

Will & Grace  
"The Panty Swap"

by  
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WILL & GRACE: "The Panty Swap"

FADE IN:

EXT. WILL'S APARTMENT BUILDING - EVENING

Establishing shot.

CUT TO:

INT. WILL'S APARTMENT, LIVING ROOM - CONTINUOUS

Grace sits on the sofa reading a magazine. She is pregnant.

Will enters the apartment.

WILL  
(excitedly)  
I got us on the list.

GRACE  
What list?

WILL  
The list! For the apartment  
upstairs.

GRACE  
Oooh! The big one with lots of  
toilet room! Will, we need that  
apartment. It'll be perfect for  
us and the baby.

Will enters the kitchen and prepares dinner.

WILL  
I know, but we're second. After  
the Asian couple who cleans the  
elevators.

GRACE  
I am *not* doing any cleaning!

Jack enters clumsily, carrying a large poster board that is turned away from the camera and covering his lower half.

JACK  
Guess what, my fave lez couple?

Will does not look up.

WILL  
You're wearing man-leggings?

Jack slowly moves the poster board to reveal that he is wearing black, mid-calf leggings.

JACK

Lindsay Lohan, how did you know!  
Anyway, anyway, anyway. You know  
that new Fox reality show *Panty  
Swap*, where regular people trade  
underwear for a day?

Will and Grace look at him blankly.

JACK (CONT'D)

Come on, you guys! It's the  
hottest new reality show since  
*Needle Swap*!

Will and Grace say nothing.

Jack groans.

JACK (CONT'D)

Well! They're doing a *Celebrity  
Panty Swap*, and. . . wait for it,  
wait for it. . .

WILL

(ignoring Jack)

So, Grace, we need a scheme to  
get us that apartment.

Jack flips the poster board around. It is an ad for the show, with a picture of Jack in his underwear.

JACK

Uh, hello! I'm on a TV show!

Grace looks at the poster.

GRACE

Wow, Jack. How'd you get that?

WILL

Are you sure it's not *Fire Island  
Celebrity Panty Swap* on some-guy-  
named-Fox's cell phone camera?

Jack fake-laughs.

JACK

No, turkey neck!

(to Grace)

Sam Waterston backed out at the  
last minute.

GRACE

So who are you swappin' panties with?

JACK

Naomi Watts. Yeah. We're filming tomorrow, and I need you guys to be there so it looks like I have a lot of friends.

WILL

(absently)

Okay, Jack.

JACK

Thank you, thank you, thank you! Okay, I gotta go pick out my panties for Watties!

Jack exits clumsily with the poster board.

Grace looks confused, then shakes it off.

GRACE

What was that?

WILL

I don't know. I stopped listening after man-leggings.

CUT TO:

INT. KAREN'S MANSION - THE NEXT DAY

Jack and Karen lounge on two chaises. Karen holds a martini.

JACK

Hey, Kare. Thanks for letting me use the manse to film *Celebrity Panty Swap*.

KAREN

No problem, Jackie. Rosie said she'll spank you on camera if you want. Yeah.

JACK

Mmm, thanks, Kare, but Naomi Watts made me sign an agreement that says no spankings in her panties.

KAREN

Those Aussies are so puritanical.

Jack nods as if he understands.

There is a KNOCK at the door.

JACK  
Ooh, the film crew's here!

Jack jumps up and opens the door to reveal a scruffy CAMERA MAN with a camera and a boom mic.

JACK (CONT'D)  
You're the film crew?

CAMERA MAN  
Yep.

He holds out a pair of ugly women's underwear.

CAMERA MAN (CONT'D)  
I gotta film you putting these on.

Jack cautiously takes the underwear and turns to Karen.

JACK  
Kare! I can't wear these!  
They're ugly!

KAREN  
Jackie, what have I always said  
about wearing other people's  
drawers?

JACK  
Fake it till you make it?

KAREN  
Close.

JACK  
Do it till you Jew it?

KAREN  
That's right. Now let's get this  
horrible show on the road.

Jack looks at his watch and pouts.

JACK  
Will and Grace were supposed to  
be here thirty minutes ago.  
(waving the underwear in  
the air for emphasis)  
Don't they know this is the most  
important day of my life?

CUT TO:

INT. WILL'S APARTMENT - CONTINUOUS

Will stands at Grace's bedroom door as she changes inside.

GRACE (O.S.)

No!

(beat)

Will, I'm not wearing this!

WILL

Just let me see.

Grace comes out of her bedroom wearing a hideous, baggy muumuu. Will messes her hair.

WILL (CONT'D)

It's perfect! Grace, if we don't look desperate, Landlord won't believe we're the best candidates. And nothing says desperate like a preggo in a giant cozy.

Grace pouts.

WILL (CONT'D)

All we have to do is mention your cankles and we're in like gin!

GRACE

Did you learn that from Karen?

WILL

Yeah.

GRACE

What the hell are we supposed to do? Just march up there and beg for the apartment?

WILL

Yes!

GRACE

Do we know his name?

WILL

No! Look, we're meeting him upstairs now.

GRACE

(groaning)

All right! I'll wear the fatty dress!

They head to the door.

CUT TO:

INT. WILL'S APARTMENT BUILDING, HALLWAY - CONTINUOUS

Will and Grace enter the hallway.

The Asian couple, TED and DANA, are cleaning the open elevator. They pause and stare at Will and Grace.

Will and Grace stop and stare at Ted and Dana.

GRACE (CONT'D)

To the stairs!

Grace grabs Will's arm and they run to the stairs. Ted and Dana drop their cleaning supplies and hurry to close the elevator door.

CUT TO:

INT. WILL'S APARTMENT BUILDING, UPSTAIRS - MOMENTS LATER

The elevator door DINGS open and Ted and Dana dash into the apartment.

Will falls through the door into the hallway.

GRACE (CONT'D, O.S.)

(distantly, muffled)

Will, wait! My cankles are heavy.

Will groans and holds the door open.

WILL

Hurry up, slowy!

Grace's slow FOOTSTEPS echo in the stairwell for two beats. Finally she appears in the doorway, bent forward, panting and holding her stomach.

WILL (CONT'D)

Grace! We went one floor!

GRACE

You try carrying a bowling ball in your lady parts!

Will rolls his eyes and takes Grace's hand.

WILL

Come on.

CUT TO:

INT. WILL'S APARTMENT BUILDING, APARTMENT UPSTAIRS -  
CONTINUOUS

Will and Grace enter the spacious, empty apartment. The LANDLORD and Ted and Dana stand together holding hands.

LANDLORD

And that's how I met Mrs.  
Landlord.

DANA

What a lovely story, my friend.

GRACE

(incredulously)  
What?

WILL

What?

The landlord and the Asian couple turn to look at Will and Grace.

LANDLORD

Oh, Will and Grace. You know Ted  
and Dana Shimamoto.

GRACE

What the hell is this crap?

WILL

Yeah, I thought you were meeting  
with us?

LANDLORD

Ted and Dana just popped in to  
say hello.

GRACE

Hello my muumuued ass.

TED

You two want this apartment?

WILL

Uh, duh.

LANDLORD

Hm, this might be a problem.

GRACE

Okay, look at me. Problem solved.

LANDLORD

I think what we should do is. . . have a competition!

Will and Grace look at each other, outraged. Ted and Dana look pensively at each other and tap their index fingers to their lips.

CUT TO:

INT. KAREN'S MANSION - LATER

Jack wears Naomi Watts's underwear over his pants. He tugs on the waistband and snaps it against his body.

Karen gives him a double thumbs up. The camera man stands near with his camera and microphone.

JACK

So, what do I do?

CAMERA MAN

Why don't you introduce your friend here.

KAREN

Oh, Jackie, I've always dreamed of being on TV.

JACK

What about that time you were an extra on *Gilmore Girls*?

The camera man looks bored.

KAREN

Oh, yeah. I remember my line like it was yesterday, because it might have been.

(in the same voice)

"For the love of god, Lorelei, stop talking for a g-d sec."

JACK

Now that's good writing.

Karen nods.

JACK (CONT'D)

Okay, Kare, I'm just gonna improv  
your introduction. What should I  
say?

KAREN

Mmm, you should probably mention  
my incredible jugs.

JACK

Good idea, Kare.  
(to the camera man)  
Okay, roll it!

The camera man loads the camera on his shoulder.

CAMERA MAN

Action.

JACK

Hello, friends. I'm actor,  
dancer, gymnast Jack McFarland,  
and today I've swapped panties  
with Naomi Watts.  
(gesturing to Karen)  
This is my best friend, Karen  
Walker.

Karen smiles and waves.

JACK (CONT'D)

She lives here with me in my  
fabulous mansion, and I pay for  
all her things.

Karen's face changes to disbelief.

JACK (CONT'D)

I even bought her incredible  
jugs!

Jack gestures to Karen's breasts.

Karen squints, clenches her teeth, and shakes with anger.

CAMERA MAN

(unenthusiastically)  
And cut. Great.

JACK

(excitedly, to Karen)  
How was that? I just went with  
it. Oh my god, I'm a younger,  
more attractive Christopher Guest-

-

Karen backhands Jack in the face.

JACK (CONT'D)  
(holding his cheek)  
What was that for?

KAREN  
Jack, what the hell are you  
thinking?

JACK  
(softly)  
Kare, you know I don't think.

CAMERA MAN  
Can we wrap it up here? I have  
to shoot, like, eight hours of  
film.  
(to himself)  
My god, I wanna die.

JACK  
Sure, camera man. Follow me.  
I'll give you a tour of my manse.

Karen mutters angrily to herself.

CUT TO:

INT. KAREN'S MANSION, BEDROOM - MOMENTS LATER

Jack stands at the closed door with his hand on the  
doorknob. Karen stands with her arms crossed next to the  
camera man, who films Jack.

JACK (CONT'D)  
So this is my bedroom. Um, I  
sleep here, I think here, I eat  
here, I pee here--

KAREN  
All right! Just open the door!

JACK  
(trying to hold a smile)  
Okay, here we go.

Jack opens the door to the beautiful bedroom.

JACK (CONT'D)  
Wow, it's beautiful.

KAREN  
Yeah, don't you remember you  
recently redecorated? You really  
did a great job, you.

JACK  
 (quietly)  
 Karen, cut it out.

Karen sneers.

JACK  
 (to the camera)  
 I recently spent, like, five million dollars to redecorate. Yeah, and then I bought Karen a new forehead because she was jealous.

KAREN  
 (in disbelief)  
 Chuh!

JACK  
 And cut, please!

The camera man lowers the camera from his shoulder.

CAMERA MAN  
 I'll be right back. I gotta get another battery from my truck.  
 (to himself)  
 And drink the acid.

The camera man exits.

KAREN  
 I want you out of my house.

JACK  
*What?* But Kare, we have, like, seven a half more hours to film!

KAREN  
 I don't give a crap. You hurt me and now I want you to leave.

JACK  
 But--

KAREN  
 Out! Do I have to call security?

JACK  
 Karen! I need your manse!

KAREN  
 (screaming)  
*Security!*

Rosario comes out of nowhere wearing her maid uniform and a badge and carrying a nightstick.

ROSARIO  
 You heard the ho. Get out, you  
 ungrateful panty waste.

Rosario lightly hits Jack on his bum with the nightstick.  
 She follows him to the door like this.

JACK  
 Ow.  
     (nightstick)  
 Ow.  
     (nightstick)  
 Ooh.  
     (nightstick)  
 Ah.

Rosario pushes Jack out the door.

JACK (O.S.)  
 Karen!

Karen turns her back to the door and folds her arms.

KAREN  
 Hmph!

CUT TO:

EXT. KAREN'S MANSION, STREET - MOMENTS LATER

The camera man leans against his van, smoking a cigarette.

The door to the building flies open and Jack falls out onto  
 the sidewalk.

The camera man drops his cigarette and hides it under his  
 heel.

ROSARIO (O.S.)  
 Stay out of Miss Karen's house,  
 or I'll shove this stick straight  
 up your gay--

The door closes. Jack pounds on the door.

JACK  
 Hey! You'll be sorry when this  
 panty reality show makes me  
 filthy rich!

People pass by on the sidewalk and stare at Jack's outfit.

Jack turns around and sees the camera man for the first  
 time.

JACK (CONT'D)  
(feigning coolness)  
Oh, hello.

Jack moves away from the building.

JACK (CONT'D)  
Um, apparently my mansion  
received a bomb threat. Yeah.  
So the CIA came and said we have  
to leave.

CAMERA MAN  
Where's your friend Karen?

JACK  
Oh, she had to get her teeth fit  
for grills.

The camera man looks confused.

CAMERA MAN  
Do you have any other friends you  
wanna call?

Jack looks sadly toward the sky.

CUT TO:

INT. WILL'S APARTMENT BUILDING, APARTMENT UPSTAIRS -  
CONTINUOUS

A makeshift obstacle course is set up in the apartment.  
Cans of paint are spaced out in two lines in the middle of  
the floor. Will and Grace and Ted and Dana stand in pairs  
at the start of the paint can lines. The landlord stands  
on the opposite end.

LANDLORD  
Okay, this is a relay race.  
Grace and Dana, you'll go first.  
Weave in and out of the cans,  
then around the island in the  
kitchen, and back through the  
cans. Then Will and Ted will go.  
Whoever finishes first gets the  
apartment.

GRACE  
Isn't this a little dangerous for  
a pregnant woman?

WILL  
 Oh, Grace, just do it. Last week  
 you dove over a crowd of ten to  
 get the last ice cream cake at  
 Baskin Robbins.

Grace scoffs.

LANDLORD  
 Don't worry, I thought of that.  
 You'll all be walking the course.  
 It's perfectly safe. And I  
 should know, because not only am  
 I a landlord, I'm also a doctor.

WILL  
 Wow, who knew?

LANDLORD  
 Okay, get ready. . .

Grace and Dana get into equally awkward starting positions.

LANDLORD (CONT'D)  
 Set. . . Go!

Grace and Dana speed-walk through the paint cans. Dana  
 trips over a can and Grace pulls into the lead.

GRACE  
 Eat that, Shimamoto!

TED  
 Move it, Dana!

WILL  
 Way to go, Grace!

Grace and Dana move into the kitchen. They make BUMPING  
 and THUDDING noises.

GRACE  
 Ow!

DANA  
 Hey!

Will, Ted, and the landlord look confused.

Grace and Dana appear in the doorway. Both are a bit  
 roughed up. They try to squeeze through the door frame at  
 the same time, and become stuck.

GRACE  
 Ow! Move it!

DANA  
You move!

They struggle for a beat, then Grace pops through.

GRACE  
Ha ha! Sucker!

Dana follows Grace back into the paint can obstacle. Grace finishes first and tags Will.

GRACE  
Come on, Will! Mama needs a new apartment!

Dana tags Ted. Will and Ted speed-walk through the cans.

DANA  
You can do it, honey!

Grace rolls her eyes at Dana.

GRACE  
If you don't win, I will *cut you, Will!*

She smiles smugly at Dana.

Will and Ted speed-walk into the kitchen and make the same BUMPING and THUDDING noises as Grace and Dana made.

WILL  
Ow!

TED  
Ah!

Will falls on his face through the doorway. Ted laughs and steps on Will's back to pass him.

WILL  
Ow!

GRACE  
Damn it, Will! Get up!

Ted enters the paint can obstacle. Will struggles to his feet and follows Ted.

DANA  
Yeah, Teddy! Way to kick his ass!

Grace gives Dana an appalled look, then turns to the landlord and points to Ted.

GRACE  
Hey! He tripped Will!

LANDLORD  
That's allowed.

Ted finishes and hugs Dana.

DANA  
We won! We won the apartment!

Will finishes, clutching his injured knee. Grace hits him in the arm.

WILL  
Hey!

GRACE  
You suck.

LANDLORD  
I'll have to check the video  
tape,  
but it looks like a fair finish.

Ted and Dana hug each other and smile.

WILL  
Okay, this is ridiculous. Did we  
just speed-walk through a paint  
can obstacle course to see who  
would get the apartment?

LANDLORD  
I believe you did.

TED  
And we beat you.

WILL  
Wait a minute, wait a minute.  
That's crazy. Come on, let's  
settle this like adults. Let's  
wrestle. Grace, you take Ted.  
I'll take Dana.

GRACE  
Hey!

WILL  
What? You're more in his weight  
class.

TED  
I am not wrestling you.

DANA  
Yeah, get out of our apartment.

LANDLORD  
Hey now, let's not fight.  
(to Will and Grace)  
Get out of their apartment.

Will and Grace look sullenly at each other. They shuffle to the door with shoulders slumped and heads down.

CUT TO:

EXT. KAREN'S MANSION, STREET - CONTINUOUS

Jack stands in the same position as before: staring sadly, blankly toward the sky.

CAMERA MAN  
Hey!

Jack snaps out of it and looks at the camera man.

CAMERA MAN (CONT'D)  
You've been standing like that  
for thirty minutes.

JACK  
(trying to hide his  
embarrassment)  
Oh, right. I was meditating. A  
lot of celebrities do that.

CAMERA MAN  
So, what do you want me to film?

JACK  
Hmm. I look good in tights. You  
could film me doing pliés for  
seven hours.

CAMERA MAN  
(thinking aloud to  
himself)  
Then I could just leave the tape  
running and go down to the bar.

The camera man's cell phone RINGS.

CAMERA MAN (CONT'D)  
Excuse me.

He turns away and answers.

CAMERA MAN (CONT'D)

Hello?

(quickly)

Uh huh. Uh huh. Uh huh. Okay,  
bye.

He hangs up and turns to Jack.

CAMERA MAN (CONT'D)

Show's been cancelled. I'm going  
home.

JACK

*What?*

CAMERA MAN

Sorry, man.

The camera man starts to get into his van.

JACK

But it hasn't even been on the  
air yet!

The camera man turns around and points to the underwear on  
Jack.

CAMERA MAN

Oh, I'm gonna need those.

Jack slowly and clumsily removes the underwear. With a  
sigh he hands them over to the camera man.

CUT TO:

INT. WILL'S APARTMENT - LATER

Will and Grace sit close together on the sofa staring  
blankly down at the table.

WILL

I can't believe we lost the  
apartment.

GRACE

I know. I tried to get my water  
to break on their floor as we  
were leaving.

WILL

Grace, you're six months  
pregnant.

GRACE

I know. It would've been sweet.

Karen enters with force.

KAREN  
Where the hell have you been?

She notices Grace's muumuu and tousled hair.

KAREN (CONT'D)  
Wait, let me guess. Will dressed you up like a clown in a bag, and then you two had sex.

WILL  
(irritated)  
Karen, no. We were trying to get a bigger apartment upstairs, but we lost it to the Asians.

GRACE  
Oldest story in the book.

Karen crosses into the kitchen to fix herself a drink.

KAREN  
Well, you missed Jack's big day.

WILL  
If you're talking about the thing he does with a pogo stick and tassels, I've seen it at least twenty times.

KAREN  
I'm talking about his TV show. He was so excited to have you there.

GRACE  
Oh no! I completely forgot!

WILL  
Oh! We were so caught up in this apartment crap, we forgot about his big reality show debut. And I'm guessing finale.

Karen swirls her drink and takes a generous swig.

KAREN  
Well, I couldn't care less about his lame-ass show now. He humiliated me on camera in my own home. I hope it gets cancelled.

Jack enters abruptly.

JACK  
They cancelled my show.

GRACE  
Whoa.

Karen looks at Jack through squinted eyes.

WILL  
Why?

JACK  
They said it didn't make sense.  
(shrilly)  
What doesn't make sense about two celebrities trading panties?

KAREN  
Serves you right, Jack. You used me and you abused me. And then Rosie abused you, but I think you liked it.

JACK  
(quickly, nodding)  
I did, I did, I did.  
(beat)  
But, Kare, you know what a brill improv artist I am. I just get carried away. I'm sorry.

KAREN  
(sighing)  
You do blow me away every time we play Party Quirks. And you're Janice Dickinson every time!

JACK  
It's fun to think of new ways to show my nips.

Karen nods.

Jack turns to Will and Grace.

JACK (CONT'D)  
And where were you two?

GRACE  
We were being idiots.

Will nods.

WILL  
We're sorry.

Jack flops down in the chair.

JACK  
It's okay. It failed anyway.  
I'm a big failure.

Karen steps down into the living room and stands behind Jack. She rubs his hair.

KAREN  
Jackie, you're not a failure.  
You just make stinking bad career  
moves that ultimately end in your  
nonsuccess.

WILL  
Uh, I think what Karen's trying  
to say is, you were too good for  
the show, and now you have a  
chance to do something that  
appreciates your talent.

JACK  
You really think so?

GRACE  
I know so.

JACK  
Thanks, guys.  
(beat)  
I guess I shouldn't have signed  
up for MTV's new reality show, *My  
Super Sweet Thirty-Five*.

Will and Grace shake their heads. There is silence for a beat.

KAREN  
Hey! Who wants to play panty  
swap?

FADE OUT:

THE END.