior to shreds.

DUNCAN (CONT'D)  
So this fucker gets real mad even though he's, like, half dead -- those pit bulls are real hardcore dogs -- and he starts chewing through the fucking floorboards until he's able to squeeze through pipes and shit.

UNDERNEATH THE CAR

The pit bull squeezes out through the pipes and starts running for the apartments.

DUNCAN (CONT'D)  
So he gets through, runs all the way up five -- no, like, seven -- flights of stairs...

IN A STAIRWELL

The pit bull charges upwards.

DUNCAN (CONT'D)  
...finds the apartment, which has  
one of those...what are they  
called?

PIT BULL'S POV

He's approaching a door with a small cat entry at its base.

DUNCAN (CONT'D)  
...like cat flaps, little swinging  
cat doors at the bottom...

PIT BULL'S POV

He bursts through the cat door and charges straight for a  
HELPLESS PUSSYCAT, bathing itself.

DUNCAN (CONT'D)  
...and the first thing he does is  
snap this little fucking cat's neck  
like a twig.

OVER BLACK

The SOUND OF TEETH CRUNCHING and a FELINE SHRIEK.

The PIT BULL leaves a limp PUSSYCAT CORPSE behind and charges  
for the couple humping on the bed.

DUNCAN (CONT'D)  
Then he jumps up onto the bed where  
the two are getting it on and...

CRUNCH!! The guy screams in horror.

DUNCAN (CONT'D)  
...rips off the guys balls in one  
bite!

The guy runs for the hallway holding his crotch. The pit  
bull drops the remains of the bloody sack and heads for the  
girlfriend.

DUNCAN (CONT'D)  
Then, get this...

OVER THE GIRLFRIEND'S SHOULDER

The pit bull climbs toward the girlfriend and begins to mount  
her.

DUNCAN (CONT'D)

The pit bull jumps on top of the chick, starts doggy-humping her and tearing into her neck and shit...

CLOSE ON

The girlfriend's face. She's actually enjoying it.

DUNCAN (CONT'D)

...and she's, like, digging it so much she doesn't even realize this dog's chewing her neck to pieces. So now she's dead and what does this bad-ass dog do?

IN THE KITCHEN

The pit bull, its snout wet with blood, jumps up onto the kitchen counter top where several cans of dog food rest. He rips the cans open as the girlfriend lies dead in the b.g.

DUNCAN (CONT'D)

He tears into every last one of those dog food cans and eats his fucking fill! Un-fuckin-believable, right? Anyway, so the next day...

INT. HALLWAY - LOW RENT HOUSING COMPLEX - MORNING

A NICE LITTLE OLD LADY knocks on Duncan's door.

DUNCAN

...one of the neighbors comes around collecting money for this guy who's now, like, lying nut-less in some hospital...

Duncan opens the door. The old lady kindly puts a collection can in his face.

DUNCAN (CONT'D)

...you know, trying to get up enough money to buy him a new set of balls...

Duncan begins yelling at the little old lady.

DUNCAN (CONT'D)

And I say, "Fuck that, you ought to be collecting for the dog.

(MORE)

DUNCAN (CONT'D)  
Animal Control's about to gas this  
great pooch and you're collecting  
money to buy this asshole a new set  
of nuts!"

The little old lady turns vicious herself, wagging a  
disapproving finger.

DUNCAN (CONT'D)  
'Course the old bitty got nasty and  
said I had no compassion. But you  
know what I said? I said, "You  
know what, that's what the  
motherfucker gets for using food  
stamps in the first place!" Then I  
slammed the door right in her  
face!!

Duncan SLAMS his door in the old lady's face.

INT. BACK HALLWAY - ALVARADO'S FINE JEWELRY - NIGHT

Morris and Duncan slow up at the back door. Duncan stands  
there completely pleased with his story's conclusion. Morris  
is not enthused. There is a brief awkward moment.

Morris pushes open the door and heads for the parking lot.  
After a pause, Duncan follows energetically.