

# ZOOLANDER

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FADE UP:

EXT. FOUR SEASONS HOTEL, MANHATTAN - NIGHT

Tom Clancy espionage music comes up; lots of snare drums and strings...

The muted clicking of computer keys accompanies the title:

NEW YORK CITY -- JACOBIM MUGATU FALL UNDERPANTS LINE  
UNVEILING PARTY

CUT TO:

INT. FOUR SEASONS HOTEL-- PENTHOUSE -- NIGHT

The party is in full swing. A POSTER of ANTONIO SABATO JR., modeling MUGATU underpants is the centerpiece of the room. Almost surreally, the real SABATO, wearing only underwear, dances into frame humping the air to an impossibly fast PRODIGY number as a CROWD cheers him on.

ANGLE ON:

AMBER VALETTA and CARLA BRUNI

AMBER

The guy on Canal Street gets out way more than the guy on 23rd.

CARLA

That's what I'm hearing.

AMBER

It's true. I mean, I looked at this big bag of sludge and just couldn't believe that all that was in me.

CARLA

I know.

ANGLE ON:

JOHN GALLIANO and JACOBIM MUGATU

Jacobim is tall, dry and incredibly affected. He's wearing full KABUKI MAKEUP and a black plastic suit. He speaks with an UNSPECIFIED EUROPEAN ACCENT that changes constantly throughout the film. Also, from scene to scene, his clothes will become more and more outrageous.

(CONTINUED)

## GALLIANO

You've outdone yourself this season Jaco. Bold, nasty undergarments, with a touch of sentimentality. Bravo.

## JACOBIM

The things we do to entice the K-Mart shopper. I'm lucky if I can see a profit this fiscal year with that Filipino Yen playing hide the salami with my ass. Not to mention getting the shelf space.

(nods to Antonio)

That's why I gotta stick that monkey on my boxes.

Galliano nods sadly in agreement.

## BACK ON ANTONIO:

Dancing his heart out, he suddenly loses the beat for a moment, noticing....

A MAN, who looks totally out of place wearing a very straight suit and tie.

Antonio stops dancing. His face whitens, he looks to the front door.

Two BIG MEN IN SUNGLASSES take position in front of it.

The Man In The Suit gestures to Antonio, with a slight smile, to join him. This seems to frighten him even more. He steps down from the coffee table, backing away across the room.

The Man nods to the the Two Sunglass guys, who move toward him.

## BATHROOM

Antonio seeks refuge in the bathroom only to find TWO SEXY FEMALE MODELS having sex in the empty bathtub. They see him and beckon him in, he considers it a moment then turns away.

## KITCHEN

Sweating, Antonio checks behind him as he moves through the crowd. He bumps into...

MAURY BAULSTEIN, 55, a short, balding model agent, heavysset, with lots of jewelry. Maury talks with a deep garment salesman tone. His mouth is full with a shrimp brochette.

MAURY

There he is! The man of the hour...  
What's wrong? You look agitated.

ANTONIO

No, I'm fine. I have to go.

MAURY

It's not everyday a thirty year old model slash actor lands an underwear deal. T-shirts maybe. I wedgied MUGATU's ass on this one. We're seeing ten cents on every unit.

ANTONIO

I know.

MAURY

Yeah, yeah. I know, you know. You know everything. Two years on Melrose place, I bet you could cure cancer.

He gives Antonio a paternal pat on the butt. Antonio moves away.

CUT TO:

EXT. BALCONY -- NIGHT

Antonio, now in a full on state of hysteria, steps out on to the balcony, and looks over the railing, forty flights down to the busy street below. He climbs on top of the railing.

The Man in the Suit and the Sunglass guys step to the doorway, and stop when they see this. A crowd of partiers starts to gather.

ANTONIO

(gesturing wildly)

I won't be your freak! I won't be your mutant freak boy!!

The Man, not wanting to be noticed, shrinks back. He laughs nervously, as if Antonio is crazy. Maury comes to the door, as does Mugatu, and more partiers...

ANTONIO (cont'd)

I'm not an animal! I have two legs, not four!

The crowd reacts to his craziness, murmuring to each other.

(CONTINUED)

MAURY

He's whacked out on the crack cocaine.  
I've seen this before. Come down from  
there, Tony!

Antonio eyes glaze over, as if he is if he has moved on to  
another plane, a tear rolling down his cheek... The MUSIC  
INTENSIFIES...

ANTONIO

(straight to Mugatu and the  
Man, very dramatic)  
My face might be on your underwear -- but  
Antonio Sabato Jr.'s soul has just been  
taken off the market.

He takes a silent step backwards, plummeting toward the  
ground.

The CROWD GASPS. The Man and the Sunglass Guys disappear.

CUT TO:

EXT. FOUR SEASONS HOTEL - NIGHT

Sabato comes flying towards us, his ass obliterating the  
frame.

BLACK

Folksy, Springsteen-esque music comes up out of nowhere, as  
the TITLES play over...

SUPER 8 HOME MOVIES CIRCA MID-'70'S

An extremely good looking MOTHER and FATHER are taking their  
two TWIN 5 YEAR OLD SONS on a day trip.

The parents waking the children while it's still dark.

Loading the station wagon. One son constantly poses for the  
camera, the other holds a plastic guitar.

Stopping for lunch at Denny's. The poser brother stares at  
his reflection in a spoon. The guitar brother pretends to  
play a tune while the parents clap and cheer. The poser looks  
over jealously at the attention his brother gets. He seems  
sad, in his own world.

Mt. Rushmore. The family waves to the camera -- all except  
the poser, who seems enamored of the giant chiseled faces of  
the former presidents. As the camera lands on him...

(CONTINUED)

CONTINUED:

5.

he shoots us a look that we immediately recognize as "Blue Steel."

MATCH CUT TO:

EXT. MADISON SQUARE GARDEN - PRESENT DAY -- EVENING

A fully grown DEREK ZOOLANDER shoots his "Blue Steel" look right through us as he swaggers up the star-clogged red carpet towards the entrance to the VH1 Fashion Awards.

Everyone is there from MADONNA to DEMI, from CALVIN KLEIN to DONATELLA VERSACE.

TITLE TYPES ON SCREEN:

VH1 FASHION AWARDS, NEW YORK CITY

Derek clowns around with DAVID BOWIE for the FASHION TV crew.

MUGATU emerges from a limo, wearing a hoop skirt frame over biker spandex. He passes Bowie and Derek, who are being interviewed by separate crews...

REPORTER

(to David)

Are you performing tonight?

DAVID

No, I'm strictly here to watch Derek win his fifth consecutive Male Model of the Year award.

Cutting through the limos, a primer black customized and beached-out 73 FORD BRONCO pulls up. THREE MODELS and a blonde, waify looking MALE MODEL pour out. The flashbulbs go crazy, all for the Beck-like looker in the paisley shirt.

REPORTERS

Hansel! Over here! Hansel!

He smiles a laid back grin, but doesn't stop. He has a yo-yo, which he plays with as he passes Derek, whom he doesn't acknowledge. Derek returns the favor.

REPORTER

Are you worried about Hansel, Derek?

DEREK

Not as much as I'm worried about Gretel.

Derek smiles weirdly at his joke.

(CONTINUED)

CONTINUED:

DEREK (cont'd)

But seriously, my dream come true would be that there's a four-way tie tonight.

REPORTER

You mean, five-way tie, don't you?

Derek pauses, looks around for a moment, then moves off.

CUT TO:

INT. FASHION AWARDS - LATER

The awards show is almost over. The host, ALEC BALDWIN, is at the podium.

ALEC

Welcome back. And before we present the final two nominees for Male Model of the Year, I'd just like to ask for a moment of silence as we send all our love and healing thoughts to Mr. Antonio Sabato Jr, who is fighting the fight of his life as we speak.

(closing his eyes, tearful)  
We're with you hot stuff.

The crowd applauds.

ALEC (cont'd)

Back to business. Here are the final two nominees for Male Model of the Year.

CUT TO:

HANSEL VIDEO MONTAGE

Beck's LOSER plays over a slickly edited series of images of the blonde and beautiful HANSEL.

Hansel in different runway shows, wearing a thong only...

ANNOUNCER

Hot. Young. Brash. With more covers in his first year than any rookie model ever, and an attitude that says...

He gives the camera the finger, we FREEZE FRAME, but it's adorable, cause he's Hansel...

ANNOUNCER (cont'd)

...Who cares! It's only fashion!

(CONTINUED)

CONTINUED:

Hansel on the cover of GQ, PAPER, winking on the ID cover.

Hansel skateboarding in the Hamptons with his friends, wearing love beads and sandals.

Hansel Extreme Snowboarding on virgin powder...

HANSEL

Hey, if somebody wants to snap my picture, that's their trip. I'm just along for the ride. Right now, me and my friends are into crater-luging...

Hansel and his grunged out yet beautiful buddies luge down the inside of a rocky volcano crater...

HANSEL (cont'd)

If modeling can buy me an extra twelve feet of bungee cord, I'm ahead of the game. Know what I mean? *It's all good.*

Hansel at a photo shoot, surrounded by BEEKEEPERS in full gear, wearing a COAT OF LIVE BEES, looking beautiful for the camera...

ANNOUNCER

Hansel!

ON DEREK

He watches uneasily in the audience, checking out the crowd's reaction.

Behind him Hansel plays with his yo-yo, soaking in the applause.

CUT TO:

DEREK VIDEO MONTAGE

Techno music pounds over slick images of Derek doing different photo shoots -- holding a poodle, wearing a fur, oozing modelness -- the complete opposite energy of Hansel.

ANNOUNCER

Over the past decade male modeling has had a shadow over it. That shadow has been cast by one man, and five syllables...

(with reverb, spoken to a pounding beat)

DER-REK-ZOO-LAND-DER!!!

(CONTINUED)



CONTINUED:

Derek on a billboard for DKNY, running in traffic almost getting hit.

Derek in a European looking commercial for Diet Coke, pouring it on his head in slow motion.

Derek on a runway doing his trademark loping gait, wearing a silly suit.

Derek being interviewed.

DEREK  
I guess the look I'm best known for is  
"Blue Steel"...

Derek flashes "Blue Steel" to camera with a lateral shift of his neck.

ON THE CROWD

They break into applause. Derek looks relieved.

BACK TO VIDEO

DEREK (cont'd)  
But I'm also known for "Ferrari" -- which  
is a much softer look...

He flashes "Ferrari" -- the exact same look as "Blue Steel".

DEREK (cont'd)  
Blue Steel is much more aggressive --  
Ferrari, I save that for softer work,  
like gloves and socks...

Derek at a photo shoot with a PHOTOGRAPHER, who is treating him like a piece of meat, moving his face as if he is a mannequin.

DEREK (cont'd)  
My face is my instrument. I use it the  
same way a cowboy would use his...  
(makes lassoing gesture)  
Or a nurse would use her... hat.

Derek in SAD CLOWN MAKEUP, turning a giant industrial wheel, covered in grease...

ANNOUNCER  
Four time winner of the most prestigious  
honor that any male model would kill  
for....Zoolander!

ON THE PODIUM

As the crowd reacts, Alec Baldwin opens the envelope.

ALEC  
And the award goes to...

TIGHT SHOT OF DEREK

He seems supremely confident and scared shitless.

We TRACK to HANSEL, who seems oblivious, doing "Walk the Dog" on his yo-yo for his seat mate.

ON ALEC

ALEC  
...Han--

ON DEREK

He gets up, assuming he's won.

ON ALEC

ALEC  
--sel!

ON THE CROWD

Oohs, aahs, and cheers at the huge upset.

DEREK

is caught standing up as the realization that he lost hits him. For a moment he looks stunned, and then quickly begins clapping as hard as he can, going into standing ovation mode...

Hansel looks around, mildly surprised, casually high fives some buddies around him and heads to the stage, passing Derek, who looks lost and scared.

CUT TO:

EXT. MADISON SQUARE GARDEN -- SIDE DOOR -- NIGHT

Derek bursts out of the theatre, leaving the awards show early. He is forlorn. He walks over to the street, gazes at his reflection in a mud puddle as he hails a cab.

(CONTINUED)

DEREK  
(to himself)  
Who am I?

He becomes fascinated with the distorted image of himself in the puddle, and bends down like Narcissus, touching his finger to the reflection. Just as he does so, a LIMO pulls up splattering him with mud.

A group of female models lead by LINDA EVANGELISTA and BRIDGET HALL come running out the side door, into the car.

LINDA  
Come out with us, Derek.

DEREK  
I can't.

LINDA  
We're going to do a bunch of blow then go skinny-dipping in Donald Trump's pool. It'll be fun.

BRIDGET  
Yeah, come with us!

DEREK  
I really can't. I've got a lot of things to ponder.

Hansel pops his head out of the limo, with Linda on his lap.

HANSEL  
Don't think too hard, amigo. It's all good.

The door closes on their laughing faces and speeds off. The mud, mixed with tears drips off Derek's face.

He walks down the street, into the night.

CUT TO:

INT. DEREK'S SOHO LOFT -- EARLY MORNING

He shuffles inside, locking the door behind him. As he passes by the mantle piece, he stops and looks at the FOUR VH1 MODEL OF THE YEAR AWARDS, and the empty FIFTH SPOT. He fingers the empty space sadly.

BEDROOM

(CONTINUED)

Derek opens the door quietly. We reveal that there are two sets of bunk beds. His three male model roommates BRINT, RUFUS and MEEKUS, sleep soundly in their beds, each with their names on them.

Derek falls onto his bottom bunk, feeling alone. He lies there for a long moment then...

BRINT

I just have one thing to say...

Brint Rufus and Meekus simultaneously pop their heads out of the sheets, Meekus being upside down from the bunk on top.

BRINT/RUFUS/MEEKUS

Hansel can kiss our ass!

Derek breaks into a huge grin, buoyed by his friends support.

DEREK

You guys!

CUT TO:

INT. KITCHEN - THE NEXT MORNING

They are all in work out clothes, wearing tank tops that say B'ALLS MODELS.

Rufus is on his cell phone checking his pager. So is Meekus. Brint is doing sit-ups on a Roman chair. Derek gazes at his own reflection in a spoon. During this conversation, no one actually looks at each other.

RUFUS

I'd be happy to even be a finalist for male model of the year even once.

MEEKUS

I'm telling you, the whole thing's fixed.

BRINT

Yeah right, Meekus. You and your conspiracies. Like that idea you had that someone was spying on us.

MEEKUS

I'm telling you Brint, someone is spying on us. I was taking a shower last week and my loofah was damp -- and no one had been home all night.

(CONTINUED)

BRINT

Loofahs are supposed to be damp. That's why they're called loofahs.

MEEKUS

Come on Derek, tell them how you found that little camera in the ceiling fan.

Derek shrugs, still gazing into the spoon.

RUFUS

Oh please. Every apartment I've ever lived in has had a camera in the ceiling fan. It's part of being a model. People will do anything to see us naked.

(reading his pager)

Hey! There's a party tonight!

Everyone brightens, save Derek.

DEREK

Do you ever think that maybe there's something more to life than being really, really, really, super, super, super, good-looking?

They consider this for a moment, then, pretty much in unison, shakes their heads, "No."

During this, the CAMERA SLOWLY FALLS BELOW THE TABLE to reveal a small MICROPHONE, taking in the conversation.

MEEKUS

What do you mean, Derek?

Meekus nonchalantly tries to see his own reflection in Derek's spoon.

DEREK

I don't know, do you ever feel like we should be doing something more meaningful with our lives?

BRINT

Like what?

DEREK

You know, like helping people?

MEEKUS

What people?

DEREK  
(confused)  
People that... need help...

RUFUS  
Models help people. They give them a good  
self image.

MEEKUS  
Yeah.

DEREK  
That's true...

BRINT  
Hey Dude, I know what you need.

He jumps off the Roman chair and tosses the towel playfully  
at Rufus, who flips his cell phone closed and playfully  
tosses the towel at Meekus.

RUFUS MEEKUS BRINT  
JAMBA JUICE!

WHAM'S TIMELESS HIT "WAKE ME UP BEFORE YOU GO-GO" KICKS IN...

CUT TO:

EXT. CONVERTIBLE -- DAY

The male models, now dressed in elegant summer casuals, are  
cruising in a restored, cherry apple red convertible T-bird.  
They pull in to a gas station, GROOVING TO THE MUSIC...

GAS PUMP

Meekus pumps gas while Derek cleans the windshield. Derek  
playfully flicks the wet squeegee at Brint and Rufus. They  
hop out and arm themselves with squeegees as well, and,  
before you can say "Dior turn," a male model romp is on.

SLOW MOTION

The boys flinging sudsy sponges at each other, all of them  
getting soaked to the skin.

Things escalate to another level when Rufus takes the  
GASOLINE HOSE and douses Meekus and Brint with super  
unleaded.

Meekus returns the favor in kind. The frivolity winds down,  
all four of them weak from laughter and horseplay.

(CONTINUED)

CONTINUED:

Meekus sighs and takes a cigarette from out of the glove compartment. He places it in his mouth, and produces a lighter.

SUPER SLO MO as the MUSIC DISTORTS

Meekus striking the flint...

Derek lunging towards Meekus to knock the cigarette from his mouth...

DEREK  
(slowed down)  
Noooooooo!!!

Meekus looks up, meeting Derek's eyes just hundredths of a second before he's engulfed in flame...

Derek is knocked back by the explosion. He watches in horror as, in quick succession...

Meekus, Brint and Rufus catch fire. All three of them, cloaked in flame, run around the gas station screaming for help as...

Derek stands by, helpless, crushed.

SLOW FADE TO BLACK

FADE UP:

EXT. FLORAL HILLS CEMETERY - DAY

Derek is giving the eulogy at the triple male model funeral. There are easily over one hundred sharply dressed male models in attendance. MAURY is there, with an incredibly hot MODEL CHICK.

DEREK  
Rufus, Brint and Meekus were like brothers to me. And I don't mean "brother" like someone who is your actual brother. I mean "brother" like the way black people use it, which is more meaningful, I think.

About fifty feet behind the mourners, THE MAN IN THE SUIT FROM THE OPENING PARTY watches hidden behind a marker.

DEREK (cont'd)  
... When God calls one of us away, or in this case, two of us...  
(MORE)

(CONTINUED)

DEREK (cont'd)  
or three of us, actually, now that I count the coffins, he or she does so because he or she, needs us more in heaven than on earth. And, if nothing else, heaven just got a whole lot cuter. And also, earth is going to get a lot less cute too. And also, due to all the really bad things that have happened lately, I have decided to stop being a male model.

The CROWD REACTS in shock, especially Maury.

CUT TO:

EXT. B'ALLS MODELS BUILDING -- MIDTOWN -- DAY

Maury and Derek walk into the building, Maury eating a hot dog.

MAURY

(pissed)

You're overreacting! Three faggottinis catch the wrong end of a duraflame and all of a sudden you wanna throw away a career? Who the hell has a gasoline fight, anyway? What the hell were they thinking?

INT. B'ALLS MODELS -- LOBBY -- CONTINUOUS

They enter the reception area, heading towards Maury's office. The halls are filled with BEAUTIFUL PEOPLE.

DEREK

I'm turning in my tear book, Maury. I want to do something meaningful with my life.

MAURY

You know what's meaningful? The crack of that chick's ass I was with at the funeral. I'm telling you, you stick your nose as deep as you want into the crack of that eighteen year old ass and it smells like roses. Deep as you want.

DEREK

I'm serious.

MAURY

So am I. I don't get it, you quit, then what?

(CONTINUED)



DEREK

The other day, I was thinking of volunteering to help underprivileged children learn how to read... and just thinking about it was the most rewarding experience of my life.

They enter...

MAURY'S OFFICE

It is filled with modelling agency stuff and has a great view of Manhattan. Maury sits behind his huge desk and turns on his computer. Derek sits across from him.

Throughout the scene he fiddles with the computer.

MAURY

What about me, huh? What happens to B'alls? What do I do? Sell churros on the street?

DEREK

You'll be fine.

MAURY

Alright, fuck me. What about us? I thought we had a connection here. I've always considered you like a...

DEREK

... son?

MAURY

Yeah, whatever. I mean, we built this place together. When I met you, you were a Junior Petite who didn't know Jean Paul Gaultier from Long John Silver. Now look at you.

Derek looks down, ashamed.

MAURY (cont'd)

All the nights you spent on my couch crying about how you can't turn left...

DEREK

(defensive)

I can turn left.

MAURY

Derek, please. Some male models go left at the end of a runway, others go right.

(MORE)

(CONTINUED)

MAURY (cont'd)

You're a right turner. Nothing to be ashamed of.

DEREK

I can go left.

MAURY

Bullshit.

DEREK

It's true.

MAURY

Alright, baby wants to play? Prove it.

Derek gets up and finds some runway room in the spacious office. He prepares for a moment, then does a spectacular walk to the end of the office. He pauses for a moment then turns...right. It's a beautiful turn.

Maury applauds politely. Derek does another perfect walk to the other end of the office, begins a turn to the left, and freezes.

A few awkward moments go by. Derek starts to shake, on the verge of tears.

MAURY (cont'd)

Derek. Very few male models are ambi-turners.

Derek finally shakes it off and goes to the wall. There are two magazine covers framed on the wall: one Hansel, the other Derek.

DEREK

(angrily)

Hansel is an ambi-turner.

MAURY

(sighing)

Here we go. I was wondering how long it was going to take before you brought up his name. You're mad I signed Hansel. That's what all this is about, isn't it?

Derek slumps into his chair. Maury crosses over in front of the desk and sits down in front of Derek.

MAURY (cont'd)

Lemme tell you something. There is only one Zoolander. You hearing this? There is only one person on this whole planet who can do "Blue Steel". Am I right?

(CONTINUED)

Derek doesn't look up, but nods.

MAURY (cont'd)  
Now, gimme one. Come on. One Blue Steel.  
Do it.

Derek can't bring himself. Maury gets in his face.

MAURY (cont'd)  
Come on. Do it. Do it. Do it.  
(a long beat, almost  
threatening)  
Do it.

Finally a sad, yet gallant Derek flashes his smoldering look.

MAURY (cont'd)  
(smiling)  
There he is! That's the male supermodel I  
know. Now get outta here.

DEREK  
Okay. But I'm serious. I need to take  
some time off. Maybe go home. Figure  
things out.

MAURY  
(laughing a bit too hard)  
Yeah, you do that. Go, figure it all out.  
And when you do, tell me how the hell to  
get the free porn on the internet. Cause  
I'll be damned if I'm giving them my  
credit card to play with!

Derek stands, they hug.

DEREK  
I love you, Maury.

MAURY  
Yeah, yeah.

Maury pushes him out, shutting the door. He returns to his  
desk, takes a phone out from his bottom desk drawer.

He picks up the receiver and waits a few seconds. His  
demeanor becomes very serious.

MAURY (cont'd)  
(into phone)  
2-7-9-5-4-8... This is Jock Rocket  
requesting clearance.  
(MORE)

(CONTINUED)

MAURY (cont'd)  
(with a pained whisper)  
Zoolander's ready.

CUT TO:

INT. A DARK BUNKER LIKE OFFICE

THE CAMERA SLOWLY MOVES behind the desk of the man on the other end of the phone. Across from him sits an intelligent and, in spite of herself, attractive CIA agent, MATILDA JEFFREYS.

TITLE TYPES ON: CIA HEADQUARTERS -- LANGLEY, VIRGINIA

The man hangs up the phone. Though we don't see him yet, he is SLOANE.

SLOANE  
(to Matilda)  
Zoolander's ready.

Matilda nods, then...

MATILDA  
Which one is he again?

Sloane casually clicks a mouse and images of Derek in various goofy poses appear on a large wall of monitors.

MATILDA (cont'd)  
(unimpressed)  
Oh, that guy. He's not gonna go Sabato Jr. on us is he?

We reveal that Sloane is the Man in the Suit from the first scene and the funeral.

SLOANE  
That's your job, Agent Jeffreys.

On her concerned look...

The Springsteenesque music comes up...

CUT TO:

EXT. CHISELHEAD, SOUTH DAKOTA -- DAY

A Greyhound bus pulls to a stop by the side of the highway, and Derek deboards, followed by five big pieces of Gucci luggage.

The bus pulls away, and Derek takes in his hometown.

(CONTINUED)

Title types on: CHISELHEAD, SOUTH DAKOTA

EXT. CORNFIELD -- DAY

Derek totes his luggage up a long driveway, past a mailbox that reads Zoolander. He heads up the long road to the house, struggling with his bags.

ZOOLANDER HOME

It is a traditional farmhouse, except for the fact that it is in the shadow of the impressive peaks of Mount Rushmore, which loom in the background.

Derek's mother, SUNNY, a very pretty older woman, leans out of a window.

SUNNY

Derek? Is that you? My Baby!

DEREK

Hey, Mom!

Sunny shuts the window and runs downstairs to greet her son. She emerges from the front door and hugs him.

SUNNY

Look at you. You look so skinny! Don't they have food in New York City?

DEREK

(Puzzled)

Yes, they do.

SUNNY

Oh, Derek.

(hugging him)

Well, you're getting a mouthful tonight. Your brother and father are going to be so happy to see you!

Off of Derek's most complicated expression yet...

CUT TO:

INT. ZOOLANDER DINING ROOM - EVENING

Uncomfortable silence, broken only by the sound of utensils clinking.

Derek, Sunny, Derek's father LARRY (also really good looking), and Derek's twin brother, TIM, sit across from each other, not speaking.

(CONTINUED)

Tim happens to look and talk very much like Bruce Springsteen.

TIM  
(like Springsteen)  
These potatoes are special, Ma.

SUNNY  
Thank you, honey.

LARRY  
(after a long beat)  
To what do we owe the privilege? I figured you'd be off God knows where doing your "modeling".

DEREK  
It's Male modeling. And I've decided to quit.

Derek waits for his family to react.

LARRY  
(beat)  
Your brother's performing tonight, Derek. We're all going out to watch him.

DEREK  
Did anyone hear what I said?

SUNNY  
Of course. Good for you, sweetheart. If that's what you want. We can all go see your brother's show tonight and celebrate. He's added songs from the new album.

TIM  
Inspired by the new album, Ma. The lawyers were very explicit about that.

DEREK  
(slightly sarcastic)  
Oh. Still doing the "act" Tim?

TIM  
(regular voice)  
What's that supposed to mean?

SUNNY  
Now Derek, don't start.

DEREK

I'm quitting male modeling. Everyone else in the world is in shock over the news and all you want me to do is go see Tim's stupid show!

TIM

(non plussed, as Springsteen)

There comes a time in every man's life when he reaches a fork in the road, and he's got to decide which way to go. You came to that fork, and you made that decision. I gotta respect that.

LARRY

That's real well put, Tim. I'm proud of you.

He looks at Derek, as if he's about to say something, and eats a green bean instead. Derek runs to his bedroom in tears.

SUNNY

(to Larry)

Couldn't you have at least acted like you were happy to see him?

LARRY

I'm a farmer, not an actor.

TIM

(as Springsteen)

Many a time a man finds himself thrust on to the world stage, not knowing his lines, or his motivation...

SUNNY

Not now, Tim.

CUT TO:

INT. DEREK AND TIM'S CHILDHOOD ROOM - EVENING

Derek's walls are covered with pictures of fashion magazines from the seventies, along with posters of good-looking bad actors from the seventies like Burt Reynolds, Jan-Michael Vincent, Michael Sarrazin, Bruce Jenner, etc.

Tim's side of the room is entirely plastered with Springsteen pictures.

Derek weeps into his pillow. Sunny lets herself in.

(CONTINUED)

DEREK

It doesn't matter what I do, he'll never approve of me.

SUNNY

That's not true. He just doesn't approve of... male models.

DEREK

If he doesn't approve of male models, why isn't he happy that I'm quitting?

This stumps Sunny.

SUNNY

He's a complicated man, Derek.

INT. ZOOLANDER FAMILY ROOM - NIGHT

Larry is watching a college basketball game, drinking a beer. Derek comes down stairs, and hesitantly sits next to him.

DEREK

Who's winning?

LARRY

State.

Derek nods, pretending to understand.

ON THE TELEVISION

The game goes to commercial -- and it is...

Derek's "Obsession" ad. Derek appears to be naked, swimming through clouds over a crashing surf. It is very artsy.

DEREK ON TV DUBBED WITH

ANOTHER ACTOR'S VOICE

She's getting away... I must catch her...

ON LARRY AND DEREK

It couldn't be more awkward. Even Derek feels embarrassed. After a horrendously long beat, Sunny comes in with jackets.

SUNNY

Come on, we better get going or we'll be late for the show.

(CONTINUED)



Both men bolt out of their seats, incredibly relieved.

CUT TO:

EXT. FOUR PRESIDENTS THEATER - NIGHT

The theater seems to be the only place open in the quiet town. The marquee reads

THE THUNDER ROAD REVUE - TIM ZOOLANDER IS "THE BOSS"

CUT TO:

INT. THEATER - NIGHT

Derek, Larry and Sunny are in the front row of the packed house. Tim is onstage, dressed as the Eighties Springsteen, singing "Shopping Cart" to the tune of "Hungry Heart."

Derek watches grugingly. His parents have their hands in the air, singing along.

TIM

Everybody's got a shopping cart,  
everybody's got a shopping cart, lay down  
your credit card and pay for your part,  
everybody's got a sho-o-o-ping cart. Ooh  
yeah...

He finishes the song, and Larry applauds wildly. Derek watches his Dad give Tim all this love and support and can't help but feel sad.

TIM (cont'd)

(talking)

Yeah, shopping is something that  
Americans like to do. Go to the mall,  
buy things, even when they don't need  
nothin'. Just buy it, you know what I  
mean?

Derek's cell phone rings. Larry looks at him as if to say "how could you?". Derek goes off with the phone.

THEATER AISLE

DEREK

(into phone)

Hello?

INTERCUT BETWEEN DEREK AND MAURY

(CONTINUED)

MAURY

You figure it out yet?

DEREK

Maury?

MAURY

Hey, I've got some good news and some bad news. The good news is, I've got you an incredible gig.

DEREK

What's the bad news?

MAURY

You're going to be richer than me.  
(laughs)  
You up for it?

DEREK

Maury, I was serious, I think it's over for me.

MAURY

Yeah, right, and I'm Tara Lipinski. You know, that skater chick with the sweet touchas.

DEREK

I'm not kidding.

MAURY

Well, somebody better tell Jacobim Mugatu. He says you're the only face for his new campaign.

DEREK

Really?  
(a beat)  
No, Maury I can't...

MAURY

Derek, this is big. They wanna go exclusive with you worldwide. This'll make the Sabato deal look like minimum wage.

DEREK

What is it?

MAURY

It's very hush hush. Mugatu wants to fly you in right away and tell you about it himself.

DEREK

Maury, I have to take time to --

MAURY

Listen, I told him you quit, but he wouldn't listen. Oh, I mentioned the little kids who can't read and he says he'll build you a center, you know to tutor them or whatever the fuck.

DEREK

(brightening)

Are you joking?

MAURY

What am I, shovelling shit up your ass? Of course it's for real. But you gotta go now. Will your family be upset?

Derek looks over to his parents, who are singing along to "Born To Have Fun". He nods "no" silently to the phone.

The sound of a jet landing as we...

CUT TO:

EXT. JFK -- DAY

Derek's jet lands.

Title types out: NEW YORK CITY

CUT TO:

EXT. MUGATU ENTERPRISES - DAY

Derek enters the Mugatu Enterprises building, a tall, shiny skyscraper in mid-town Manhattan.

MUGATU'S VOICE

"Assassine" isn't just one product...

CUT TO:

INT. MUGATU'S OFFICE - DAY

An incredible showroom/office/design studio, overlooking the city.

MUGATU himself is dressed and made up in full Maori tribesmen tattoos and a miniskirt.

MUGATU  
(enervated)

...or even several products. It is no products! How about that! And every product! It's a look, it's a shove on the subway by an oily stranger. Do you understand me? Yes, there is a clothing line, yes there is fragrance, a coffee table book, blah blah blah, so what! I DON'T CARE!

Jacobim quickly sketches something on an electronic pad. Instantly, a beautiful, colored sketch appears on a huge, brilliant computer monitor.

The sketch is of Derek, dressed as a ninja bearing nun-chuks, a machine gun and a sabre, wearing a decidedly flamboyant outfit.

MUGATU (cont'd)  
Are you "Assassine"?

Derek struggles to look like he knows what the word means. He starts to answer, but Mugatu continues.

MUGATU (cont'd)  
Am I crazy, Derek? Maybe. The question is, do you want to dance in the places where a little elf named "genius" hangs his pointy cap?

DEREK  
No offense Mr. Mugatu, but you never hired me before, and I've been around for-

MUGATU  
Yes! Yes, around and around! And I wanted nothing of you! And now I cannot have you and I must -- you have played me masterfully. Now the forbidden fruit must be tasted!

(he drops to his knees)  
You have won! You have taken me, Assassine!

(CONTINUED)

Derek is won over.

DEREK

Okay. And you're going to build that reading center, right?

MUGATU

What? Oh, yeah.

DEREK

Then I'll do it.

Mugatu gets up and hits a button on his desk. Sloane and Matilda walk in, dressed in conservative business attire.

SLOANE

(extremely straight)

Welcome aboard, Derek. I'm Hayden Sloane. I'll be the creative director on the campaign. And let me tell you, we've got some kooky ideas.

MATILDA

I'm Matilda Jeffreys. I'll be handling your day to day. Taking care of anything you need.

DEREK

Oh, okay. You mean like getting my moisturizers? I guess you know all about my chafing problem.

MATILDA

(hesitant)

Right...

MUGATU

Your life is about to change, Derek. We are going to create a new way of thinking, dressing and smelling -- and we are launching in just two weeks!

SLOANE

Derek, I'm sure you're familiar with the G7 conference coming up later this month.

Derek nods, lying.

SLOANE (cont'd)

Over thirty world leaders are going to be here in New York for it, and we are having our unveiling smack dab in the middle of the Grand Hall of the United Nations --It's going to be the first fashion show there ever.

MUGATU

And it is all you! All you, master manipulator! I am such a fool for you!

MATILDA

I'll pick you up in two hours at your hotel. Bring a bag.

DEREK

Where are we going?

Mugatu places his fingers to his lips.

MUGATU

Shhhh. From this point on, you can know very little, Derek. You are going on a journey of the soul, a transformation of your entire physical and spiritual essence. You must become "Assassine".

DEREK

Okay. Do you think I need to bring sunscreen?

Matilda rolls her eyes.

CUT TO:

EXT. MUGATU ENTERPRISES -- DAY

Matilda walks out, says something to Sloane, who goes off. She hails a cab, of which an OLDER MAN is getting out. As he holds the door open...

MATILDA

(under her breath)

It's Zoolander.

OLDER MAN

Central Park Carousel.

He goes off. She closes the cab door.

CUT TO:

EXT. CENTRAL PARK CAROUSEL -- DAY

Matilda walks toward the entrance to the Carousel. A few families are there. From the restroom emerges a custodian who walks toward her. It is the older man, WENDELL.

WENDELL

Where?

MATILDA

G7 conference. United Nations.

WENDELL

Stay close on this one. We don't want another Sabato Jr. Situation.

MATILDA

I'm going to need--

He goes off, pushing his broom. Matilda seems irked by all this.

CUT TO:

EXT. TARMAC -- NIGHT

A black car pulls up to a private jet, with the MUGATU logo on the tail. Derek and Matilda are greeted by handlers who take their bags. They walk up to the plane entrance. Derek is impressed.

DEREK

I know I'm not supposed to ask questions, but --

MATILDA

(sweetly)

Then don't.

She gets on the plane, leaving Derek to ponder this.

CUT TO:

INT. PLANE -- NIGHT

Derek and Matilda are seated next to each other. It is clear they haven't talked at all. In fact, Matilda pretends to be asleep. Derek leans over and pokes her. She is gritting her teeth. He pokes her again.

(CONTINUED)

DEREK

hey, are you asleep? Look, I just wanted to say I'm sorry about asking that question before.

DEREK (cont'd)

And I know a lot of women are interested in me cause I'm so good looking. But I'm really just a regular

guy on a strange surreal meet up with a girl who looks like Leo



MATILDA  
(turning her back, terse)  
Thank you.

After a moment of thought she turns back to him.

MATILDA (cont'd)  
Listen, if I were you, I'd get some  
sleep. And you might want to stock up on  
peanuts.

DEREK  
But I'm not hungry or tired.

MATILDA  
Suit yourself.

WE DISSOLVE TO:

EXT. TROPICAL ISLAND-- DAY

The jet approaches a small, beautifully lush and hilly  
volcanic island.

Title types on: CHIBBI CHIBBI ATOLL, SOUTH PACIFIC

EXT. ISLAND -- DAY

The plane lands on A JUNGLE CLEARING landing strip.

Derek and Matilda deplane. He looks around in awe.

MATILDA  
This is going to be our home for the next  
ten days.

DEREK  
Could be worse.

A military jeep pulls up and a couple of BIG GUYS in uniforms  
with Mugatu logos grab their bags and throw them in the jeep.

A sunburnt ex-marine, CHET MENGERS, approaches. He is also in  
uniform.

CHET  
Welcome to Chibbi Chibbi!

MATILDA  
Chet, this is Derek Zoolander. Derek,  
this is Chet Mengers.

They shake hands.

(CONTINUED)

CHET

Hey, shitball. I'm Mr. Mugatu's personal trainer and weapons expert. It's my job to transform you from a pansy-ass boy toy into a killing machine.

DEREK

Hunh?

Chet gets behind the wheel. Derek looks to Matilda, who won't look him in the eye. She gets in the passenger seat. Derek goes to get in the back. Chet starts the engine.

CHET

Hold it. We're a little full up in here, scumfuck. Why don't you run behind the vehicle, get your appetite up for dinner? It's only seven clicks to the west.

The jeep pulls out. On the backside of it, staring at Derek, is a CUT OUT PICTURE OF A SMILING OLD MALAYSIAN MAN.

He looks at it, perplexed, and starts running after the car, in his full Prada suit.

CUT TO:

EXT. JUNGLE ROAD - DAY

Derek struggles to keep up with the car through the dense underbrush, ripping off articles of clothing in the sweltering heat.

Matilda looks back over her shoulder then turns to Chet.

MATILDA

Aren't you starting off a little rough?

CHET

Rough? I got a rocket up my ass from your boss informing me not to have another fubar-sit like the Sabato Jr. meltdown. Okay, lady? I got ten days to rip him down, empty out what little there is in there and make him ours. Now, if you wanna worry about manners you can sit on my face and fart that idea through my asshole. I got a job to do. You gotta problem with that?

(CONTINUED)

Matilda looks back to the struggling Derek, who trips and falls flat on his face.

CUT TO:

EXT. MUGATU COMPOUND -- DAY

The jeep pulls through a heavily barricaded gate strung with barbed wire. Huge concrete walls give the structure a very unfriendly, bunker-like atmosphere.

Derek follows after the jeep, limping along, covered in mud and scratches.

CUT TO:

EXT. MAIN BUILDING -- DAY

The jeep pulls to a stop, followed by Derek, who drops to his knees. He is staring right at the picture of the smiling Malaysian man. Chet squats down in front of him.

CHET

You don't feel too good right now, do you? Look at that face. He's responsible.

DEREK

(huffing)

Who is he?

CHET

He's nothing. He is X. He has no children, he has no mother. He is a virus infecting the earth. All bad things relate to him. He is your pain.

DEREK

Oh.

CHET

Jeffreys will put you in your hut. I'll see you in twenty at dinner, fuckface.

He boots a load of sand in Derek's face. Matilda watches him go, then comes over to Derek.

DEREK

(re: the picture)

He really doesn't like that guy.

(CONTINUED)

MATILDA

Come on.

CUT TO:

INT. DEREK'S HUT - NIGHT

It is stark and bare, like a prison camp. No bed, just a mat, and a single bare light bulb.

Matilda comes in and puts his stuff down. Derek follows her in.

MATILDA

Let's go, we'll be late for dinner.

DEREK

Wait a minute. Can't I take a shower? I need my emollients...

MATILDA

No time. Let's go.

DEREK

What is going on here? This is not like any photo shoot I've ever been on. There's not even a mirror in here!

MATILDA

(trying to be hard)  
Let's go!

DEREK

This is ridiculous. My hair is all messed up and I'm sweating. I can't go to dinner like this. I thought your job was to help me.

Matilda turns to him.

MATILDA

Look, let's get something straight. I don't like models. I think they're vain, stupid, and incredibly self centered.

DEREK

Yes, I totally agree, but how do you feel about male models?

MATILDA

You don't want to know.

Derek seems hurt.

(CONTINUED)

DEREK  
(taking the high road)  
Well, I happen to like model helpers,  
male or female. Maybe you're in the wrong  
business.

He leaves. She shakes her head.

CUT TO:

DINING ROOM -- NIGHT

It has a tropical flavor, bamboo and chimes.

SERVANTS serve huge portions to the diners, who are: Matilda, Chet, Derek and a balding small man in a dark suit and thin tie. He has piercing eyes, and a weird manipulative demeanor. He is DR. LINDENLAUB.

DR. LINDENLAUB  
...and that's how Mr. Mugatu was able to  
establish our research facility here,  
Derek. But it's mainly his winter  
getaway. It's just a fun spot to relax  
and also do some research.

DEREK  
What kind of research, Dr. Lindenlaub?

At this point, a SERVANT, who is incredibly handsome, sets down a plate in front of Derek. The servant is perfect, except that he has three nostrils. Derek takes this in.

DR. LINDENLAUB  
This and that. Just fun psychological and  
genetic stuff.

DEREK  
I'm really hungry.

Derek looks down at his plate. In contrast to all the other's hearty portions, he only has two pieces of lettuce. He scarfs them down.

The clean plate reveals the SMILING MALAYSIAN MAN staring up at him.

Chet leans over and looks at the plate.

CHET  
Seems that smiling old sack of crap  
doesn't want you to eat too much.

(CONTINUED)

DR. LINDENLAUB

Perhaps you're feeling a certain hostility towards the man on your plate who won't let you eat. A desire to hurt him wouldn't be wrong, Derek. In fact, it would be completely understandable.

Derek tries to figure out what is going on. Chet looks to Matilda, to chime in and help. She does so, reluctantly.

MATILDA

Uhh, the Malaysian man is bad, Derek.

There is a lull. After a long beat...

CHET

(to Derek)

You're a piece of shit.

Derek feeling very hurt and confused, looks down, only to see the Smiling Malaysian.

CUT TO:

INT. DEREK'S HUT -- NIGHT

Derek lays on his mat, staring at the light bulb. He gets up and tries to turn it off, but he can't find a switch. He looks very tired, lonely and hungry.

He pulls a spoon from his shirt that he stole from the dinner table. He forlornly looks at his reflection.

A branch cracks outside his window. He looks out and sees the rear of a small donkey. Derek smiles.

DEREK

Hello, Mr. Donkey. Are you as lonely as I am?

The donkey looks back, and Derek sees that it has the face of male model superstar MARK VANDERLOO.

DEREK (cont'd)

Ahh!

Startled, Derek jumps back. The donkey runs away, braying a half donkey half human wail.

CUT TO:

EXT. MATILDA'S DELUXE HUT - NIGHT

Derek walks over, shaken. He knocks on the door.

MATILDA (O.S.)  
Just a second.

She opens the door. Inside is a king bed, full minibar, cable TV hookup. etc. She tries to hide this from Derek's view, keeping the door as closed as possible.

MATILDA (cont'd)  
-What's wrong?

DEREK  
I just saw a donkey with Mark Vanderloo's face. It was horrible!

MATILDA  
Wait a minute. Calm down. Mark who?

DEREK  
Vanderloo -- the supermodel?

He peers over her shoulder.

DEREK (cont'd)  
You have a bed?

MATILDA  
Look, it's been a long day. Your eyes were probably playing tricks on you. Get some sleep, okay?

Derek rubs his eyes. He thinks a moment.

DEREK  
I'm telling you I saw a donkey with Mark Vanderloo's face!

MATILDA  
Derek, that's the stupidest thing I ever heard. Now go back to your hut.

DEREK  
Did you see that waiter at dinner? He had three noses.

MATILDA  
So? Everyone can't be handsome as you, Derek. We all can't be beautiful, perfect and dumb.

(CONTINUED)

Derek looks down, hurt. Matilda softens.

DEREK

I don't want to do this anymore. I don't even know why I'm here. I was going to take some time, rethink my whole existence.

MATILDA

(dropping her front a bit)  
Why are you here?

DEREK

Mugatu said he would build the Derek Zoolander Institute for Kids Who Can't Read Good. That's the only reason I agreed to this gig.

MATILDA

(touched)  
Really. Well that's a good reason.  
(then)  
You better get some rest, you have to get up in...  
(checks watch)  
...forty minutes.

They look at each other a moment before Matilda closes the door.

We hold on the door a few beats. Then the door opens, and Matilda, checking to see that Derek has gone away, quietly sneaks off into the darkness.

CUT TO:

EXT. MAIN BUILDING -- NIGHT

Matilda goes into a side door, that leads downstairs.

CUT TO:

INT. UNDERGROUND HALLWAY -- NIGHT

She makes her way through the nether regions of the building. She reaches an unmarked door, and punches a code into a keypad. The door clicks open and she goes in.

CUT TO:



INT. LINDELAUB'S LAB - NIGHT

It is a state of the art genetic lab. It is a bit eerie at night, though there is activity in the back. She walks past huge cylindrical containers that have MUTANT MODEL EXPERIMENTS gone bad -- perfect bodies with horrible deformities, some with animal heads, some with too many limbs, etc.

In the back, she comes upon Lindenlaub. He is disheveled, his glasses crooked and what little hair he has is unkempt. A half empty bottle of Jack Daniels sits on his work table.

DR. LINDENLAUB

What is it?

MATILDA

He just saw one of your Vanderloo donkeys.

DR. LINDENLAUB

Yes... and?

MATILDA

I don't think we want to get in the habit of letting your failed experiments roam around the grounds.

DR. LINDENLAUB

(bitterly)

The Vanderloo donkey is smart, polite, friendly, and easily potty-trained. Is that how you'd typically define a "failed experiment?"

MATILDA

Whatever, at least keep the three nostril guy off the waitstaff.

DR. LINDENLAUB

Hey, I have no support here. I'm expected to head up a total psychological submission project on Zoolander, a full on brainwash to make him your puppet, the least you can do is get me a cook and some waiters. It's the CIA for god's sake, you'd think they could pay for decent caterers.

MATILDA

I'll see what we can do.

He takes a swig of the JD.

(CONTINUED)

CONTINUED:

DR. LINDENLAUB

I'm so close on the Smart drug. So close. Those jealous bastards at the FDA are going to kiss my sweet genius butt when I work the bugs out of that one. You tell that to your tight ass boss.

SLOANE (O.S.)

Why don't you tell him yourself?

Lindenlaub drops his drink. Sloane is standing in the doorway.

SLOANE (cont'd)

Don't be flustered Karl. I like employee feedback. Especially when it is from alcoholic, licensed-revoked researchers who should be down on their knees thanking me for a chance to get anywhere near a lab.

DR. LINDENLAUB

Don't misinterpret my meaning, Mr. Sloane...

MATILDA

The Vanderloo donkey got out again.

SLOANE

Karl.

DR. LINDENLAUB

He loves to run.

SLOANE

Then shoot him.

DR. LINDENLAUB

I keep trying, but every time I look into those beautiful blue eyes of his...

SLOANE

Let me make it simple for you. You have a very clear mandate -- the reprogramming of a male model's psyche around one specific task. When you've completed that task, we'll bring him back and you can do whatever you want with him. Smarty pants drugs, gene splicing till the half cow half lizards come home. But if I find out that we have another Sabato Jr. situation on our hands...

(MORE)

(CONTINUED)

SLOANE (cont'd)  
 (he looks to Matilda)  
 Both your asses are grass. Understood?

Lindenlaub nods. So does Matilda.

SLOANE (cont'd)  
 (to Lindenlaub)  
 Until then, let's keep the animals in the  
 zoo.

CUT TO:

INT. DEREK'S HUT - NIGHT

Derek tosses and turns having a fitful sleep. We slowly push  
 in on him and...

DISSOLVE TO:

LIMBO -- DEREK'S NIGHTMARE:

Frightening images of... a donkey head morphing into the  
 Vanderloo donkey... then into a Meekus donkey... then into a  
 Sabato Jr. donkey, then finally into a DEREK donkey.

DEREK DONKEY  
 Help me! I'm a donkey. Help!

DEREK'S EYES POP OPEN

We pull back; he has been gagged and tied up ... In the limbo  
 TWO FIGURES in MUGATU UNIFORMS are carrying him somewhere...

DEREK'S POV -- DARK JUNGLE -- NIGHT

Eerie jungle sounds and distorted rustling and donkey braying  
 as trees rush by... a hood is placed over his head...

BLACKNESS

Fade up on ... MUGATU, dressed in a strange kimono, backlit  
 by golden light and sparkly things.... is this dream or  
 reality?

MUGATU  
 How goes the transformation, Assassine?  
 Do you feel the hunger burning inside of  
 you? Are you understanding what it is  
 like to be deprived of your basic needs  
 by an elderly Malaysian man who is not  
 even a human being, who, if you were you  
 blow his head apart no one would even  
 care?

(CONTINUED)

At this point subliminal, split second images of the Malaysian Man appear behind Mugatu, The Malaysian Man smiling one moment and then exploding the next. Also peppered in are the words

BAD... KILL... BAD... MAN... DEREK... KILL

MUGATU (cont'd)

This is all a dream.. There are no boundaries... Derek is Assassine, Assassine is Derek...It is glorious, and it is you!

He does a strange dance, and slowly MORPHS into the

FACE OF CHET -- DAWN

Screaming at Derek. The darkness fades and Derek's hut appears around him.

CHET

Who do you hate! Who do you hate!!

He drops a SMILING MALAYSIAN MAN MASK ON HIS FACE and PUNCHES DEREK....

CHET (cont'd)

Let's get to work!

Derek jumps out of bed automatically -- he's starting to respond. A DRIVING TECHNO SONG COMES UP as we...

CUT TO:

DEREK FIGHTING MACHINE MONTAGE:

EXT. OBSTACLE COURSE - DAY

Derek, outfitted like a stylish Rambo, runs expertly through a muddy series of obstacles, holding an AK47. Chet yells at him all the way through...

Derek leaps across a ditch using a rope... He lands on the other side, rolling into a flip.

Chet throws a watermelon in the air with the MALAYSIAN FACE, in SLOW MOTION. Derek instantaneously pulls his machine gun out and RIDDLES the melon, blowing it to bits.

ON SLOANE AND MATILDA

They watch from an observation point, impressed.

CUT TO:

EXT. ANOTHER PART OF THE OBSTACLE COURSE

Derek runs through a GAUNTLET OF MIRRORS. Chet runs behind him...

CHET

DON'T LOOK! DON'T LOOK!

Derek can't do it == he checks his look in the last mirror.

CUT TO:

EXT. LAGOON -- DAY

Chet holds a stopwatch. Derek, wearing a wetsuit with a cool, fashiony cellar, and holding a speargun, dives into the water.

UNDERWATER

Derek swims dolphin style to the bottom. He looks from side to side, speargun at the ready.

A Shark passes on the left, an eel passes on the right. They are not his target. Then...

A LOBSTER pops out of his hole, with a Malaysian Face taped to him. Derek SHOOTS and skewers him, right between his lobster eyes.

CUT TO:

EXT. TRAINING AREA -- DAY

Blindfolded, at SUPER SPED UP SPEED Derek takes apart and puts together a machine gun.

He then repeats the exercise with the blow drier.

CUT TO:

EXT. MIRROR GAUNTLET -- DAY

Derek still can't get through without looking at himself.

CUT TO:

EXT. OBSTACLE COURSE == NIGHT

Derek scales a wall using knives to pull him up, each knife stabbing into a picture of the Malaysian Man on the wall.

CUT TO:

EXT. DOJO AREA == DAY

Derek, dressed in billowy karate pants, and looking ripped, spars with Chet.

CHET

Hit me in the stomach as hard as you can.

Derek punches him.

CHET (cont'd)

Harder.

He punches him harder.

CHET (cont'd)

Harder.

Derek punches him pretty hard.

CHET (cont'd)

Come on, you pansy, what do you do in that gym in Greenwich Village, suck cock all day? Hit me!

Derek delivers another mediocre punch.

Chet slips on a mask of the Malaysian Man.

Derek responds to this immediately, and digs in a body shot that lifts Chet off the ground. Chet coughs up blood, but is proud.

CUT TO:

EXT. MIRROR GAUNTLET -- DAY

Derek finally runs through without looking at himself. Chet smiles, the blood still caked on his lips.

ON SLOANE AND MATILDA

SLOANE  
We'll see tomorrow.

CUT TO:

INT. LINDENLAUB'S LAB - LATER

Derek is being checked over by a drunk Lindenlaub. He sits on an examining table. His look is steely-eyed, though a bit vacant.

DR. LINDENLAUB  
Your fat content is down to four percent,  
your muscle mass is up by six pounds. How  
do you feel?

DEREK  
(almost monotone)  
Tired and hungry.

DR. LINDENLAUB  
Good. It's dinner time. As always, serve  
yourself, Derek.

Derek walks over to a machine that has a Malaysian face on an armature. Derek SLUGS IT WITH ALL HIS MIGHT, letting out a war cry.

A small FOOD PELLETT drops into a container. Derek devours it.

Lindenlaub steals a swig from his bottle. Derek starts to leave. Just before he walks out...

DR. LINDENLAUB (cont'd)  
Derek!

Derek stops at the door.

DR. LINDENLAUB  
You do seem a bit fatigued, now that you  
mention it. How would you like a nice B  
twelve shot to perk you up?

Automaton Derek turns around.

DEREK  
Sure. If you think it would help me to  
kill the Malaysian man whom I hate with  
all my soul and is the source of all my  
pain.

DR. LINDENLAUB  
I do.

(CONTINUED)

He goes to his cabinet and takes out a vial.

DR. LINDENLAUB

Now, just drop your drawers Derek. This won't hurt a bit.

Lindenlaub, almost shaking with anticipation, draws the fluid from the vial as Derek drops his pants.

CLOSE ON THE SYRINGE -- as it pokes Derek's ass...

DEREK

Ow.

DR. LINDENLAUB

Now, this might take a moment...

(beat)

But I want you to tell me exactly how you're feeling.

DEREK

Okay.

DR. LINDENLAUB

It might be a new sensation, Derek, something you've never experienced before.

There is a long moment as Derek sits there blankly. Lindenlaub studies him. Nothing.

DR. LINDENLAUB (cont'd)

Do you feel anything? Maybe a bit more...lucid?

DEREK

Lu-what?

DR. LINDENLAUB

You know, astute? Prescient?

DEREK

Does that mean hungry?

Lindenlaub frowns.

DR. LINDENLAUB

You can go.

Derek leaves, oblivious. Lindenlaub takes another swig.

CUT TO:



EXT. THE GROUNDS -- NIGHT

Derek walks back to his hut. We hear a mosquito buzzing around him, which he waves away. It keeps circling though, and finally lands on his cheek.

Annoyed, Derek SLAPS IT, hitting his own face.

DEREK

Gotcha.

We PUSH INTO HIS EAR...

CUT TO:

INT. DEREK'S BRAIN - CONTINUOUS

FLYING THROUGH the dimly lit pathways of Derek's brain, past A LOT OF JUNK. It is dark and ghostly as we pass cobwebbed synapses, and broken down looking brain cells. Then we are in the realm of the thoughts and dreams...

MOUNT RUSHMORE, all with DEREK'S FACE...

MALE MODEL OF THE YEAR AWARDS BEING HELD BY A SMUG LOOKING HANSEL...

A 'NO LEFT TURN' SIGN...

DEREK HIMSELF, WINKING AT THE CAMERA...

Finally, WE SHOOT INTO the inner sanctum, where a dusty bulb, flickering and buzzing, POPS TO LIFE.

Sparks fly as we ZOOM BACK from where we came, following the neon lit energy flow at supersonic speed through once dormant, but now vibrant, brain matter... we FLASH TO WHITE!

ON DEREK

All of a sudden his eyes brighten, in a way we have never seen.

CUT TO:

EXT MATILDA'S HUT -- NIGHT

She opens the door. Derek is standing there, looking intelligent.

MATILDA

Derek?

(CONTINUED)

DEREK

Matilda Jeffreys. If that's your real name. You say you're a model's assistant, yet your language, gestures and references reek of someone in law enforcement.

MATILDA

Derek, is that you?

DEREK

The real question is, are you you? It's obvious you've been using modified Crutchfield techniques to break me down. Standard thought control procedures used by most cults and certain military institutions.

MATILDA

(after a beat)

Have you been eating?

He goes to her mirror, and starts writing a complex mathematical equation on it.

MATILDA (cont'd)

Did Lindenlaub do something to you?

Derek finishes the equation and turns to her.

DEREK

From what I can gather, I'm being trained for some sort of covert operation that you and Sloane are spearheading. And it's clear that Mugatu has some stake in the outcome as well. If my brain functions weren't so lethargic due to malnutrition and interrupted sleep patterns I might be able to deduce the--

MATILDA

Listen to me, Derek, did Lindenlaub give you a shot?

DEREK

Yes. He said it was a "B 12" injection, though the vial he extracted it from was a standard U.S. issue restricted narcotic glass container.

MATILDA

The smart drug... When did it kick in?

(CONTINUED)

DEREK

Roughly, eighty-nine seconds ago.

He holds his head, feeling a sharp pain.

MATILDA

Are you okay?

He nods, and goes to the window. Matilda is intrigued. Derek looks out the window. There is a sky full of stars.

DEREK

Look at all those stars. Did you know that the amount of stars in the universe is expanding at a rate that we are incapable of calculating? There are so many things that we don't know.

(he turns to Matilda)

What are you doing to me?

Matilda is dumbstruck. She is attracted to him for the first time, drawn in.

MATILDA

I can't tell you. I mean, if I did... well, it's so incredibly complex...

DEREK

Matilda, right now, I am seeing things that the eight percent of your brain that you use could hardly begin to fathom. Don't for a moment believe that you can comprehend the limits of my intellect.

MATILDA

(fascinated)

Derek, if I tell you this, you have to promise not to tell a soul--

Derek holds his head again, feeling another pain. As she speaks, he slowly loses focus and starts to look at the equation on the mirror.

MATILDA (cont'd)

This operation is so secret that not even the President is aware of... Derek? Derek?

Now Derek is looking much more familiar. He wipes away the equation and gazes vacantly at himself in the mirror.

MATILDA (cont'd)

Has the drug worn off?

(CONTINUED)

DEREK  
(turning to her)  
Somebody wrote weird numbers on your  
mirror. What's that about?

Matilda deflates.

DEREK (cont'd)  
I better get to sleep. There's a big  
thumping in my head.

He leaves.

CUT TO:

EXT. QUONSET HUT -- MORNING

A jeep pulls up carrying Derek and a couple of Mugatu  
soldiers and Chet. They escort him off the truck, and into  
the hangar-sized hut.

MUSIC: heavy snare drums...

CUT TO:

INT. QUONSET HUT

It is dark. Derek and the men are silhouetted as they enter,  
looking very cool, walking in unison and carrying their  
weapons. Derek is in ultimate condition.

Sloane and Lindenlaub come up to him, with Matilda behind.

SLOANE  
This is our final runthrough, a dress  
rehearsal, if you will. I don't have to  
tell you how to walk on a runway.

DR. LINDENLAUB  
Derek, it is extremely important that you  
do what you've been trained to do. Which  
is to react cleanly, simply and  
effortlessly to the appropriate stimuli.  
Is that understood?

Derek nods automatically.

DR. LINDENLAUB (cont'd)  
And have fun out there.

They walk away.

(CONTINUED)

CONTINUED: (2)

Derek's trigger finger squeezing --

BOOM!

In SLOW MOTION, the Malaysian head EXPLODES IN GORY DETAIL, flying apart like a watermelon dropped from a skyscraper.

Derek blinks, then realizing what he has done, starts to shake. Just as he is about to cry...

A PINK BALLOON slowly inflates from the neck of the decapitated Malaysian. It has a smiley face on it.

As it pops...the LIGHTS COME UP, revealing about thirty observers in Mugatu uniforms. HAPPY MUSIC plays. Matilda Sloane and Chet step forward, smiling. Mugatu appears, holding his arms in the air, like a proud father.

MUGATU

For he's a jolly Assassine! For he's a jolly Assassine! Yeaaa!! Yeaa! I am so proud! I am so proud!

CHET

Good job, Derek.

SLOANE

Nice shot.

Derek is freaked out and confused, happy to get all the reinforcement but still trying to understand what just happened.

DEREK

What did I...? I thought I killed --

SLOANE

The Malaysian president? Well, that was the point.

MUGATU

It was necessary for you to believe, so that the audience will believe.

SLOANE

You shot a puppet, Derek. Just as you will at the fashion show. It's all part of the show.

MUGATU

And what a spectacle it will be, Assassine, but it must remain a secret.

(CONTINUED)

A huge BUFFET is wheeled in. Derek's eye's light up.

SLOANE

Enjoy yourself Derek. The plane leaves in an hour -- you can take a well deserved rest for a couple of days back home. The show's on Monday. Good work.

MUGATU

If everyone is not dancing in the next two minutes I will personally slap their ass!

Forced revelry ensues. Derek voraciously downs some food. He goes to Matilda.

DEREK

I guess I did good.

MATILDA

(worried)

Yes, Derek, you did well.

He seems oblivious, eating his food.

DEREK

I wonder if Leonardo DiCaprio is really going to be there.

CUT TO:

EXT. NEW YORK SKYLINE -- NIGHT

Title types on: NEW YORK CITY

CUT TO:

EXT. BOWERY BAR -- NIGHT

A crowd is gathered outside the front, trying to get in.

CUT TO:

INT. BOWERY BAR -- NIGHT

Derek is at a booth, surrounded by SYCOPHANTIC BEAUTIFUL PEOPLE: some OLDER DOWNTOWN TYPES, A few STYLIST TYPES WITH RIDICULOUS HAIR and a FEMALE MODEL, who's in her own little world, rolling a GIGANTIC JOINT.

(CONTINUED)

STYLIST GUY  
(feeling Derek's shirt)  
Mmm. You have to wear this fabric more,  
Derek. It plucks your eyes out.

Hansel comes in the front door. The entire table looks over,  
as they do anytime the door opens.

ELDER SYCOPHANT  
(re: Hansel)  
Sorry. I don't get it.

Hansel walks through the crowd, looking like a star. He has a  
retro-hippie entourage with him, and he carries his  
skateboard.

As he passes Derek's table, Derek subtly yet intentionally  
moves his chair to be in his way.

HANSEL  
Excuse me, bro.

DEREK  
You're excused. And I'm not your bro.

Hansel gives Derek a look, then checks his entourage,  
smiling.

HANSEL  
No shit. Look, If this is about that  
award thing, you can have it, man.

DEREK (cont'd)  
No thanks, I've got plenty.  
(patronizingly)  
And, hey, I'm really sorry you didn't get  
the "Assassine" campaign.

Derek looks to his entourage. The stylist guy makes a silent  
"ouch" face and "high knuckles" the Sycophant Guy.

HANSEL  
The what?

DEREK  
What-ever.

HANSEL  
What kind of stupid name is "Ass-ass-ass"  
or whatever you said?

He laughs to his friends. Derek puts down his drink.

(CONTINUED)

DEREK

Hey, I was only trying to be cool with you.

HANSEL

Hey, I was only trying to ask you what "Assassafrass" or whatever it is you called it was.

DEREK

Okay, Han Solo.

(He checks the table, proud of his joke)

I'll pretend along with you that you don't know about the new Mugatu worldwide campaign that I happened to have snagged instead of you.

HANSEL

Oooh. I guess you are a real "cool dude" Derek -- cause I never heard about it. Me and my buddy Jamuug have been bathing with mandrills in southern India for the last three weeks, on acid. Changed our whole perspective on shit. But rock on, "Assass-hole". It's all good.

At this point all his friends crack up. Derek stands.

DEREK

No, it's not. What do you say we settle this on the runway?

The rest of the room is starting to notice. Pothead Model stops toking her mega joint. LINDA EVANGELISTA whispers something to SHALOM HARLOW.

HANSEL

(laughing)

Are you challenging me to a walk-off?

DEREK

Yeah, I am.

HANSEL

Look around amigo, there's no runway here.

DEREK

No, but there is a Barbizon school just around the corner.

(CONTINUED)



HANSEL

I wouldn't know about that. I grew up on a commune in Oregon. Besides, if we're gonna throw down, might as well kick it freestyle.

Hansel flips over a table in the middle of the room, holding his stare at Derek. Everyone looks at Derek. He keeps his stare at Hansel, and flips another table. Now the room is watching, silently.

DEREK

You got a date.

Very quickly they flip an entire row of tables, creating a runway in the middle of the restaurant.

Excited whispers pass through the hip crowd. A small "Kids" type underage URCHIN scampers over to the DOORMAN, and whispers in his ear. The Doorman locks the door.

Derek and Hansel shake it out, two gunfighters getting ready for a showdown.

HANSEL

Who's gonna call this sucker?

DEREK

Anyone you want.

A tall, flamboyant Black man, dressed in a red crushed velvet suit emerges from the crowd. He wears sunglasses and is very... flamboyant.

ANDRE

I rank.

Everyone in the room turns to him. Pothead Model takes a toke.

POTHEAD MODEL

(to herself)

Andre Deleon Talley, Fashion editor of Vogue, you bet yo' ass he ranks.

Derek and Hansel nod.

ANDRE

This will be a straight walk-off, old school rules.

He nods at two BUSBOYS, who run like ballboys at a tennis match and quickly tape out a makeshift runway.

(CONTINUED)

Andre does a preemptory measurement of the runway.

ANDRE (cont'd)  
This runway is not regulation length, so  
I'm calling it a one way.  
(he looks at Derek)  
No turns.

Derek smiles to himself, relieved. Hansel shrugs like it doesn't matter to him.

Hansel and Derek sit on a bench, loosening up, not looking at each other.

They go through a male model ritual that's old as time, with Andre presiding:

They bow towards each other, mumble what looks to be a prayer, then hug. They break it off -- time to get down to business.

They both stand at the far end of the runway. Derek steps to the middle. He nods to the busboy. The kid hits "Play" and MUSIC pounds throughout the room.

Pothead Model takes a long toke and watches.

Derek closes his eyes, listening to the music, feeling it in his body. He finds the beat, and leaps on it. Suddenly, Derek Zoolander is Zoolander -- SUPERMODEL.

He cuts a mean swathe down the worn, wooden floor; feet pounding, arms flailing, eyebrows working overtime.

He reaches the end of the runway, feeling proud of himself.

Now, it's Hansel's turn. It's like H-O-R-S-E. Hansel must duplicate Derek's walk to a T, but then, must add at least one distinct flourish of his own...

Hansel duplicates the walk effortlessly, then adds a head movement. Derek grins. This is too easy.

DISSOLVE TO:

WALK OFF MONTAGE

THE WALL CLOCK tells us the walk-off is into its third hour.

Pothead Model is getting more and more wasted.

(CONTINUED)

Derek is in the midst of a complicated maneuver involving a snapping hand-gesture combined with a smoldering glance when his toe finds the one and only weak floor board.

His pointy Italian shoe catches for a split second.

In SLOW MOTION we watch as Derek turns potential disaster into triumph. He makes the toe-catch his obligatory *added flourish*. Only we know how close he came to failure.

Both of the male supermodels sit, swigging bottles of Evian, contemplating their next move.

Derek rises, his feet bandaged and swollen, but still stuffed into the tight Italian loafers.

Hansel looks up.

Derek, Blue Steely with determination, finds it within himself to pick himself off the bench. He nods, cueing the music, and hits the runway like it was his first turn on the boards.

The four-time Male Model of the Year winner pulls an amazingly complex turn out of his ass, bringing the crowd to its feet.

Pothead Model passes out.

Triumphant, Derek collapses into the arms of his cheering fans, Andre holding his arm up in victory.

All Hansel can do is shake his head in awe. He realizes he's been beaten by the master, and comes over to shake Derek's hand. There is a tense moment, and then Derek, seeing Hansel is being sincere, takes his hand and turns it into a full scale hug.

CUT TO:

INT. BOWERY BAR -- LATER

Derek, Hansel, and several other male models including ALEX LUNDQUIST, JASON LEWIS, TYSON BECKFORD, and JOHNNY ZANDER are crowded into a booth.

SHALOM HARLOW, CHRISTY HUME AND AMBER VALETTA stagger past with cigarettes hanging out of their mouths.

(CONTINUED)

SHALOM HARLOW/AMBER  
VALETTA/CHIRSTY HUME

Can we pick up your check fellas? Don't spend too much! You boys are on a budget, aren't you?

They stagger off, laughing cruelly. The male models shake their heads in disgust.

TYSON BECKFORD

Soon they will eat their words. The day of equal pay for equal work will come, my brothers.

They all toast to that. Derek and Hansel exchange a smile.

HANSEL

By the way, Derek, I never got a chance to tell you how bummed I was about Meekus, Rufus and Brint. That was whack.

DEREK

It was whack.

(after a beat)

I can't believe this whole fight started over that stupid "Assassine" campaign.

HANSEL

Honestly dude, I've never heard of it.

DEREK

(to other models)

You guys have heard of Mugatu's "Assassine" campaign, haven't you?

They shrug.

DEREK (cont'd)

It's a very big deal. It's a clothing line, it's a scent, it's a video game... I even had to go to this special island for training. Whoops. I wasn't supposed to say anything.

JASON LEWIS

Wait a minute, that sounds kind of familiar. Mugatu has a some sort of retreat there, right? And the island has some weird name, doesn't it?

DEREK

No. It's called Chibbi Chibbi.

(CONTINUED)

JASON LEWIS

Right, right. I heard some scary shit about that place. I heard they like tie models up and torture them...

Derek and the other models laugh.

JOHNNY ZANDER

That's just one of those urban folktales. Like the one about the donkey Mark Vanderloo's face! It's such bullshit.

The color drains from Derek's face.

CUT TO:

INT. MUGATU ENTERPRISES -- DAY

Mugatu is making adjustments on a mannequin of Derek dressed as Assassine. Sloane stands by the window, looking over the city. Maury is checking his sports pager. Matilda sits uneasily.

SLOANE

...and after he takes out the target, we have men at strategic points in U.N. Security uniform who will immediately "escort" him into a waiting NYPD cherry top.

MAURY

And then what happens to the kid?

SLOANE

What happens to the "kid"? The "kid" is dealt with just like all the others, Maury. If all goes well, he'll end up in Model Protection.

MAURY

You mean the model zoo. Let's call a spade a goddamn spade. You send him back to that freak show island so that faggotinni doctor can mess with his insides.

SLOANE

Easy, Maury. You got your finder's fee. A hefty sum, if I remember correctly. Your job is done. Thank you. Goodbye.

(CONTINUED)

MAURY

Hey, come on, I'm not complaining, it's just that this one's a good kid. I bet if you scared him nice and good--

MUGATU

Are you out of your bald little head? We all know what happened the last time you pulled this sentimental crap.

There is a silence in the room.

SLOANE

Prewitt.

MUGATU

J.D. Prewitt.

MATILDA

Who's that?

ALL

The world's greatest hand model.

MATILDA

Oh, right, right.

MAURY

Yeah, and he disappeared nice and fine and to this day he hasn't talked, has he?

SLOANE

What happened with Prewitt is a mistake that will not be repeated. Can you deal with that, Maury?

Maury looks around the room; finding no allies, he goes to the door.

SLOANE (cont'd)

(softening)

We'll see what we can do.

MAURY

I'm gonna take some steam. I don't like this whole business. Not one bit.

He goes.

MATILDA

I'll go check up on Derek. Make sure he's prepped.

(CONTINUED)

Matilda goes also. Mugatu pulls a skimpy G-string off the mannequin. He holds it proudly and delicately.

MUGATU

Gentlemen, here's something we can "do" with young Mr. Zoolander. I give you the latest version of the Model Protection Program.

He moves the butt thong around, stretching it between his fingers.

MUGATU (cont'd)

This is Assassine's personally designed butt thong.

(bad little boy laugh)

It is a very special butt thong, however.

He places the thong on a MECHANICAL MAN MODEL. He works it by remote control. It starts running. When it gets into a full on mechanical jog --

MUGATU (cont'd)

We have it on a timer, so should anything not go according to how do they say? Hoyle? Well, Mr. Zoolander will experience a little how do they say? "body rockin'"!

KABOOM! -- The thong explodes, blowing the groin of the mechanical model to pieces.

Everyone looks around. After a beat, there is applause.

CUT TO:

EXT. CONEY ISLAND -- DAY

Matilda waits in line for the Cyclone. It is a rainy day. Wendell, dressed as a ticket taker, straps her into the first car. They are totally alone.

MATILDA

I think they're planning on taking Zoolander out right after the assassination. We need--

(CONTINUED)

Wendell hits the switch, not even acknowledging Matilda. She tries to stop him, in vain.

CUT TO:

EXT. CYCLONE -- LATER

Sick to her stomach, Matilda stumbles off. Wendell passes her.

WENDELL  
Hurricane.

Her face drops.

CUT TO:

EXT. HURRICANE RIDE -- DAY

Wendell is in one car. Matilda in another. Her face is green, she looks like she's going to blow chunks any second.

It's a ride where their cars pass at high speed once each revolution.

WENDELL  
Pull him aside right before the show...

A few seconds later they pass each other again.

WENDELL (cont'd)  
Tell him how to botch the attempt...

They pass each other again.

WENDELL (cont'd)  
Make it look like an accident...

They pass each other again.

WENDELL (cont'd)  
Right after, you grab him...

They pass each other again. Wendell himself seems to be getting sick from the ride.

WENDELL  
...and get to the service door on Second Avenue. There will be a an un--

They go around again.

(CONTINUED)



WENDELL (cont'd)  
--marked van waiting for you.  
(he breathes hard)  
Understood?

MATILDA  
An unmarked?--

She has to wait one more spin.

Van? MATILDA (cont'd)

Yes. WENDELL

He holds his heart. Matilda, not feeling at all well herself, hardly notices.

WENDELL (cont'd)  
See you...

One more revolution.

WENDELL (cont'd)  
Later.

The ride stops. Matilda leaves, never looking back.

Wendell, however, goes into full scale CARDIAC ARREST. He gasps for a few moments, and then falls limp in the car, lifeless.

CUT TO:

EXT. UNITED NATIONS -- DAY

Title types on:

G7 WORLD ECONOMIC CONFERENCE AND FASHION SHOW

HEADS OF STATE pull up in limousines and are escorted inside.

A huge PRESS CONTINGENT snaps pictures and shoots video.

CUT TO:

INT. UNITED NATIONS -- BACKSTAGE AREA

Matilda works her way through the typical fashion backstage frenzy.

(CONTINUED)

Only here it is SECRET SERVICE MEN, BODYGUARDS, mixed with TOPLESS MODELS and EFFEMINATE MAKE UP ARTISTS and HAIR DRESSERS.

STAGE MANAGER

Ten minutes people! Ten Minutes!

She passes Mugatu, who is reaming out a MODEL dressed like a ninja.

MUGATU

(dripping with sarcasm)  
Walking can be tricky. I realize that.  
It can be hard to put one foot in front  
of the other...

Mugatu does a demonstration of how difficult it is to walk, like someone on a tight rope. He crumbles to the ground in an exaggerated fashion.

MUGATU (cont'd)

See? But, despite the dangers inherent,  
let's see if we can WALK DOWN A FUCKING  
RUNWAY LIKE A PROFESSIONAL FASHION MODEL!

Matilda finds Derek's dressing room door and goes in.

INT. DEREK'S DRESSING ROOM - CONTINUOUS

In contrast to the frenzy outside, here it is calm. New age music plays, incense and candles burn.

Derek is face down on a massage table getting a massage by an incredibly attractive YOUNG MAN. Matilda stands near by.

MATILDA

Derek, we really need to talk.

DEREK

It's okay. Mattias doesn't speak English.  
He's Macedonian.

Mattias indicates for Derek to turn over.

Derek turns over and lays on his back. His large erection is causing a tent-like effect with the sheet that is impossible to ignore.

MATILDA

Look, I'll wait outside until you're  
down, I mean, done.

(to young man)

How much longer will you be?

(CONTINUED)

MATTIAS  
Want you release?

DEREK  
(as if to a child)  
Sure, Mattias. But later. Can you wait  
outside?

Mattias nods and exits.

MATILDA  
(frustrated)  
Are you gay?

DEREK  
What?! Is that what you want to talk to  
me about?

MATILDA  
No, I'm sorry...

She checks that no one is listening at the door.

MATILDA  
Derek, I'm not who you think I am.

DEREK  
You're gay?

MATILDA  
No. Look, do you have any idea what's  
about to happen?

As Matilda talks to him, her eyes keep going back to the  
erection, which bobs, weaves and twitches around on its own.

DEREK  
Release? That's not a gay thing. It's  
nothing. It's like milking a cow.

MATILDA  
Derek, you are about to assassinate the  
president of Malaysia!

DEREK  
What are you talking about?

MATILDA  
The man you have been trained to kill is  
not a puppet. He's a human being.

DEREK

You're being silly. Look, I'm going to shoot the puppet and the pink Balloon is going to pop out and--

MATILDA

No, Derek! There is no pink balloon. Think! Try to remember that night you came to my hut, when you felt very smart.

Derek's mind seems elsewhere.

MATILDA (cont'd)

Listen to me. I work for the Justice Department of the United States of America. I'm investigating the B'alls Models connection to Sloane and his division of the CIA.

DEREK

Honestly, I'm probably bi.

MATILDA

Did you hear what I just said?

Derek sadly shakes his head.

MATILDA (cont'd)

What is wrong with you?

Derek sadly shrugs.

MATILDA (cont'd)

Just listen to me, okay? You've been trained to kill the President of Malaysia because he wants to raise the minimum wage of the sweatshops in his country by five hundred percent. Mugatu knows that if this happens he'll be driven out of business.

DEREK

What are you talking about?

She grabs him by the collar.

MATILDA

Derek, they killed Meekus, and they're going to kill you.

DEREK

They didn't kill Meekus. Meekus died in a preventable, albeit unfortunate, gas station/convenience store accident.

MATILDA

Think about that accident, Derek. Go back to the moment when Meekus put the cigarette in his mouth. Isn't it true that he hadn't yet struck the flint when the explosion occurred?

Derek thinks hard.

CUT TO:

EXT. GAS STATION -- DEREK'S DREAMY FLASHBACK -- DAY

ALL SLO MO and very STYLIZED -- glittery and ...

Rufus, Meekus, and Brint are all drenched in gasoline. Meekus reaches for the pack of cigarettes in the glove box.

At the moment of ignition, we see indeed that Meekus' lighter indeed has not been lit.

Instead, a BLACK GLOVED HAND holding an acetylene torch enters the frame, igniting the blaze.

CUT TO:

INT. DEREK'S DRESSING ROOM

Derek is disturbed by the memory, not wanting to it to be true.

MATILDA

They killed Meekus because he knew your place was bugged.

DEREK

No, no, you're wrong. You're saying this because you're jealous of models, and you're bitter because you still have to work at the Department of Motor Vehicles.

MATILDA

Uhh! You drive me crazy!

She slaps him across the face really hard. Suddenly, his eyes turn from doe-eyed and dreamy, to sharp and intelligent. She takes another look at him.

(CONTINUED)

MATILDA

Derek, are you alright?

DEREK

(smart voice)

I was just processing what you said. It makes perfect sense. President Ferdinand and his forward thinking policies can only spell trouble for Mugatu, whose work force is made up solely of third world labor.

MATILDA

Did my slap trigger the effects of the "smart drug"?

DEREK

That would seem to be the logical conclusion.

There is a loud knock on the door.

STAGE MANAGER (O.S.)

We're ready, Derek! Places everyone!

DEREK

Wish me luck. I'm going to need it.

MATILDA

Whatever you do, don't shoot the President.

Matilda goes to Derek, and caresses his cheek where she slapped him. He locks eyes with her. They kiss.

DEREK

Don't worry. Everything will be okay.

BACKSTAGE AREA

Matilda comes out and runs right into Sloane and Mugatu.

SLOANE

How is he?

MATILDA

(gives a bold thumbs up)  
He's ready.

DEREK'S DRESSING ROOM

He stares into the mirror, starting to lose his smarts.

(CONTINUED)

DEREK  
Remember. Remember. Re...

He looks around the room frantically. He finds a POST IT and a pen.

BACKSTAGE AREA

Mugatu knocks on the door.

MUGATU  
Are you ready, Assassine? Did you put on your new butt thong that I made especially for you?

Derek emerges from the door, looking as dumb as ever.

DEREK  
It's on. Snug like a bug in a rug.

MUGATU  
Then let's blow some people away!

Matilda looks at Derek. He seems not to acknowledge a thing.

CUT TO:

INT. GENERAL ASSEMBLY -- NIGHT

It is packed. Hanging from the rafters are "ASSASSINE" banners, and giant photos of Derek as Assassine.

The runway is lined with the very same stars and political figures we saw as cut-outs back on the island. Ferdinand sits at the end, smiling, just like in the photos.

The lights go down, the music begins with an ominous Nine Inch Nails vibe. Strobe lights buzz as...

MALE AND FEMALE MODELS hit the runway brandishing exotic weaponry. It's like the Bob Fosse version of a Soviet military parade.

We see the various reactions of the heads of state as they enjoy the show.

Sloane and Matilda watch from near the bank of PHOTOGRAPHERS at the end of the runway.

Ominous looking SECURITY GUARDS are stationed all around the runway, waiting for Derek to complete his mission.

IN THE WINGS

(CONTINUED)

Derek gives the model of front of him an encouraging pat on the ass as she steps on the runway.

Derek is dressed in his full on, para-military uniform, holding two fully loaded, very real looking, Uzis. Mugatu comes up behind him.

MUGATU

Some men are born great. Others have greatness thrust upon them. And the rest become Assassine!

He gives Derek a gentle shove on to the runway.

RUNWAY -- DEREK'S POV -- SLOW MOTION

FLASHES go off. PEOPLE APPLAUD. He nervously glances from side to side seeing all the same people from the simulation... John Major, Stephen Dorff, Boutros Boutros Gali, etc.

Derek strides towards Ferdinand. The MUSIC FADES, replaced by HEARTBEAT AND BREATHING sounds..

THE SECURITY GUARDS

Finger their triggers...

DEREK

His knuckles are white from gripping the Uzis. As he approaches the end of the runway, he raises his weapons. His view of the president partially obscured by the FEMALE MODEL in front of him.

SLOANE

watches intently ...

MUGATU

bites his knuckle, watching from the wings...

MATILDA

watching Derek's face for some sign, and not getting anything. She looks at the Security guards. She checks the exits...

DEREK

aims his weapons at the President. The Model in front of him is just starting her turn, giving Derek a clean shot...

(CONTINUED)



Derek's fingers squeeze the triggers simultaneously...

Then, something catches Derek's eye...

He notices something on the ASS of the model in front of him...

There's a yellow POST IT stuck there.

DEREK

squints his eyes, his lips moving as he reads it.

ZOOM INTO POST IT -- it reads:

"DEREK, JUST A REMINDER, DO NOT SHOOT THE PRESIDENT OF MALAYSIA.

LOVE, DEREK"

Just as he processes this, his fingers SQUEEZE THE TRIGGERS!

BUT -- Derek jerks the Uzis upwards, firing hundreds of rounds into the ceiling, sending powder and small chunks of plaster onto the crowd.

THE ROOM ERUPTS into a frenzy... PHOTOGRAPHERS AND NEWS CREWS DOCUMENTING IT ALL.

In a matter of split seconds:

SLOANE, seeing that it has gone bad, looks at Matilda then immediately DIVES ONTO FERDINAND, seizing an opportunity to be perceived as a hero.

The Security Guards aim their weapons at Derek, but just as they fire off their rounds...

MATILDA LEAPS ONTO a confused DEREK, and they go rolling off the runway just under a hail of bullets.

MUGATU curses from the wings and quickly disappears.

MATILDA AND DEREK

scurry to one of the exits she scoped out.

SERVICE HALLWAY

They bust through a door, running.

DEREK

Some guy with my name left me a note.

MATILDA

That was you, Derek.

DEREK

I don't think so. My penmanship's not that good...

FOUR SECURITY GUARDS bust through the door in hot pursuit. Derek pulls at his crotch and butt crack.

They round a corner. Matilda pulls over a metal shelf in the hallway, creating a an obstacle behind them.

DEREK (cont'd)

You think we could stop a second? This butt thong is killing me!

MATILDA

Later Derek, later!.

They are almost to the exit.

DEREK

You don't understand. I have a really bad chafing problem. It's cost me work.

MATILDA

How would you like it to cost you your life!

Now the guards are about thirty feet behind them, climbing over the downed shelf.

DEREK

Please! I won't be able to run much farther if this keeps up!

MATILDA

Are you nuts?

Derek, while he is running, expertly removes his pants and the butt thong (though we don't see the details)... Matilda is amazed.

DEREK

I do this all the time. In remote locations.

She looks back. The guards are getting closer. She pushes open the exit door...

EXT. SERVICE ENTRANCE -- DAY

They come out, looking for an escape route, Derek holding the thong in his mouth.

She looks around -- no van!

Making a split second decision, she bolts down the street, Derek in tow.

THE DOOR

The guards come busting out, right behind Derek and Matilda. They train their guns on Derek.

As Derek and Matilda run across the busy street, a TAXI almost hits them. They turn around, the guards are about ten feet behind them, ready to fire.

Purely out of frustration and fear, Derek rolls the thong into a ball and tosses it at them.

DEREK (cont'd)  
Leave us alone!

BOOM! the thong explodes, taking out the guards.

Matilda looks to Derek, who shrugs. She opens the cab door and pushes him in.

CUT TO:

INT. CAB -- DAY

MATILDA  
Drive! Just drive fast.

They collapse in the backseat. The cab races into traffic.

DEREK  
115 Washington Street, driver--

MATILDA  
Are you crazy? We can't go to your place.  
They'll be waiting for you.

DEREK  
Who?

MATILDA  
Try the police, FBI, CIA, Sloane's men.  
You just tried to kill a head of state.

(CONTINUED)

DEREK

Let's call Maury. He'll be able to --

MATILDA

Derek, this goes very deep. And Maury is in it with all of them.

DEREK

But he... He's been like a father to me. He got me my first Go-See.

Derek looks out the window, stunned.

MATILDA

I'm sorry. Right now we have to get off the streets. They're going to do every thing they can to make sure that everyone in America thinks you are a psycho. We need a safe house, just for a little while, till I can figure a way to contact Wendell.

DEREK

I was supposed to meet Hansel after the show.

MATILDA

I thought you two hated each other.

DEREK

We made up.

MATILDA

Where were you going to meet?

DEREK

He's doing a shoot.

MATILDA

Your rivalry has been played up in the press. That's the last place anyone would expect you to show up.

CUT TO:

EXT. NEW YORK PUBLIC LIBRARY -- DAY

There is an RV parked on the sidewalk and about thirty PHOTO SHOOT CREW milling about.

Hansel is being photographed astride one of the lion statues that guard the front entrance.

(CONTINUED)

He has HUGE ANGEL WINGS and is entirely covered in BRONZE PAINT, wearing only a cloth diaper.

A bandana wearing STEVEN MEISEL-LIKE PHOTOGRAPHER calls out directions to Hansel, while a STYLIST adjusts his diaper.

STEVEN MEISEL-LIKE  
PHOTOGRAPHER

I need full "Icarus," Hansel! Fuck the lion. Hard!

Hansel attempts to follow his direction. Derek waves, trying to get his attention, to no avail.

MATILDA

That is the most pathetic thing I have ever seen.

DEREK

(re: photog)

He's a genius.

STEVEN MEISEL-LIKE  
PHOTOGRAPHER

Hump it, baby! Good! Good! You own that bitch!

(to assistant)

Film! Film!

Hansel finally sees Derek, who pops behind the gate.

HANSEL

Hey, Stevo -- gotta take a pissoir break.

STEVEN MEISEL-LIKE  
PHOTOGRAPHER

Alright, but I need one more roll of that on the color. Finally, you're owning that bitch. I like it.

Hansel jumps down and steals behind the gate, his giant wings sticking out.

HANSEL

Derek! Dude! You went ballistic, bro. We saw it on E! Channel. Are you okay?

DEREK

I'm fine. When did you get this booking? He's a great photographer.

HANSEL

I think his work is great? But I don't like the way he--

(CONTINUED)

MATILDA

Excuse me, Hansel, I'm Matilda Jeffreys, Justice Department. Every law enforcement agency in the world has an A.P.B out on your friend, we need a place to hide.

HANSEL

Okay. That's pretty serious. I'm telling you, this kundalini fire breathing meditation will change your life.

MATILDA

Excuse me. Please shut up. We need to hide, right now.

HANSEL

Okay, okay... Crash at my place. I got this kick ass loft in the old detention center on A and Second. They just redid them as floor-thrus. It came down to a bidding war between me and these two old queens...

MATILDA

(interrupting)

We have to go, now.

Hansel makes a split second decision.

HANSEL

Let's hit it.

(indicating photographer)

This dude has stolen enough of my soul for today.

They sneak off around the gate, and climb into a waiting Town car. Hansel has trouble fitting his wings in and dumps them in the street.

CUT TO:

EXT. DETENTION CENTER APARTMENTS -- NIGHT

The car pulls in front of a dark and dreary old Victorian jail building. It is on the most bombed out looking street in the East Village. A couple of CRACKHEADS hang outside.

They get out and go to the entrance. Hansel punches a code and the door buzzes open.

CUT TO:

INT. DETENTION CENTER APARTMENTS -- NIGHT

The elevator opens onto a nicely redecorated hall -- you might as well be in Trump Tower. Derek opens the door into the most luxurious loft you've ever seen. The only remnant of the old jail are bars on the windows, and in certain hallways.

As they turn from the entrance into the living room, THREE WAIF MODELS in their panties are doing impossible yoga stretches, all ridiculously sexual.

The TV is blaring the news:

TV REPORTER

...authorities are giving no explanation for the veteran male model's aborted attempt on the Malaysian President's life...

As he speaks, the footage of the assassination attempt plays repeatedly.

The models look over to Derek, Hansel and Matilda nonchalantly, still doing their poses.

NOSE RING WAIF

Hey Hansel. Derek.

LIP SUTURE WAIF

We got beers.

HANSEL

Sweet. Derek, I think you know Natani, Sybil, and Chloe.

DEREK

Yeah. Hey.

HANSEL

Sybil's chillin' here till her lips heal.

MATILDA

They look great.

HANSEL

Let's go in here. I just finished this room.

CUT TO:

## SOIL ROOM

This a room that has dirt all over the floor, and a sandbox for a bed. Hansel turns on the light, and flips a switch that starts a flashflood type stream down the middle.

HANSEL

I call this the soil room. Self explanatory.

Matilda takes this in, then goes straight for the phone. Exhausted, Derek sits on the sandbox.

Hansel pulls out some 'shrooms.

HANSEL (cont'd)

So Derek, what the hell is up? You tried to kill that President of Malaysia, dude.

Matilda sits next to Derek on the bed.

DEREK

Did you get a hold of Wendell?

HANSEL

(eating the shrooms)

Who's Wendell? Shroom?

MATILDA

Maybe later. He's the second highest ranking official at the Justice Department.

(looking around)

But that doesn't mean he's above appreciating your "soil room."

HANSEL

(choosing to let it go)

Derek, seriously, what the hell is going down?

DEREK

I don't know? They trained me to kill-- It's so confusing-- Matilda?

Derek shrugs and looks at Matilda.

MATILDA

It's incredibly complicated.

(to Hansel)

You wouldn't understand.

(CONTINUED)



HANSEL

(getting haughty)

Yeah, I guess I wouldn't. But it seems I do understand enough for you to partake of my soil room and make me and my pal here accomplices to whatever your little scheme is.

DEREK

(trying to head off an argument)

Easy Hansel, it's all good.

MATILDA

(she takes a long beat)

Okay. What I'm about to tell both of you is extremely sensitive.

Derek and Hansel nod solemnly.

MATILDA (cont'd)

Believe it or not, almost every political assassination in the history of the world has been performed by a male model.

DEREK

Why would they use male models as assassins?

MATILDA

Three reasons. Extremely attractive people can gain access to almost anywhere solely because of their looks...

HANSEL

True.

(to Derek)

Dude, remember when we just blew right into Nobu last week, no questions asked?

MATILDA (cont'd)

(continuing)

Two, male models tend to be strong and athletic. And finally, male models usually don't ask questions because they're not that... educated.

DEREK

(unconvinced)

That's crazy talk...

(CONTINUED)

MATILDA

Let me give you a quick history lesson...  
The year, 1865. The place, Ford's  
Theater, Washington D.C. Abraham Lincoln  
is shot to death by John Wilkes Booth,  
the most popular actor of his time. What  
did Mr. Booth do before he got his break?

DEREK

(hooked)  
What?

HANSEL

(thinking)  
I know this.

MATILDA

Male model.

As Matilda speaks...

CUT TO:

A MONTAGE OF ENGRAVINGS:

Lincoln watching the play from the balcony, enjoying himself.

John Wilkes Booth creeping up behind him looking like a  
trendily dressed Marcus Schenkenburg...

Firing a round into Lincoln's head...

A model pose from Booth before he leaps...

SOIL ROOM

MATILDA (cont'd)

The year, 1963. The place, Dallas...

DEREK

Wait a minute, there's no way you're  
going to tell me that Lee Harvey Oswald  
was a male model.

MONTAGE: Grainy, black and white documentary footage,  
interspersed with STILL PHOTOS of the events she is  
describing.

MATILDA

President Kennedy was assassinated by two  
B'alls models on the grassy knoll.

(CONTINUED)

WE SEE: The Zapruder film, and it suddenly swish pans to the grassy knoll. As plain as day, we watch as two gorgeous male models holding rifles high-five each other, mouthing the words, "We got him!"

MATILDA (cont'd)

Virtually every assassination from Lincoln and the cotton plantations to Kennedy and his commitment to an affordable Ultra-Suede has been textile related.

They sit in silence for a few moments.

DEREK

I have a question... What's a "textile"?

HANSEL

You said B'all's Models... You mean, Maury...?

MATILDA

...has been serving up likely candidates, usually when they are coming to the end of their modelling careers.

They both look at Derek guiltily.

HANSEL

Don't sweat it, Derek. You broke the mold.

(to Matilda)

So let me try to wrap my skull around this. You've been setting up my cuz here so that...

MATILDA

We could pull him out right before the assassination attempt. He would be our star witness to testify against Sloane, Mugatu and the entire operation. Only it went bad.

DEREK

I'm not understanding a word you're saying.

Matilda slaps his face. Hansel gets up, defending Derek.

HANSEL

Hey lady, I don't know how you act in your soil room....

MATILDA  
Right. Silly question.

HANSEL  
So, is there like a Mr. Matilda back home?

MATILDA  
No, there's no Mr. Matilda. There was...

HANSEL  
What happened?

MATILDA  
Nothing... everything. Who knows. We split up fourteen months ago.

DEREK  
Who have you been seeing since?

MATILDA  
No one.

Derek and Hansel look at each other.

HANSEL  
You mean, you...

DEREK  
... haven't...

DEREK/HANSEL  
... done it in...

MATILDA  
Over a year. That's right.

Derek and Hansel are in shock.

MATILDA (cont'd)  
Is that so strange?

They're speechless.

HANSEL  
How do you live?

DEREK  
Do you like masturbate ten times a day?

MATILDA  
No!

DEREK  
Five times a day?

MATILDA  
Derek, please.

DEREK  
One and a half times a day?

MATILDA  
Maybe once a week or so. I mean, what's  
the alternative?

Derek and Hansel look at each other.

SILKY DISSOLVE TO:

INT. HANSEL'S BEDROOM - NIGHT

Sensuous sitar music plays, conjuring up images of the Kama  
Sutra.

Derek and Matilda are locked in long luscious kiss. She  
softly moans with pleasure.

WIDEN to reveal Hansel behind her, gently kissing her neck  
and shoulders. All three are naked amongst the pillows, high  
as kites, lovingly exploring each other's bodies.

DISSOLVE TO:

LATER

Matilda is in the midst of probably one of the longest  
orgasms of all time. Derek and Hansel look at each other,  
genuinely concerned.

CUT TO:

INT. HANSEL'S BEDROOM - MORNING

Matilda wakes up, naked and alone. She isn't sure where she  
is, or what's gone on. She quickly gets dressed, and we  
FOLLOW HER through the loft...

The FEMALE MODELS, Chloe, Sybil, and Natani, are zonked out  
in various places...

Matilda hears voices and eventually finds Derek and Hansel  
chatting while doing push-ups in the KITCHEN.

She shyly enters. They stop doing push-ups.

(CONTINUED)

HANSEL  
Morning.

MATILDA  
(flustered)  
I have to make a call...

Derek instantly tosses her the TRENDIEST CELL PHONE available.

MATILDA (cont'd)  
Thanks.

She moves away for some privacy. Derek and Hansel go back to their calisthenics.

HANSEL  
These Sherpas hook you up Derek. And if you time it right, drop your drugs and make base camp in time, you can peak as you reach the summit. They call it double peaking -- or "Peaky peaky".

DEREK  
Peaky peaky.

They both laugh, repeating the phrase.

Matilda comes back in, the phone by her side, her face expressionless. Derek looks at her.

DEREK (cont'd)  
What's up?

MATILDA  
It's Wendell...he's dead.

HANSEL  
That blows.

DEREK  
(beat)  
What do we do?

Matilda shakes her head.

MATILDA  
We can't turn ourselves in. Wendell was the only one who knew about the mission. Sloane will nail us anywhere we go.

(CONTINUED)

DEREK

I wish I had an idea.

Matilda looks at Derek and gets the idea to slap him. Derek knows it's coming and instinctively flinches -- but she gets him anyway. Derek's eyes sharpen.

DEREK (cont'd)

Prewitt. We have to find him and convince him to testify. They won't be looking for him -- If we could get Prewitt to give sworn testimony, our case against Sloane would be irrefutable.

MATILDA

Prewitt fell off the face of the earth after the botched Ford assassination. No one knows where he is.

DEREK

In all probability, Maury would have some information as to his whereabouts.

MATILDA

Why would he be in contact with Maury?

DEREK

Prewitt was Maury's first client. I think it's safe to say, judging from both their personality profiles, if Prewitt is alive, he has had at least some contact with Maury.

MATILDA

Why?

HANSEL

The male model/agent connection. It goes deep.

Hansel and Derek exchange a meaningful look. Matilda witnesses this and shakes her head.

MATILDA

Well, we can't leave here.

HANSEL

Everybody wants your ass.

They both realize this. Then look to Hansel.

(CONTINUED)

CONTINUED: (3)

HANSEL (cont'd)  
(smiling)  
But they don't want mine.

CUT TO:

INT. B'ALLS MODELS -- MAURY'S OFFICE -- DAY  
Maury is at his desk, playing with his computer.

INTERCOM  
Hansel's here to see you.

MAURY  
Which Hansel?

INTERCOM  
Uh, Hansel... Hansel.

MAURY  
Send him in.

Hansel enters.

MAURY (cont'd)  
Hey, there he is.

HANSEL  
How's it going?

MAURY  
You know how it is, I got clients  
squeezing my balls for every last drop of  
jiz, and models with buckets waiting to  
catch it. What do you need?

HANSEL  
I need to ask you about a model.

MAURY  
Really? I thought you might have some  
interesting query regarding advanced  
algebraic theory.  
(a beat)



MAURY  
(obvious)  
Never heard of him.

Maury gestures: "They're listening!", pointing to his ear, and the room.

Hansel looks around, not getting it.

HANSEL  
Are you okay?

Maury shakes his head "no!".

HANSEL  
I can't tell you about it Maury, but it's really key I get the four one one on this Prewitt guy...

Maury practically leaps over his desk and places his hand over Hansel's mouth. He wildly gestures for Hansel to shut up.

Hansel shrugs, not getting it.

Maury does an intricate charade involving men with listening devices, men with guns, men with guns killing Hansel.

HANSEL (cont'd)  
Is this a game that I should know the rules to?

Maury shushes him again. He takes a magic marker from the desk and draws a crude picture of a big ostrich laying a giant egg. Maury points to it, repeatedly.

HANSEL (cont'd)  
(thinking he's a little crazy)  
That's real good. Okay. Rock on Maury.  
But I really just need to find out...

He then goes to a model's headshot, which he takes off the wall and shows to Hansel. Hansel shakes his head. Maury points to the model's name, "Dakota."

HANSEL (cont'd)  
Okay, lemme try this again. I'm not looking for Dakota, even though he is a kick ass shaving commercial pro. I need J.D. Prewitt...

Maury jumps on Hansel, shushing him again. He shoves the ostrich picture in Hansel's hand and pushes him out the door.

(CONTINUED)

MAURY  
(totally against what he's  
doing, laughing)  
Have a great weekend, and thanks for  
saying hi! I love it when you come here  
and we MAKE JOKES!

He slams the door on a perplexed Hansel.

CUT TO:

INT. HANSEL'S LOFT - DAY

Hansel enters. Derek and Matilda are in the kitchen. They  
have been anxiously awaiting his return.

MATILDA  
What did he say?

Hansel shakes his head.

DEREK  
What's wrong?

HANSEL  
Maury's really lost it. It's sad.

MATILDA  
Does he know where Prewitt is?

Hansel shrugs.

HANSEL  
I don't think he knows his own name. He  
gave me this...

He hands Matilda the crumpled picture.

HANSEL (cont'd)  
And he seems totally obsessed with  
Dakota. The guy is a second rate LA  
swimsuit man.

Derek studies the picture.

DEREK  
I love ostriches. There used to be farm  
near where I lived.

Matilda's eye's light up.

MATILDA  
Wait a minute. Ostriches. Ostriches.

(CONTINUED)

She goes toward Derek, who shields his face.

DEREK  
Don't hurt me!

But this time she goes to her bag. She pulls out a pocket computer, and pushes some keys.

MATILDA  
Personal history on Prewitt. I knew that rang a bell. Grew up in South Jersey, spent time in the Peace Corps before going into hand modelling. Kenya -- worked to save endangered Ostriches from poachers.

DEREK  
What a coincidence. There's an Ostrich nursery about an hour from our house. In South Dakota.

MATILDA  
South Dakota? I think Maury was trying to help us.

She runs to the phone.

MATILDA (cont'd)  
(taking charge)  
How many Ostrich farms can there be in South Dakota? I would bet not too many. Hansel, we're gonna need some help not looking like ourselves.

HANSEL  
Word.

CUT TO:

INT. HANSEL'S BATHROOM - LATER

Derek and Matilda are seated under makeup lights. Their faces are scrubbed clean.

Hansel is there with makeup artist KEVYN AUCOIN.

HANSEL  
No one'll recognize you by the time Kevyn's finished.

(CONTINUED)

KEVIN

When I'm doing undercover stuff, I like to seek out the true essence of the person I'm working on. Isn't it ironic that a person's true identity is their best disguise? Sad. Oh well...

Kevin gets to work.

KEVIN (cont'd)

So Derek, who are you, really?

After a beat... the opening notes of "Dueling Banjos" play...

CUT TO:

EXT. JFK AIRPORT == DAY

Hansel's truck pulls up. Derek gets out looking exactly like the inbred kid in "Deliverance."

Matilda, done up like a street corner prostitute, follows.

HANSEL

Good luck.

MATILDA

Are you sure you can't come with us?

HANSEL

I promised my buddy Cleavon I'd bungee off Crazy Horse's face with him this weekend. I already dropped the acid about fifteen minutes ago, which should time out perfectly if I don't miss my connection in Minneapolis.

DEREK

Thank you for everything Hansel. You rule.

HANSEL

Do me a favor. Would you find that dude and clear your names? I would so be up for that.

EXT. BROOKLYN PROMENADE --DUSK

Maury is jogging in a full on tacky velour sweatsuit. He does that slow, jog-shuffle that's only slightly faster than a walk.

A black TOWN CAR pulls up alongside him. The window comes down. It's Sloane.

SLOANE

I never would have pegged you as a fitness buff.

MAURY

Well, you do what you can...

SLOANE

Get in.

Maury keeps jogging.

MAURY

I'd love to, but I got my beats per minute thing going here...

Mugatu sticks his head out of the other window. It is a bit awkward.

MUGATU

I think you should get in the car Baulstein.

Maury is getting a little nervous. He picks up his pace. The car stays with him, forcing others joggers and walkers to get out of the way.

Maury tries to change his path, not quite running away but definitely trying to lose them.

He does a strange "serpentine" pattern, that does nothing to elude the car. The car follows this absurdly slow pattern.

Finally, frustrated with the ridiculousness of it, Sloane jumps out and taps Maury on the shoulder.

MAURY

Alright, alright. I could use a sit anyhow.

They get into the car.

INT. TOWN CAR

Maury is wedged between Sloane and Mugatu. In the front are the two SUNGLASS HENCHMEN.

SLOANE

Hansel paid you a visit this morning.

MAURY

Yeah, big whoop. He's a client.

SLOANE

You told him where Prewitt was.

MAURY

(nervously)

Ho baby. That's a good one. I didn't tell him nothin'.

MUGATU

Are you sure about that?

MAURY

Absolutely.

Mugatu hits a video remote and a SURVEILLANCE CAMERA VIEW of Maury's office pops up on the screen.

ON TAPE we see Maury wildly gesticulating to Hansel where Prewitt is.

MAURY (cont'd)

Look at me. Look at that gut...

Maury laughs sheepishly, beaten.

CUT TO:

EXT. SOUTH DAKOTA ROAD -- DUSK

Title types on: RAPID CITY, SOUTH DAKOTA

We SWOOP DOWN towards a lone rental car on a road cutting through beautiful cornfields.

CUT TO:

INT. RENTAL CAR - DUSK

Derek drives while Matilda looks at a map. They pull off their makeup as they drive.

(CONTINUED)

DEREK

What an incredible coincidence that Prewitt's ostrich farm is only about ten miles from where I grew up.

MATILDA

Not really Derek. The Mount Rushmore area is second only to southern Sweden in terms of Male Model output. Here it is. Make a left!

Derek jams on the brakes, then turns up a bumpy, dirt road, marked with a battered old sign that reads "SHECHTER'S OSTRICH ALLEY".

EXT. OSTRICH FARM -- EVENING

They pull up in front of a big old farmhouse. Hundreds of ostriches surround the car. It's like "The Birds."

A silhouetted figure peaks out from the lace curtained window. After a moment, he emerges from the front door.

Matilda and Derek stay in the car, frightened of the birds. They watch as the very plain looking, middle aged man approaches.

DEREK

Is that him?

MATILDA

He doesn't look like much of a model.

DEREK

Wait till you see his hands.

He wades through the birds. Derek rolls down the window.

MAN

(leaning over)

Can I help you?

DEREK

Excuse me, but are you J.D. Prewitt?

The man grimaces. He speaks in a low, weathered whisper.

PREWITT

My name is Al Shechter. I don't know what you're talking about. We're closed. You best leave now. The birds will be sticking their heads in the sand for the evening. Good day to you.

(CONTINUED)

Derek and Matilda exchange a look. After a beat...

MATILDA

That's a pity. Our friend, Maury Baulstein said you stay open late on Fridays.

The man, who is J.D. Prewitt, registers this.

CUT TO:

INT. PREWITT'S FARMHOUSE - EVENING

The walls are covered with framed watch ads, men's glove and ring ads, all featuring J.D.'s hands over the years. The only other pictures are of ostriches.

In the kitchen, Prewitt puts some tea bags in cups and puts a pot of water on the stove, using his left hand, which is normally aged and wrinkled.

However, his right hand, which he keeps permanently in a portable, fully operative, HYPERBARIC CHAMBER, is unmarred, supple and youthful.

He brings the tray over with his good hand. Derek and Matilda notice the chamber. Derek subtly motions for Matilda not to mention it.

PREWITT

I've been waiting for someone to come. I knew it would just be a matter of time.

(after a beat, gravely)

You'll have to kill me. I won't go to that island.

MATILDA

We don't want to you to go to that island either.

PREWITT

You're not from B'alls?

MATILDA

Just the opposite. I'm with the Justice Department Mr. Prewitt.

He stares into the tea cup.

PREWITT

They wanted me to assassinate President Ford.

(CONTINUED)



DEREK

We know.

PREWITT

I couldn't do it. My fingers were meant for stroking ostriches and showing off rings. Not taking the lives of clumsy presidents.

MATILDA

Squeaky Fromme was the patsy, wasn't she?

PREWITT

(looking down)

A great lady.

MATILDA

Look, Mr. Prewitt, I don't want to waste your time so I'm going to cut to the chase. Will you testify against Hayden Sloane and B'all's Models?

PREWITT

I don't want to waste your time either, so I'll cut to the chase... Go to hell.

He goes to the refrigerator and pulls out three ridiculously large ostrich eggs.

PREWITT (cont'd)

Who's hungry?

CUT TO:

LATER

Derek, J.D. and Matilda are seated around the large, stone fireplace. They eat ostrich omelettes.

A couple of ostriches chase each other through the house as they speak.

PREWITT

I'm sorry I can't help you, Ms. Jeffreys. I made a promise to Maury a long time ago. And I don't intend to break it.

MATILDA

But Mr. Prewitt, you are the only person who can do this. Maury Baulstein is as guilty as the rest of them.

(CONTINUED)

PREWITT

Be that as it may Ms. Jeffereys. I made a promise to my agent. And that bond, the Male Hand Model/Agent Bond, is one that I cannot break.

DEREK

I understand.

Derek and Prewitt exchange a knowing look. Prewitt looks him over.

PREWITT

Zoolander. Zoolander. I guess I should know your work. But I haven't opened a magazine in years.

He holds up his Hyperbaric arm.

PREWITT (cont'd)

Things have changed for me.

(re: the ostriches)

These little buggers keep me plenty busy most days.

MATILDA

Please Mr. Prewitt. We need you to come forward. You are the only person who can--

PREWITT

(still looking at Derek)

Wait a minute, you're not related to...

No, you couldn't be... Ah, what the hell... Hey, is there any chance you might be related to Tim Zoolander?

DEREK

Tim Zoolander?

PREWITT

Yeah, you know, the Springsteen guy.

DEREK

He's my brother.

PREWITT

(whole demeanor changes)

Are you shitting me?

DEREK

Uh, no.

(CONTINUED)

PREWITT  
Are you blowing smoke up my ass?

DEREK  
No.

PREWITT  
I fucking love that son of a bitch!

DEREK  
(a little hurt)  
You do?

PREWITT  
Hell, yeah! I'm from Asbury Park so like,  
forget it. And we hardly get any Bruce-  
alikes out here. Ah, you're bullshitting  
me, aren't you? You're not really his  
brother!

DEREK  
No, really, I am.

PREWITT  
Can I meet him?

DEREK  
I don't think --

MATILDA  
(interrupting)  
Definitely. There's a show tonight, isn't  
there Derek?

DEREK  
I don't know. But I don't want to--

Prewitt goes in the other room and comes back excitedly,  
holding a paper up.

PREWITT  
There certainly is!  
(reading)  
Four Presidents Theater. If we get our  
act together, we could make the third  
show!

MATILDA  
(playing as if she is excited)  
Let's go. I love the Boss too! That's a  
great idea!

Prewitt lights up.

(CONTINUED)

PREWITT

I'll go change.

He goes off excitedly, like a little kid. Derek sulks.

MATILDA

Derek, we have to get this guy to testify. It's our only chance. You know that.

She comes up to him and puts her hand on his cheek.

MATILDA

Besides, it might be good for you to see your family.

DEREK

Yeah, right. Maybe if I show up dressed like Bon Jovi they'll love me.

CUT TO:

EXT. FARMHOUSE - NIGHT

J.D., wearing an old "Zoolander IS The Boss" tour shirt, comes bouncing out of the house. He dumps out a bag of ostrich food on the ground.

PREWITT

That ought to hold 'em for awhile. Let's kick it!

He gets in the car with Derek and Matilda.

CUT TO:

EXT. FOUR PRESIDENTS THEATER - NIGHT

The marquee reads...TIM ZOOLANDER IS "THE BOSS"...A small crowd is filtering in.

CUT TO:

INT. TIM'S DRESSING ROOM - NIGHT

Classic Springsteen-style guitars, electric and acoustic, are on stands.

Tim fiddles with his harmonica holder while he gets a shoulder rub from his father, Larry.

There's a tap on the dressing room door. Sunny goes to the door.

(CONTINUED)

TIM  
No interviews, Ma.

SUNNY  
Who is it?

DEREK (O.C.)  
It's me.

SUNNY  
Who?

DEREK (O.C.)  
Derek.

They all look at each other, surprised. She opens the door.

Derek, Matilda and Prewitt enter. Matilda quickly closes the door checking to see if they were spotted.

Larry won't even look at Derek.

SUNNY  
Oh, honey, are you all right? They're saying such awful things about you on the TV. That you tried to kill some President of some country. How ridiculous...

DEREK  
That's actually all true, Mom, but I can explain. You see...

LARRY  
No time. Tim here's got a show to do. Right, Tim?

TIM  
(Springsteen voice)  
Daddy's right.

LARRY  
And in Tim's show, there most likely won't be any attempts on people's lives.

Larry and Tim start to head out. Matilda stops them.

MATILDA  
Excuse me. Hi I'm Matilda, I'm a friend of your brother's. I hate to bother you, Tim, but could you please say hello to J.D. Prewitt?

(CONTINUED)

TIM  
(Springsteen voice)  
Sure thing. Hey, J.D., thanks for coming  
to the show...

J.D. raises his hyperbaric chamber to shake Tim's hand.

PREWITT  
I am your biggest...

LARRY  
He's got a gun!

Sunny SCREAMS. Larry collapses on Tim like a secret service agent.

MATILDA  
It's not a gun!

LARRY  
What the hell is it?

DEREK  
(duh)  
It's a hyperbaric chamber to keep his  
hand youthful and supple looking.

LARRY  
Well, whatever it is, keep it the hell  
out of my son's dressing room.

Larry gets up. Tim goes over to Derek.

TIM  
Hey Derek, I jus' wanna say I'm glad yer  
okay and everything. Even if ya did try  
to off that Malaysian fella.

LARRY  
Come on son. Save your voice for the  
show.

He drags Tim out, giving Derek an unhappy look. Matilda goes with Prewitt who seems flustered yet happy.

Derek is left alone with his mother. He fights back tears.

DEREK  
He just doesn't love me.

Sunny sits herself square in front of Derek.

SUNNY

Oh Derek. My poor simple, simple, simple boy. He loves you more than you will ever know.

DEREK

Then why is he so cruel?

SUNNY

He wanted so much for you. The last thing he wanted was for you to follow in his...

DEREK

What?

Sunny looks at him for a moment then pulls out an old faded black and white picture. She hands it to Derek.

It is Larry in a 1950's Sears catalogue, modeling ski wear. He has a classic model's pose. Derek is shocked.

DEREK

Why didn't he ever tell me?

SUNNY

Your father was very successful. Very. He was the king of print ads. And then when they started all that runway foolishness-- he was there in the beginning of all that Derek... well, he had a problem.

DEREK

What?

SUNNY

Your father couldn't turn...left.

Derek looks down.

SUNNY (cont'd)

It stopped his career cold. He knew it was hereditary. There was a chance it could skip a generation, but he didn't want you to have to go through the humiliation. It broke his heart when you did your first test shots.

DEREK

I never... Why didn't he just tell me?

(CONTINUED)

## SUNNY

Like you would have listened. You may not be too savvy in the brains department. But when you fix on doing something, you do it. I love you Derek. And so does he.

They hug, as Derek tries to process all this new information.

CUT TO:

## EXT. PREWITT'S FARMHOUSE - NIGHT

The tranquillity of the country night is crushed by the sound of a military issue HUM-VEE roaring up the dirt road.

It pulls up on the lawn directly in front of the front porch. The ostriches scatter.

Sloane, Mugatu, and the Sunglass henchmen get out, weapons drawn. Mugatu is wearing a headdress and Sari-type outfit that wraps around him.

They peer through the windows. Seeing nothing, they kick down the door.

## INT. PREWITT'S FARMHOUSE -- A FEW MINUTES LATER

The four men tear through the house, looking for clues. Mugatu notices something. He crosses to a NEWSPAPER open on the kitchen table.

MUGATU

I've got something...

Sloane comes over.

SLOANE

What?

Mugatu taps on the paper; an ad for Tim's show is circled.

SLOANE (cont'd)

Let's go!

CUT TO:

## INT. FOUR PRESIDENTS THEATER - NIGHT

The whole joint is rocking to "Born in the U.S.D.A." Larry, Matilda, and Prewitt are right up front. Prewitt is clapping along with his regular hand and hyperbaric chamber.

(CONTINUED)



CONTINUED:

Derek and Sunny wade through the crowd to join the family up front. Derek sings along, for the first time supporting his brother, and liking it.

Tim sees Derek and gives him a "thumbs up." Derek shoots it back at him.

THEATER ENTRANCE

Sloane, Mugatu and the henchmen make their way into the club. Matilda spots them, and immediately grabs Prewitt. She tries to alert Derek, but he's too into the music.

Tim, onstage, sees Sloane and his men and sees Matilda reacting.

Sloane spots Derek and Matilda. He pushes through the clapping and singing crowd towards them. The henchmen pull their guns.

Tim spots this.

Matilda finally gets Derek's attention and pulls him away. Sloane goes for his weapon when...

Tim rips into "Prancin' in the Park." The crowd goes nuts.

Tim reaches down, offering his hand to Sloane, and yanks him up on to the stage, ala Courtney Cox in the famous video.

Sloane freezes, then realizes what's going on, and begins stiffly dancing with Tim.

Mugatu and the henchmen are confused, not knowing if they should watch or go after Derek.

Derek, Matilda and Prewitt head toward the exit. They are about to go, but Derek turns back

MATILDA

Derek!

DEREK

Hold on!

Derek runs back to his Dad, who is rockin' out.

DEREK

...everything.

LARRY

Son, I... didn't want to see you go through the pain... I wanted so much more for you.

Sloane finally jumps off the stage, getting Mugatu and the henchmen and coming straight for Derek.

LARRY (cont'd)

I don't know what you're mixed up in, but you go and get yourself out.

(letting it out)

Blue Steel revolutionized the business. You're good. Now go!

Derek breaks into a grin and runs.

Sloane and company run by as Larry and Sunny watch worriedly.

CUT TO:

EXT. FOUR PRESIDENTS THEATER - NIGHT

Derek, Matilda and Prewitt run into the car and peel out, only a few steps ahead of Sloane and Mugatu, who give chase in the Hummer.

INT. RENTAL CAR - NIGHT

Derek anxiously looks in the rear-view.

MATILDA

We have to lose them. You must know these roads like the back of your hand!

He looks at her blankly.

She slaps him. Nothing happens.

She hits him again. Again and again. Still nothing.

Now his face is bruised and bleeding -- he looks like Rocky.

DEREK

I think... it would ...be safe to say... that that smart thing isn't working anymore.

PREWITT

Derek, remind me to give you the number of a shelter.

CUT TO:

EXT. DIRT ROAD - NIGHT

As their car tears up a mound inside road, The Hummer gets up along side them and bangs into the rear bumper.

INT. HUMMER -- NIGHT

MUGATU

How could you have fallen for that  
Dancing in the Dark routine?

SLOANE

I got caught up. He's very good.

CUT TO:

INT. RENTAL CAR - NIGHT

They are being banged hard by the Hummer. Derek is forced to pull off onto a dirt road...

PREWITT

Did he used to do the act around the  
house? I wouldn't have been able to deal  
with it.

MATILDA

Over here! Pull off the road!

CUT TO:

EXT. DIRT ROAD -- NIGHT

Derek pulls off, driving through rough terrain, in between scattered trees.

The Hummer is on his ass.

Finally the trees break, and there is a clearing -- that is a abrupt drop off. The car skids to a halt.

Sloane and the henchmen run out, drawing their guns on the rental car.

SLOANE

It's over.

(CONTINUED)

Derek, Matilda and Prewitt get out of the car. Sloane pushes his gun into Derek's face. The henchmen surround Prewitt and Matilda.

Mugatu watches, a bit removed from them.

SLOANE (cont'd)  
You're coming with us, Derek.

DEREK  
No way, Sloane!

Derek backs up slowly to the edge of the road. He suddenly stops, out of room. Mugatu laughs.

MUGATU  
What is wrong, Derek?

WE PULL BACK BEHIND DEREK TO REVEAL that they are on top of the MOUNT RUSHMORE MONUMENT, ON TOP OF LINCOLN'S HEAD.

SLOANE  
We never wanted this to end badly, Derek. Come with us and we'll set you up very nicely on Chibbi Chibbi. You liked it there, didn't you?

Derek shakes his head.

DEREK  
I won't be one of your mutant freaks!

MUGATU  
But you seemed so carefree there. I think it was the salt air.

Sloane signals to the henchmen, who produce a roughed-up looking Maury, still in his jogging suit. Sloane puts the gun to Maury's temple.

DEREK  
Maury?

PREWITT  
Maury!

MAURY  
J.D.Prewitt. There he is. Best natural knuckles I ever seen. I'm sorry I let you down. Both of ya...

DEREK

How could you let this happen, Maury?  
You were like a father to me.

MAURY

(breaking down)

Don't you think I know that? People  
think that selling your soul is something  
you do over lunch, but, lemme tell you,  
it's more like a Jenny Craig type of  
thing. It happens gradually.

SLOANE

Now, we can make this easy, or we can  
make it hard.

DEREK

Let's make it hard.

Derek moves to help Maury.

SLOANE (cont'd)

Another step and I shoot.

Derek stops.

MAURY

I don't care. Shoot me. Blow my brains  
so far out of my head that I can't  
remember any of this crap. You tell 'em  
the truth, J.D. -- tell the world. It's  
too late for me now.

Prewitt tries to move to help him. Sloane cocks the gun.

MAURY (cont'd)

That's right. Blow me to kingdom come.  
You heard me. Do it. Do it. Come on,  
do it. Do it.

(almost threatening)

Do it.

Spooked, Sloane lets the gun fall away for a moment. In that  
instant, Maury pulls something out of his back pocket.

MAURY (cont'd)

Hey, Derek. Remember this guy?

Maury slips on a paper mask of the smiling Malaysian  
President.

(CONTINUED)

CONTINUED: (3)

ZOOM in on DEREK -- he zeroes in on the mask and immediately reverts back to ASSASSINE! He does a quick move into a roll, straight towards...

Sloane -- who panics. Maury is peeking right over Sloane's shoulder...

Derek attacks Sloane, in a series of JACKIE CHAN MOVES...disarming him, all in an effort to get to the Malaysian face...

Prewitt takes the opportunity to strike the Henchmen with his HYPERBARIC ARM... he gets in one good hit on each... they back off.

He then sees that Derek needs help with Sloane, who has his gun trained on Derek....

Matilda goes after Mugatu, yanking his RIDICULOUS HEAD DRESS over his eyes, blinding him...

Prewitt knocks Sloane over the head with his hyperbaric chamber, SHATTERING IT... Sloane crumbles to the ground....

Maury grabs the gun. But the henchmen grab him...

Prewitt and Derek share an appreciative nod. But then Prewitt looks down to his hand...

CLOSE ON HIS HAND AS IT SHRIVELS AND DECAYS in the cracked chamber...

Maury, doing a little jig, yells to Derek, even though he is restrained. He waves the mask in front of the Henchmen's faces...

MAURY (cont'd)

Hoo hoo! I'm over here Derek! Look at me!  
Bad Malaysian dude!

Derek sees this and shimmies up a pine tree and throws himself on to the Henchmen, doing a split kick, so as not to get Maury. He knocks them both off the ledge.

They fall, bouncing off Lincoln's nose, into oblivion. Derek and Maury watch this, but are immediately distracted by...

Mugatu, who tussles with Matilda -- he is getting the better of her when they both slip and ROLL OFF the top of Lincoln's head on to a LEDGE.

MATILDA

Derek! Help!

(CONTINUED)

Derek scampers down Lincoln's face, like a lizard, and grabs Matilda.

Mugatu tries to push them off the cliff, but instead trips on his own platform shoes.

Derek tries to save Mugatu by grabbing the bottom of his wrap dress.

Mugatu's dress unravels as he tumbles down Lincoln's cheek, leaving him completely naked except for his platforms and head dress as he falls to his death.

Derek stands there, holding a one hundred yard strip of Mugatu's outfit.

MATILDA

(gravely)

He was killed by his own poorly designed clothing.

Derek and Matilda hug. They look around to realize they're stranded on Lincoln's eyebrow. Maury appears above them.

MAURY

It's okay. there's a way up. There's a ledge around the corner!

Matilda immediately starts going to the end of the eyebrow, followed by Derek.

MAURY (cont'd)

That's right. It's just around the corner. To the..

Suddenly Derek freezes. Matilda goes around. But Maury realizes it too.

MAURY (cont'd)

...Left. Uhhy.

Derek immediately turns around but SLOANE, bruised and battered, emerges around Lincoln's nose. He moves toward Derek, cutting him off.

SLOANE

You seem to have a little trouble going to your left, don't you. That's unfortunate.

Matilda is now up with Maury.

(CONTINUED)

MATILDA

Derek, don't listen to him. You can do it. Don't even think about it. Just walk to the end and turn...not right!

MAURY

She's right. Derek, forget all that crap I talked about. Left, schmeft. Just do it. Do it! Do it!

Sloane is now coming up on Derek. Getting ready to push him off. Derek looks back and forth.

DEREK'S POV

The ledge, which goes off into nothingness...

CLOSE ON DEREK

exhausted and forced to overcome the biggest obstacle in his life... the sounds fade away...

DEREK'S POV

Magically, the dark sky behind the ledge gives way to a montage of glowing faces...

DEREK'S MOM

My simple, simple, simple boy. I know you can do it!

TIM

(Springsteen voice)

I know ya can do it. It's all about believin' in yerself, Derek. Kind a like what the American coal miner's had to do in the early part of the twentieth century, when they were forced to picket for...

He fades off, going on and on. He is replaced by...

LARRY

Derek. You can do it son! I know if anyone can overcome this horrible affliction, it's you! Do it for me! Turn left for Daddy!

Finally, the three faces of BRINT, RUFUS AND MEEKUS appear, all slightly burnt...

(CONTINUED)



BRINT RUFUS MEEKUS

Derek! You go boy! Make that left turn  
for us!

ON DEREK

He lights up, full of confidence and...

He glances back at the ugly and battered Sloane, who is  
almost upon him. Then forward, where the ledge awaits him.

And he walks... strong, proud and confident as at any runway  
show.. As he reaches the end of the ledge, where he must turn  
left...

He can't, and falls straight off the side of the mountain.

MAURY AND MATILDA

gasp in horror

SLOANE

smiles...

DEREK

falls...

Suddenly, from out of nowhere...

HANSEL IS FALLING NEXT TO HIM!

We see that he is in the middle of a bungee free fall. They  
see each other, shocked and surprised.

Hansel reaches out and grabs Derek. They fall together, Derek  
hanging onto Hansel's arm for dear life.

HANSEL

I think I know your weakness at the next  
walk off!

DEREK

Hansel! What are you doing...

(CONTINUED)

HANSEL

Cleavon and I got boned up at Crazy Horse--  
still has scaffolding up all over-- So  
we re-shroomed a couple of hours ago  
figured we go for a night bungee off  
Rushmore.

They reach the bottom of the fall, the bungee maxes out, and  
they slowly bounce up and down.

HANSEL (cont'd)

(shrooming)

We're bouncing from Lincoln's lip. Let's  
ponder that!

On Derek's relieved face...

DISSOLVE TO:

INT. GRAND JURY ROOM -- DAY

A LAWYER is questioning J.D. Prewitt. Prewitt's formerly  
pristine right arm is now as weathered, dried out and  
wrinkled as the rest of him.

LAWYER

...and is the man who asked you to  
assassinate former President Gerald Ford  
in the courtroom?

PREWITT

Yes, he is.

LAWYER

Can you please point to him?

Prewitt points to Sloane, seated at the defense table.

LAWYER (cont'd)

Let the record show that Mr. Prewitt  
pointed to Hayden Sloane.

DISSOLVE TO:

LATER

The lawyer is now questioning Derek.

LAWYER

...and is the man who asked you to  
assassinate Malaysian President Ferdinand  
in the courtroom?

(CONTINUED)

DEREK  
Yeah, he's here. That's him there...

Derek points to Sloane.

LAWYER  
Let the record show...

DISSOLVE TO:

GRAND JURY ROOM - LATER

LAWYER  
And is this the man who performed genetic engineering experiments on you and your fellow male models, without your prior consent?

We see LINDENLAUB sitting next to Sloane at the defense table.

The VANDERLOO DONKEY, in the witness chair, lets out a half human, half donkey bray as all of the courtroom spectators look on in horror and amazement.

LAWYER (cont'd)  
Let the record show that the Vanderloo donkey brayed at Dr. Karl Lindenlaub.

Sloane buries his head in his hands.

CUT TO:

EXT. COURTHOUSE -- DAY

Derek and Matilda stop at the bottom of the steps.

MATILDA  
I think they're gonna cut Maury a good deal. He won't do too much time.

DEREK  
What about you?

MATILDA  
Me? Well they want me to run Justice. But I don't know. I think I'm going to take some time. Figure things out.

DEREK  
But that's what I was supposed to do.

(CONTINUED)

MATILDA  
Well there's no reason we both can't do  
it.

DEREK  
(after a beat)  
Together?

Matilda looks off, then smiles warmly at Derek.

MATILDA  
We come from different worlds.

DEREK  
But I'm from planet Earth. You're from  
planet Earth.

She gives Derek a long passionate kiss.

DEREK  
I'll never forget you.

Matilda walks away.

MATILDA  
Yes you will. But that's not your fault.

They exchange a smile. Derek watches her wistfully as she  
goes off.

DISSOLVE TO:

INT. CLASSROOM - DAY

Derek enters a classroom full of children, carrying a box  
full of books. They excitedly raid the box, rushing back to  
their desks with brand new books.

TEACHER  
Okay, kids, I want everyone to thank Mr.  
Zoolander for their book.

KIDS  
Thank you, Derek!

Derek smiles, tears welling up in his eyes.

LATER

Derek is reads extremely haltingly from a large children's  
book. A LITTLE GIRL sits on his lap as the whole class  
watches, a bit bewildered.

(CONTINUED)

DEREK  
(reading)  
And...then...the golden brake-let...  
brace--let feel... fell...

GIRL  
Why don't you let me try, Derek?

DEREK  
No, I can get it.  
(reading)  
And then the gol---deen -- golden Brake-  
celet fell... feel?

The little girl takes the book.

GIRL  
(reading simply)  
And then the golden bracelet fell into  
the still pond, shattering it like a  
mirror struck by a stone, and he could no  
longer see his beautiful reflection...

Derek leans back and enjoys the story.

FADE OUT.