ROCKY

INT. ROCKY'S APARTMENT - NIGHT

Rocky and Adrian enter his one-room apartment... She is nervous and taken aback by the bleakness of the room... Rocky goes to the icebox.

> ROCKY Would ya like a glass of water?

ADRIAN

... No thanks.

Adrian looks at the mirror above Rocky's dresser. She sees a high school photo of Rocky. He once was handsome and smooth-faced... Rocky steps up behind her and his face is reflected in the mirror.

He turns on his cheap RECORD PLAYER... He reaches into the turtle bowl.

ROCKY Here's the guys I was tellin' ya about -- This is Cuff an' Link.

ADRIAN I sold them to you.

ROCKY (very embarrassed) ... Oh, yeah, I bought the whole kit -- Yeah, ya sold me the turtles, the bowl, an' the mountain -- I had to get rid of the mountain 'cause they kept fallin' off.

ADRIAN Do you have a phone?

ROCKY

I had it pulled. People callin' all the time. Who needs it -- Who'd you wanna call?

ADRIAN I wanna let my brother know where I am.

ROCKY D'you really wanna call?

ADRIAN

Yes, I do.

ROCKY

You sure?

ADRIAN

Yes.

ROCKY

Why?

ADRIAN I think he might be worried.

ROCKY I'll call your brother.

Rocky flings open the window and bellows like a foghorn.

ROCKY (continuing) !!Yo, Paulie -- Ya sister's with me! I'll call ya later.

Rocky closes the window and faces the woman... She is not smilling. She looks frightened.

ROCKY (continuing) What's the matter? Ya don't like the room?

ADRIAN

It's fine.

ROCKY It's only temporary.

ADRIAN It's not that --

ROCKY What's the problem? You don't like me -- Don't like the turtles -- What is it?

ADRIAN I don't think I belong here.

ROCKY

It's okay.

ADRIAN No, I don't belong here.

ROCKY It's all right -- You're my guest.

ADRIAN ... I've never been in a man's apartment before.

ROCKY (gesturing) They're all the same.

ADRIAN I'm not sure I know you well enough -- I don't think I'm comfortable. ROCKY Yo, I'm not comfortable either.

ADRIAN (standing) I should leave.

ROCKY But I'm willin' to make the best of this uncomfortable situation.

Adrian moves to the door... Rocky intercepts her.

ROCKY (continuing; softly) Would ya take off your glasses?

ADRIAN (dumbstruck) What?

ROCKY The glasses... Please.

Rocky removes her glasses and looks deeply into her eyes.

ADRIAN (timidly) ... T-thank you.

ROCKY Do me another favor?

ADRIAN

... What?

ROCKY Could ya take off that hat.

After a moment, Adrian removes the hat... She is becoming rather pretty.

ROCKY

(continuing) I always knew you was pretty.

ADRIAN

Don't tease me.

The woman melts into the corner. Rocky steps forward and fences her with his arms and body.

ROCKY I wanna kiss ya -- Ya don't have to kiss me back if ya don't feel like it.

Rocky softly kisses the woman... Her arms hang limp. He puts more passion into the kiss and she starts to respond. Her hand glides like smoke up his back.

She embraces his neck. The dam of passion erupts. She gives herself freely for the first time in thirty years.